



Notice of Special Resolution

Amendment to Constitution of PIANC Australia Incorporated

to be called at PIANC Australia AGM 19 June 2024

Date: 27/05/2024

Summary:

The Constitution of PIANC Australia Incorporated, otherwise known as the Rules and Regulations (R&R), needs to be amended to comply with the NSW Associations Incorporations Act 2009 No. 7 (the Act) and to reflect how PIANC Australia operates in 2024.

These changes were presented as a regular AGM “paper” at the 2023 AGM and voted on, but this was not done in a way that complied with the Act. Hence, the changes have not yet been implemented.

To comply with the Act, a change to the Constitution needs to be approved by passing of a **Special Resolution**, called either at a general meeting or via a postal or electronic ballot. To pass, a Special Resolution needs to be supported by at least 75% of the votes cast.

This paper provides notice to members of the Board’s intention to call a Special Resolution at the 2024 AGM on 19th June 2024 to amend the Constitution of PIANC Australia Incorporated.

The following sections of this notice outline and include:

- the proposed amendments to the Constitution, which are based around recommendations contained in the NSW Office of Fair Trading “Model Constitution.”
- Additional wording that the Board has been advised to incorporate in the new clause on “winding up” of the association. This has been included as new Clause 33 C.
- A draft version of the amended Constitution with proposed amendments highlighted.

The intent of the changes was approved by the Board at Feb 2022 Board Meeting. This notice presents the changes to the Rules and Regulations as approved by the Board at the abovementioned Board Meeting.

The current version of the Constitution is Version 11 (v11, June 2013). On passing of the Special Resolution, the Constitution will be updated to Version 12 (v12, June 2024).



Schedule 1 Item 6 – Resolution of disputes

Schedule 1 states that the R&R should provide a mechanism for the resolution of disputes between members (in their capacity as members) and between members and the association. **Clause 10** of the model constitution provides the following draft clauses:

- 1) *A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983.*
- 2) *If a dispute is not resolved in mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.*
- 3) *The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.*

For Approval - Change 1:

Insert a new clause in the R&R for Resolution of disputes with the above three sub clauses. This has been included in the R&R for approval as Clause 6.
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Schedule 1 Item 12 – Source of funds

Schedule 1 states that the R&R should define the sources from which the funds of the association are to be or may be derived. **Clause 39** from the model constitution provides the following draft clauses, of which we propose to adopt. Sub clause 1 has been modified to include surpluses from association events.

- 1) *The funds of the association are to be derived from entrance fees and annual subscriptions of members, surpluses from conferences, seminars, workshops and other events, donations and, subject to any resolution passed by the association in general meeting, any other sources that the Board determines.*
- 2) *All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.*

For approval – Change 2:

Insert a new clause in the R&R for Source of funds with the above two sub clauses. This has been included in the R&R for approval as Clause 13.
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Schedule 1 Item 15 – Inspection of books etc

Schedule 1 states that the R&R should outline rights and obligations of members and the Board in relation to the inspection of the books and documents of the association by the association's members. **Clause 45** from the model constitution provides the following draft clauses:

- 1) *The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:*
 - a. *records, books and other financial documents of the association,*



- b. *this constitution (the Rules and Regulations),*
 - c. *minutes of all Board meetings and general meetings of the association.*
- 2) *Despite subclause (1), the Board may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.*

For Approval - Change 3:

Insert a new clause in the R&R for **Inspection of books** with the above two sub clauses. This has been included in the R&R for approval as Clause 18.

Schedule 1 Item 17 – Winding up

Schedule 1 states that the R&R should set out the procedures for the distribution of property on winding up of the association. **Clause 9** and **Clause 42** of the model constitution provide the following clauses:

The liability of a member of the association to contribute towards the payment of debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 8.

- 1) *Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objectives and which is not carried on for the profit or gain of its individual members.*
- 2) *In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up the association.*
- 3) *Subject to the Act and Regulations, members are not permitted to receive any distribution or benefit on winding up of the Association.*

Inclusion of the new Clause 33 Winding Up means that there is also a small change to Clause 5 Sub-clause P on the rights and obligations of members.

