



# **CONSTITUTION**

**of**

**Illuminating Engineering Society of Australia and New Zealand Ltd**

# ILLUMINATING ENGINEERING SOCIETY OF AUSTRALIA AND NEW ZEALAND LIMITED

ABN 99 100 686 039

## CONSTITUTION

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# illuminating Engineering Society of Australia and New Zealand Limited

ABN 99 100 686 039

## CONSTITUTION

### NAME AND OBJECTIVES

#### 1. Society Name

**Society Name**

The name of the company is "illuminating Engineering Society of Australia and New Zealand Limited" (the Society) and shall be referred to as "the Society" in this document.

#### 2. Trading Name

**Trading Name**

The Society shall trade as "IES: The Lighting Society".

#### 3. Mission Statement

**Mission Statement**

The mission of the Society is to promote the art and science of lighting, from both daylight and electrical sources, encourage professionalism in its practice, and establish and maintain standards for its application.

#### 4. Objectives

**Objectives**

The objectives of the Society are:

1. To encourage, promote and preserve high standards of professional integrity and ethics amongst people active in the field of lighting.
2. To develop policies to promote the highest quality standards in lighting and to advocate and represent the views of members active in the field of lighting.
3. To liaise with related organisations and government on matters of common interest.
4. To lead the development of national lighting standards.
5. To provide a forum for the exchange of information, experiences and opinions in matters of common and particular interest to members.
6. To establish lighting education standards and to set, approve and maintain standards for the delivery of lighting education and to maintain a Continuing Professional Development program.
7. To encourage and support special interest groups within the field of lighting.
8. To encourage research and development in lighting and lighting standards and to facilitate dissemination of information on lighting matters.
9. To support and promote the societal interests of the lighting community and to encourage participation by individuals and companies through membership of the Society.
10. To develop international links with similar organisations.

## **MEMBERSHIP**

### **5. Membership Grades**

#### **Membership Grades**

5.1. The grades of membership shall be as follows:

#### **VOTING MEMBERS**

- a) Life Fellow
- b) Honorary Fellow
- c) Fellow
- d) Life Member
- e) Honorary Member
- f) Member
- g) Technician
- h) Associate

#### **NON-VOTING MEMBERS**

- i) Corporate Member

5.2. The definitions of membership are as stated in the Bylaws.

### **6. Discretion of the Board**

#### **Discretion of the Board**

6.1. The Board may in its absolute discretion determine whether or not to approve each applicant for admission to membership and if so approved into which category of membership such person is admitted.

6.2. On the recommendation of a Chapter Management Committee and at the absolute discretion of the Board, a member may be registered as:

- a) Retired
- b) Country
- c) Overseas
- d) Student

### **7. Membership Fees**

#### **Membership Fees**

7.1. The Board may admit members to the Society on such terms and for such fees as shall be determined by the Board from time to time.

7.2. The Board may reduce or waive the membership fee for an individual member or group of members at its discretion.

### **8. Cessation of Membership**

#### **Cessation of Membership**

A person ceases to be a member of the Society when:

- a) They die, or
- b) they submit to the Society Secretary their resignation in writing, and all outstanding subscriptions due having been paid, or
- c) their membership is terminated by resolution of the Board, or
- d) their membership is terminated by resolution of a General Meeting, or
- e) they fail to pay their annual subscription or other fees within six (6) months of the due date for payment and this is considered by the Board to be sufficient grounds for cessation of membership.

### **9. Disciplining Members**

#### **Disciplining Members**

Where the Board is of the opinion that a member of the Society has persistently refused or neglected to comply with a provision

of this Constitution or has acted in a manner prejudicial to the interests of the Society, the Board may expel the member from membership of the Society for a specific period, an indefinite period, or permanently. The procedure for disciplinary action shall be defined in the Bylaws.

## **10. Appeal Process**

### **Appeal Process**

An applicant for admission to membership whose application has been denied, or any expelled member, may appeal to the Board for reconsideration stating the grounds thereof.

## **11. Membership Entitlements Not Transferable**

### **Membership Entitlements not Transferable**

A right, privilege or obligation which a person has by reason of being a member of the Society cannot be transferred or transmitted to another person, except to a proxy for the purpose of voting only.

## **12. Membership Liabilities**

### **Membership Liabilities**

The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the cost, charges and expenses of the winding up of the Society is limited to the amount specified in this Constitution (Refer Clause 49 Liabilities) together with any unpaid fees of the member in respect of his or her membership of the Society.