For Approval - Change 4:

Insert a new clause in the R&R for **Winding up** with the above paragraph and three sub clauses. This has been included in the R&R for approval as Clause 33.

In addition, the following matters not specifically recommended in the Model Constitution are recommended for amendment:

Corporate and individual voting rights



Currently, the R&R does not set out differential voting rights of Corporate members and individual members. However, the R&R does provide the Board with the power to set regulations for the conduct of ballots, including the allocation of voting rights to corporate members. In previous years we have done this via Board approval of ballot regulations document. While this process has worked it does rely on the knowledge / memory of existing Board members and it is felt that would be worthwhile including the voting rights in the R&R.

For Approval - Change 5:

Add a new sub-clause 24 (c)

Unless otherwise agreed by the Board, Corporate Members shall be entitled to five (5) votes at any ballot. All other members shall be entitled to one (1) vote.

This has been included in the R&R for approval as an additional sub-clause at Clause 27 Ballot.

Timing of Annual General Meeting

The R&R currently requires the AGM to be held within 5 months of the expiration of each financial year. We recommend that this be changed to 6 months so that our June AGMs are not in contravention of this requirement.

For Approval - Change 6:

Change to Clause 16A – replace ‘5 months’ with ‘6 months’. This has been included in the R&R for approval as an amendment to sub-clause A of Clause 19.

Process for changing the R&R

- It is moved that the R&R be amended in accordance with this notice and as drafted in the following attached draft version of the amended Constitution;
- On passing of the Special Resolution at the AGM and before 30 June 2024, an application to amend the Constitution needs to be lodged with the Fair Trading NSW by the Public Officer or a Committee Member. A fee is payable to Fair Trading NSW as part of this application process.

PIANC AUSTRALIA INCORPORATED
RULES AND REGULATIONS

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PIANC AUSTRALIA INCORPORATED

CONSTITUTION

1. Name

The name of the Association shall be known as PIANC Australia and which is an Australian section of PIANC, duly incorporated in the State of New South Wales, pursuant to the Associations Incorporation Act 1984 ("the Act").

2. Interpretation

- A. In these Rules, unless otherwise indicated by the context "The International Regulations" means the current edition of the PIANC Statutes approved by the PIANC Permanent International Commission; "The Board" means the Australian National Board of Management as constituted in accordance with Rule 6(2) below; "PIC" means the Permanent International Commission of PIANC.
- B. In these rules, expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form, including all forms of electronic processing or scanning, storage retrieval systems for same.
- C. In these Rules, a communication shall be:
 - (i) in writing;
 - (ii) left at the address of the addressee, or sent by prepaid ordinary post (airmail if posted to or from a place outside Australia) to the addressee's address or sent by facsimile to the addressee's facsimile number; or
 - (iii) by email.
- D. "Financial year" means the year ending on 31 December.

3. Objects and Purposes

- A. PIANC is an international scientific and technical non-political and non-profit making association sponsored by Governments and open to membership by individuals and corporate bodies.
- B. The aim and objectives of PIANC is to:
 - (i) enhance the navigational function of waterways, ports and coastal zones achieving sustainable development through balancing the environment and economic interests;
 - (ii) improve the planning, design, construction, management, operation and maintenance of inland waterways and both sea and inland ports, their facilities and their connections to the hinterland;
 - (iii) contribute to the integrated management of water systems;
 - (iv) promote the optimum use of economic resources for the construction and operation of ports and waterways infrastructure;
 - (v) communicate effectively the advantages of waterborne transport;
 - (vi) enhance services to all members;
 - (vii) promote the exchange of technical and practical experience; and
 - (viii) co-operate with sister associations.
- C. The purpose of PIANC Australia, in accordance with Article 45 of the International Regulations of PIANC, shall be:
 - (i) to promote the objectives and activities of PIANC Australia among members and facilitate the dissemination of research amongst the wider community;
 - (ii) to facilitate various administrative matters as assigned by the Australian National Board of Management.

4. Powers

In addition to the objects of PIANC Australia, the powers of PIANC Australia shall be deemed to include:

- A. the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of PIANC Australia;
- B. the buying, selling, and supplying of, and dealing in, goods of all kinds;
- C. the construction, maintenance, and alteration of building or works necessary or convenient for any of the objects or purposes of PIANC Australia;
- D. the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of PIANC Australia;
- E. the taking of such steps from time to time as the Board, or the members in General meeting may seem fit for the purpose of procuring contributions to the funds of PIANC Australia, whether by way of donation, subscriptions, or otherwise;
- F. the printing and publishing of such newspapers, periodicals, books, leaflet or other documents as the Board or the members in General meeting think fit for the promotion of the objects and purposes of PIANC Australia;
- G. the borrowing and raising of money in such a manner and on such terms as the Board may think fit or as may be approved or directed by resolution passed at a General meeting, and securing the repayment of money so raised or borrowed by giving mortgages, charges or securities upon or over all or any of the real or personal property of PIANC Australia;
- H. subject to the provisions of the Trustee Act, the investment of any moneys of PIANC Australia not immediately required for any of its objects or purposes in such manner as the Board may from time to time determine;
- I. the making of gifts, subscriptions, or donation to any of the funds, authorities, or institutions pursuant to the Income Tax Assessment Act 1997 (Clth);
- J. the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes, and conveniences calculated to benefit servants or past servants of PIANC Australia and their dependants, and the granting of pensions, allowances, or other benefits to servants or past servants of PIANC Australia and their dependants, and the making of payments;
- K. the establishment and support or aiding in the establishment or support, of any other associations formed for any of the basic objects of PIANC Australia;
- L. the doing of all such other lawful things as are incidental or conducive to the attainment of the objects of PIANC Australia.

5. Membership

- A. PIANC Australia shall comprise of members of all categories of PIANC who normally reside in Australia and residents of other Asia- Pacific region countries whose countries do not have National Sections.
- B. Classification, qualifications and eligibility for membership shall be prescribed by the International Regulations.
- C. Classes of membership include:
 - (i) Government;

- (ii) Corporate;
- (iii) Individual;
- (iv) Student;
- (v) Honorary; and
- (vi) Life Individual.

- D. Members are entitled to receive PIANC publications and may participate in Congresses as prescribed by PIANC.
- E. Members may attend and participate in national and regional meetings of PIANC Australia and be entitled to the same representation and voting rights specified in the International Regulation.
- F. An Applicant who meets the qualifications specified by PIANC Australia shall be admitted to membership at the discretion of the Board and the Board may delegate its powers in relation to membership to its Secretary.
- G. The Secretary shall as soon as possible after admissions to membership, advise the applicant of such admission, and shall, after receiving all membership subscriptions and other prescribed information, advise the General Secretariat, PIANC Brussels, Belgium.
- H. The Secretary shall as soon as practicable thereafter cause the names of each person so admitted to membership to be inscribed in the Register of the Association.
- I. The annual amount of the minimum government subvention and all other PIANC membership subscriptions shall be fixed in *Euros*, from time to time, by the Permanent International Commission ("PIC") in accordance with both Article 10 of the International Regulations and the Constitution of PIANC Australia Incorporated as from time to time amended.
- J. A person ceases to be a member of PIANC Australia if the person:
 - a. dies or, in the case of a body corporate, is wound up;
 - b. resigns from membership in writing addressed to the Secretary;
 - c. is expelled from PIANC or PIANC Australia or;
 - d. has failed to renew membership of PIANC Australia.
- K. A member may only be expelled from PIANC Australia by a Motion, passed in accordance with the usual procedural requirements for an Ordinary Motion at any Annual General Meeting of PIANC.
- L. PIANC Australia shall collect the PIANC members' subscriptions and forward the amounts specified as payable to the PIC Secretary.
- M. The annual membership subscription of PIANC Australia shall be fixed by the Board.
- N. A member shall pay upon resignation all arrears and, if after 31st March, all dues for current year.
- O. Upon resignation or other termination of membership the secretary shall remove the name of the member from the register of members.
- P. **The liabilities of a member to contribute towards payment of liabilities of PIANC Australia on a winding up are outlined in Clause 33.**
- Q. A member shall not be responsible for views expressed in publications and activities of PIANC Australia.
- R. An Honorary member is a member appointed by the Board, at the Board's sole discretion and in recognition of the member's many years of service to PIANC in Australia and will be reviewed by the Board on an annual basis.