## **BOARD OF DIRECTORS**

### **13. Composition of Board of Directors**

### **Composition of Board of Directors**

13.1. The Board of Directors of the Society shall comprise a total of nine Directors, being:

13.1.1. One Director, elected in odd-numbered years for a two-year term by secret postal ballot, from each of and by the members of the following geographic areas:

- a) NSW and ACT and overseas
- b) Western Australia
- c) New Zealand

13.1.2. One Director elected in even-numbered years for a two-year term by secret postal ballot, from and by the members of the following geographic areas:

- a) Victoria and Tasmania
- b) Queensland
- c) South Australia and Northern Territory

13.1.3. Three Directors shall be co-opted annually for one-year terms by the elected members of the outgoing Board. One of the three invitations may be offered at the discretion of these elected members to the Immediate Past President-elect. The President-elect may advise the elected Board members of his/her views concerning these invitations.

13.2. All Directors shall be voting members of the Society.

- a) Any member may nominate for or be a nominee from a Chapter as an elected Director for that Chapter. The nomination of a non-technical grade member is subject to the approval of the Board for that nomination to proceed.

- b) In approving nominations for the Board, the Board shall always ensure a majority of technical grade members on the Board.

13.3. All Chapter Directors must have been a member of the Society for a minimum period of three years at any Grade at the time of acceptance of nomination for election.

13.4. All incoming elected and co-opted Board members shall commence duty at the close of the Annual General Meeting following their election.

#### **14. Powers of Board of Directors**

#### **Powers of Board of Directors**

The Board of the Society, subject to this Constitution and to any resolution passed by the Society in a General Meeting:

- a) Directors shall meet as a Board at least four times between consecutive Annual General Meetings.
- b) Shall control and manage the affairs of the Society for the benefit of the members as a whole.
- c) May exercise all such functions as may be exercised by the Society other than those functions that are required by this Constitution to be exercised by a General Meeting of the Society.
- d) Has powers to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Society.

#### **15. Duty of Directors**

#### **Duty of Directors**

15.1. Every Director shall act in the interests of the Society as a whole and of its membership.

15.2. It is the duty of a Director to attend all Board Meetings.

#### **16. Elections of Directors**

#### **Election of Directors**

The timing of elections of Directors shall be as detailed in the Bylaws.

#### **17. Term of Office of Directors**

#### **Term of Office of Directors**

Unless disqualified by Bylaws or Clauses elsewhere in this Constitution, each Director is eligible for re-election as a Director. (Refer Clause 19.)

#### **18. Returning Officer**

#### **Returning Officer**

The Board shall appoint a Returning Officer for the conduct of each of any elections for Board membership and for internal Board elections. The Returning Officer shall have control of these elections.

#### **19. Removal of Directors**

#### **Removal of Directors**

19.1. The Society by Special Resolution in a General Meeting may remove any Director before the expiration of his or her term of office. The resulting vacancy is considered to be a casual vacancy.

19.2. A person is disqualified from becoming or continuing to act as Director of the Society, fill a casual vacancy in an office or in a Director's position if the occupant:

- a) Dies.

- b) Resigns.
- c) Ceases to be a voting member.
- d) Is an un-discharged bankrupt.
- e) Becomes of unsound mind or is a person or estate who is liable to be dealt with in any way under the Law relating to mental health.
- f) Is absent without the approval of the Board from three meetings of the Board.
- g) Does not perform in accordance with the requirements of Clause 15.
- h) Has been dismissed by a Special Resolution of members.

## **20. Casual Vacancies**

## **Casual Vacancies**

- 20.1. The Board shall have the power to appoint any eligible voting member to be a Director to fill a Co-opted position on the Board that has become a casual vacancy providing a majority of technical members on the Board is maintained.
- 20.2. The Board shall appoint a Returning Officer to call for nominations and to conduct an election within a Chapter to fill an elected position on the Board that has become a casual vacancy. The Board shall determine the appropriate dates and times for this election in relation to the particular timing of the creation of a casual elected position vacancy but generally in accordance with the sequence of procedures described in the Bylaws for election of Directors by Chapters.
- 20.3. The term of the member filling a casual vacancy shall begin upon their appointment or election and ends at the close of the Annual General Meeting at which the replaced Director's term would have ended.

## **21. Quorum**

## **Quorum**

- 21.1. The quorum necessary for the transaction of the business of the Board shall be not less than five Directors and at all meetings technical grade members shall be in the majority.
- 21.2. A Board Meeting held by electronic means of e-mail, fax or telephony, shall require the same quorum as if held in person.

## **22. Directors' Meetings**

## **Directors' Meeting**

The President shall preside over meetings of the Board but if the President is unwilling or unable to so preside, the Board may elect a Chairperson of the meeting.

## **23. Tied Voting**

## **Tied Voting**

In the event of a tied vote on any matter other than an election before the Board the status quo shall prevail.

## **24. Chapters and Special Interest Groups**

## **Chapters & Special Interest Groups**

- 24.1. The Board may establish and dissolve Chapters and Special Interest Groups of the Society. A Chapter or Special Interest Group committee shall carry out the objectives of the Society.
- 24.2. The Board may continue to exercise any function or power of the Society that also pertain to any Chapter or Special Interest Group.

## **25. Committees**

### **Committees**

The Board may establish and delegate tasks to Committees consisting of such members as they think fit. Any Committee so formed shall conform to any directions imposed on it by the Board.

## **26. Company Secretary**

### **Company Secretary**

The Board shall appoint a Company Secretary on the terms and conditions, including remuneration if any, that the Board determines.

## **27. Staff**

### **Staff**

27.1. The Board may employ, engage or appoint permanent or temporary staff or other resources to assist in the management of the Society or any Chapter.

27.2. A Chapter Management Committee may employ, engage or appoint permanent or temporary staff or other resources to assist in the management of the Chapter at the discretion of the Board.

## **OFFICE BEARERS**

### **28. Election of Office Bearers**

#### **Election of Office Bearers**

28.1. Prior to the incoming Board taking office all members of the outgoing Board shall elect the Office Bearer of President of the Society for the following year. If the President-elect is not an elected Director he/she shall take up a co-opted position for that year of office.

28.2. Subsequently, and prior to the incoming Board taking office, the elected members of the outgoing Board shall elect the remaining Office Bearers of the Society, being the Vice-President and Treasurer.

28.3. The Office Bearers of President, Vice-President and Treasurer, plus the Immediate Past President when elected to the Board, shall form the Executive Committee.

28.4. If during these elections a tied vote occurs the following procedure shall be used:

- a) Hold the secret ballot again for the election to determine the result, and then if a tied vote remains;
- b) Use any method that is agreed to by a majority of those present and eligible to vote to determine the matter.

### **29. Term of Office Bearers**

#### **Tenure of Office Bearers**

Each Office Bearer shall hold office from the close of the Annual General Meeting following their election as an Office Bearer and end at the close of the next Annual General Meeting.

### **30. Limitation on Term as President**

#### **Limitation on Term as President**

No person may hold the office of President for more than three consecutive terms of office excluding any period served in completion of the unfinished annual term of a predecessor.

### **31. Authority of Office Bearers**

#### **Authority of Office Bearers**

The Office Bearers of the Society, subject to this Constitution and to any resolution passed by the Society in General Meeting



and subject to any resolution of the Board, shall manage the affairs of the Society between meetings of the Board.

## **MEETINGS**

### **32. Annual General Meetings**

#### **Annual General Meetings**

An Annual General Meeting of the Society shall be held in accordance with the provisions of Australian Law.

### **33. General Meetings**

#### **General Meetings**

33.1. Subject to the provisions of Australian Law and in accordance with the By-Laws, General Meetings may be called by the Board or by any member with the written support of ten other technical grade members.

33.2. Only business for which the General Meeting has been called may be conducted at that meeting.

### **34. Decisions**

#### **Decisions**

34.1. In general, decisions at General Meetings are made by majority vote. In the event of a tied vote the Chairman shall have a second or casting vote. Unless specified as part of the motion such decisions come into operation at the end of the meeting at which they are passed.

34.2. Decisions involving:

- a) A resolution to alter the name, the Objectives, the Constitution, or,
  - b) Any other resolutions required by Australian Law to be a special resolution,
- shall be made by special resolution as set out in Clause 35.

### **35. Special Resolutions**

#### **Special Resolutions**

35.1. As prescribed by Australian Law, a special resolution is one that has been provided to members at least 21 days before the meeting at which the special resolution is to be considered; and specified that the resolution is proposed as a special resolution.

35.2. A decision made by special resolution (other than a decision altering the name or objectives of the Society) comes into operation at the end of the meeting at which they are passed.

35.3. A change of name or objectives of the Society must, in addition to the requirements set out above, be approved, after the passing of the resolution, by the Australian Securities and Investments Commission (ASIC).

35.4. A resolution to change the name of the Society must be:

- a) Made by special resolution.
- b) Lodged with ASIC and comes into effect only when approved by ASIC.

### **36. Chapter Meetings**

#### **Chapter Meetings**

36.1. Meetings of members of Chapters shall be called Chapter Meetings or Annual Chapter Meetings.

36.2. No meeting of members of any Chapter or Committee shall be called an Annual General Meeting.

### **37. Business at General Meetings**

- 37.1. All business shall be special that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, the report of the Directors and auditors, and the appointment and fixing of the remuneration of the auditors.
- 37.2. It is not necessary for a notice of an Annual General Meeting to state that the business to be transacted at the meeting includes the consideration of accounts and the reports of the Directors and auditors, or the appointment or fixing of the remuneration of the auditors.

### **Business at General Meetings**

### **38. Notice of General Meetings**

Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, twenty-one days notice at the least, specifying the place, the day and the hour of meeting and, in the case of special business, the general nature of that business shall be given to all such persons as are entitled to receive such notices from the Society.