6. Resolution of Disputes

- A. A dispute, either between a member and another member (in their capacity as members) of the association, or between a member or members and the association, shall be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983.
- B. If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- C. The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

7. Board of Management

- A. PIANC Australia shall be administered by an Australian National Board of Management, the composition of which shall be as set out in Rule 6B below ("the Board"). The Board shall, subject to any Acts, Regulations and Rules, or any other statutory obligations in force from time to time, and subject also to any resolution passed by PIANC Australia in an annual General meeting to—
 - (i) control and manage the affairs of PIANC Australia;
 - (ii) exercise all such functions as may be exercised by PIANC Australia as an Association other than those functions that are required to be exercised by the members in General meeting;
 - (iii) possess the power to perform all such acts, and do all such things necessary or desirable for the proper management of the affairs of PIANC Australia.
- B. The Board shall consist of:
 - (i) up to two members nominated by the National Committee on Coastal and Ocean Engineering of the Institution of Engineers, Australia;
 - (ii) one member nominated by Ports Australia;
 - (iii) up to two members nominated by Commonwealth Government Departments with maritime, international relations and operations responsibility;
 - (iv) up to eight members elected in accordance with Rule 6B(vii) and the provisions of 9A. to 9D. inclusive;
 - (v) Ex officio Members:
 - (a) the immediate Past Chairman, of the Board of Management;
 - (b) any member of PIANC Australia who has been appointed as an Honorary Member of the Permanent International Commission.
 - (vi) Members appointed under Rule 6B(i) to 6B(iii) inclusive shall be elected annually and ratified by the AGM.
 - (vii) Members elected under Rule 6B(iv) shall serve for a two-year term.
- C. The Board may from time to time appoint other members to the Board and that term will finish at the following election.
- D. The Board shall not be invalidated by the absence of a nomination from one or more of the organisations referred to in Rule 6B(i) to B(v) above, provided an invitation to nominate a representative has been sent by the Chairman at least one month before the Annual General Meeting. The Board shall be entitled to appoint for its term of office, any member of PIANC Australia to assist in its work or to fill any vacancies caused by death or retirement or resignation.

8. Board Meetings

- A. The Board shall meet at least once every four (4) months at such place and at such

times as the Board may determine.

- B. Special meetings of the Board may be convened by the Chairman, or any five of its members.
- C. Notice shall be given to members of the Board of any special meeting, specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.
- D. Any five members of the Board shall constitute a quorum for the transaction of the business of a meeting of the Board.
- E. No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place at the same hour of the same day in the following week unless the meeting was a special meeting, in which case it lapses.
- F. If the Chairman is absent from a Board meeting, then the members of the Board who are present shall elect a member of the Board present, to preside over the meeting.
- G. The Board shall so far as it is possible make decisions on the basis of consensus, but if no consensus is possible on a particular matter, the Board shall resolve the question by a show of hands or if demanded by a member by a poll taken in such manner as the person presiding at the meeting may determine.
- H. Where a show of hands is taken, each member of the Board shall have one vote, and the person presiding over the meeting shall have a casting vote.
- I. Written notice of each Board meeting shall be served on each member of the Board by delivering to him or her at a reasonable time before the meeting or by sending it by post or email before the date of the meeting.

9. The Executive

- A. Subject to the supervision of the Board, there shall be an Executive of PIANC Australia which will conduct the day-to-day affairs of PIANC Australia.
- B. The Executive shall consist of no more than three (3) members two (2) of which must represent any of the following officers:
 - (i) the Chairman;
 - (ii) the Secretary;
 - (iii) the Vice Chairman; or
 - (iv) the Treasurer.
- C. The Board shall at its first meeting after the Annual General Meeting elect from amongst its members the office bearers in 8B (i) to (iv) inclusive, an Executive.
- D. The Chairman shall also be the Chief Delegate unless otherwise determined by the Board. The Chief Delegate shall:
 - (i) represent Australia at any International Annual General Assembly ("AGA") or Congress; and
 - (ii) exercise a vote for the Australian National Section at any AGA or Congress.
- E. The Executive may act as the delegate of the Board in respect of such matters or functions as the Board may delegate to it.
- F. The Executive shall so far as is possible make decisions on the basis of consensus, but if no consensus is possible on a particular matter, the Executive shall resolve the question on a show of hands.

- G. Where a show of hands is taken, each member shall have one vote and the person presiding over the meeting shall have a casting vote.

10. Election for the Board and the Executive of PIANC Australia

- A. Nomination of candidates for election as members of the Board of PIANC Australia:
 - (i) shall be made in writing signed by two members of PIANC Australia and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (ii) shall be delivered to the secretary of PIANC Australia at least two (2) weeks before the date fixed for the holding of the Annual General meeting.
- B. If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- C. If the number of nominations received is more than the vacancies to be filled, a ballot shall be held.
- D. The ballot for the election of officers shall be conducted at the Annual General Meeting.

11. Secretary

- A. The Secretary of the Board shall be elected each year from amongst members of the Board and shall hold office for one year or until the next Annual General Meeting.
- B. The Secretary shall keep minutes of –
 - (i) all elections and appointments of office-bearers;
 - (ii) the names of members of the Board present at a Board meeting or a General meeting; and
 - (iii) all proceedings at Board meetings and General meetings.
- C. Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by a person presiding at the next succeeding meeting.

11A. Public Officer

- A. A person shall be elected and appointed as Public Officer at the Annual General meeting.
- B. The person so appointed shall hold office until the annual General meeting next whereby he or she is eligible for re-appointment.
- C. The Public Officer may be the Auditor, the bookkeeper or any member of PIANC.

12. Income and Property

- A. The income and property of PIANC Australia shall be applied solely towards the promotion of the objects and purposes of PIANC Australia and no portion thereof shall be paid or transferred, directly or indirectly by dividend, bonus, or otherwise, to any members of PIANC Australia, save if PIANC Australia be wound up or cease to operate.
- B. PIANC Australia shall not appoint any person as Chairman of the Board, who holds a salaried office in PIANC Australia.
- C. Nothing in this Rule C(i) prevents the payment in good faith to a servant or member of PIANC Australia of:
 - (i) remuneration in return for services actually rendered to PIANC Australia by the servant or member or for goods supplied to PIANC Australia by the servant or

- member in the ordinary course of business;
- (ii) interest at current bank overdraft rate on money lent; or
- (iii) a reasonable and proper sum by way of rent for premises let to PIANC Australia by the servant or member.

13. Source of Funds

- A. The funds of the association are to be derived from entrance fees and annual subscriptions of members, surpluses from conferences, seminars, workshops and other events, donations and, subject to any resolution passed by the association in general meeting, any other sources that the Board determines.
- B. All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.

14. Accounts of Receipts, Expenditure

- A. True accounts shall be kept of:
 - (i) all money received and expended by PIANC Australia and the matter in which it was received or expended;
 - (ii) property, credits and liabilities of PIANC Australia. Subject to any reasonable restrictions as to the time and manner of inspecting the records for the property, credits and liabilities, that may be imposed by PIANC Australia from time to time, those accounts shall be open for the inspection of the members of PIANC Australia.
- B. The Treasurer of PIANC Australia shall faithfully keep all general records, accounting books, and records of receipt and expenditure, connected with the operations and business of PIANC Australia, in such form and manner as the Board or Executive may direct.
- C. The accounts, books, and records referred to in Rule 12 A. and B. of this rule, shall be kept at PIANC Australia's office or at such place as the Board or Executive may decide.