### **Notice of General Meetings**

### **39. Quorum at General Meetings**

The quorum for a General Meeting of members is twenty members and the quorum shall be present at all times during the meeting.

### **Quorum at General Meetings**

### **40. Chairperson at General Meetings**

- 40.1. The President of the Society shall preside as Chairperson at every General Meeting of the Society. If the President or Vice President is not present, the members shall elect one of their number to be Chairperson of the meeting.
- 40.2. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

### **Chairperson at General Meetings**

### **41. Voting at General Meetings**

- 41.1. At any General Meeting, each member has one vote.
- 41.2. A resolution put to the vote at a meeting of members shall be decided by a show of hands unless a poll is demanded. Before a vote is taken the Chairperson shall inform the meeting whether any proxy votes have been received and how the proxy votes shall be cast.
- 41.3. On a show of hands, a declaration by the Chairperson is conclusive evidence of the results provided that the declaration reflects the show of hands and the votes of proxies received.

### **Voting at General Meetings**

### **42. Proxies at General Meetings**

- 42.1. A member of the Society who is entitled to attend and cast a vote at a meeting of members may appoint another member as the member's proxy to attend and vote for the member at the meeting.
- 42.2. Where it is decided to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall set out the options.

### **Proxies at General Meetings**

- 42.3. An instrument appointing a proxy shall be deposited at such a place as specified in the notice, by the start of the meeting, or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, immediately prior to the time appointed for the taking of the poll.
- 42.4. Unless the Society has received written notice of the matter before the start or resumption of the meeting at which proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:
- a) The appointing member dies; or
  - b) The member is mentally incapacitated; or
  - c) The member revokes the proxy's appointment;
  - d) The member revokes the authority under which the proxy was appointed by a third party.

#### **43. Right to Poll at General Meetings**

#### **Right to Poll at General Meetings**

- 43.1. At an Annual General Meeting, or a General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll (before or on the declaration of the show of hands) is demanded by:
- a) the Chairperson; or
  - b) by at least three members in person or by proxy;
- 43.2. Unless a poll is so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution. The demand for a poll may be withdrawn.

#### **44. Objections at General Meetings**

#### **Objections at General Meetings**

An objection to the qualification of a member to vote may be raised only at the meeting or adjourned meeting at which that member's vote is given or tendered. Any such objections shall be referred to the Chairperson of the meeting whose decision is final.

#### **45. Adjournment of General Meeting**

#### **Adjournment of General Meeting**

The Chairperson may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting unless a meeting is adjourned for thirty (30) days or more.

### **MISCELLANEOUS**

#### **46. Inspection of books**

#### **Inspection of books**

The Board of the Society, by a resolution passed at a meeting of members, may authorise a member to inspect the books of the Society.

## **47. Not-for-profit Company**

### **Not-for-profit Company**

- 47.1. The Society is established under Australian Company law as a not-for-profit limited liability company.
- 47.2. The assets and income of the Society shall be applied solely in furtherance of its objectives and no portion shall be distributed directly or indirectly to the members except as bona fide compensation for services rendered or expenses incurred on behalf of the Society.

## **48. Winding up**

### **Winding up**

In the event of the Society being dissolved, the amount, which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation which has similar objects and which has rules or by-laws prohibiting the distribution of its assets and income to its members. Dissolution can only follow a Special Resolution to that effect, which shall only be approved subject to support by two-thirds or more of members voting or, by proxy.

## **49. Liability**

### **Liability**

The liability of the members is limited. Every member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up while he or she is a member, for payment of the debts and liabilities of the Society (contracted before he or she ceased to be a member) and of the costs, charges and expenses of winding up for the adjustment of the rights of contributors among themselves, such amount as may be required, not exceeding \$20 per member.

## **50. Amalgamation**

### **Amalgamation**

Where it furthers the objects of the Society to amalgamate with any one or more other organisations having similar objects, the other organisation(s) must have rules or by-laws prohibiting the distribution of its (their) assets and income to members.

## **51. Indemnity**

### **Indemnity**

Every member of the Board, Board Committees, Chapter Management Committees, Chapter Activity Committees, Special Interest Groups or any person acting, paid or unpaid, on behalf of the Society shall be indemnified out of the assets of the Society against any liability arising out of the execution of the duties of his or her office which is incurred by him or her in defending any proceedings whether civil or criminal in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application under the Law in which relief is granted to him or her by the court in respect of any negligence, default, breach of duty or breach of trust. The Board shall be indemnified against the costs of any legal action taken against the Society by such action being proved.

## **52. Changes to Constitution**

### **Changes to Constitution**

This Constitution may only be amended by Special Resolution of members at a General Meeting with twenty-one days notice of motion being given. Amendments to the Constitution shall be approved by two-thirds or more of members present at the meeting or by proxy.