15. Banking and Finance

- A. The Treasurer of PIANC Australia shall on behalf of PIANC Australia receive all moneys paid to PIANC Australia.
- B. The Board or Executive shall cause to be opened a banking account with a recognised financial institution, in the name of PIANC Australia into which all moneys received shall be paid by the Treasurer as soon as practicable after receipt of any payments made to PIANC Australia.
- C. Except with the authority of the Executive, no payment of a sum exceeding twenty dollars shall be made from the funds of PIANC Australia otherwise than by cheque drawn on PIANC Australia's bank account, but the Executive may provide the Treasurer with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the Board or Executive may impose.
- D. No cheques shall be drawn on PIANC Australia's bank account except for the payment of expenditure that has been authorised by the Executive or the Board at a General meeting and an Australian Tax Invoice or a bona fide invoice is generated for payment.
- E. All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be approved in writing by two (2) members of the Executive and shall be signed by either member who has given the approval under this Rule 13E.

16. Auditor

- A. At the annual General meeting the members shall appoint a person as the auditor of PIANC Australia.
- B. A person so appointed shall hold office until the Annual General Meeting next after that at which he is appointed and is eligible for re-appointment.
- C. If an appointment is not made at an annual General meeting, the Executive shall appoint an auditor of PIANC Australia for the then current financial year of PIANC Australia.
- D. If a casual vacancy occurs in the office of the auditor during the course of a financial year of PIANC Australia, the Board or Executive may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding annual General meeting.

17. Audit

- A. Once at least in each financial year of PIANC Australia, the accounts of PIANC Australia shall be examined by the auditor.
- B. The auditor shall certify as to the correctness of the accounts of PIANC Australia and shall report to the members present at the annual General meeting.
- C. In the report, and in certifying to the accounts, the auditor shall state:
 - (i) whether he or she has obtained the information required by him or her;
 - (ii) whether, in his or her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of PIANC Australia according to the information at his or her disposal and the explanations given to him or her and as shown by the books of PIANC Australia; and
 - (iii) whether the rules relating to the administration of the funds of PIANC Australia have been observed.
- D. The secretary of PIANC Australia shall cause to be delivered to the auditor a list of all the accounts, books and records of PIANC Australia.
- E. The Auditor:
 - (i) has a right of access to the accounts, books, records, vouchers and documents of PIANC Australia;
 - (ii) may require from the servants of PIANC Australia such information and explanations as may be necessary for the performance of his or her duties as auditor;
 - (iii) may employ persons to assist him or her in investigating the accounts of PIANC Australia; and
 - (iv) may, in relation to the accounts of PIANC Australia, examine any member of the Board or Executive or any servant of PIANC Australia.

18. Inspection of books etc.

- A. The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (i) records, books and other financial documents of the association,
 - (ii) this constitution (the Rules and Regulations),
 - (iii) minutes of all Board meetings and general meetings of the association.
- B. Despite subclause A, the Board may refuse to permit a member of the association

to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

19. Holding of Annual General Meetings

- A. With the exception of the first annual General meeting of PIANC Australia, the Association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members
- B. PIANC Australia shall hold its first Annual General Meeting -
 - (i) within the period of 18 months after its incorporation pursuant to *section 26 (2)* of the Act; and
 - (ii) within the period of 6 months after the expiration of the first financial year of the association.
- C. The Director-General of the Department of Fair Trading may, on application (accompanied by the prescribed fee) being made by the Public Officer of PIANC and subject to any condition as the Director-General thinks fit, extend the time for or postpone the Annual General Meeting, pursuant to *section 26 (3)* of the Act.

20. Calling of Annual General Meetings

- A. The Annual General Meeting of PIANC Australia, shall subject to the Act, be convened on such date and at such place and time as the Board thinks fit.
- B. In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be -
 - (i) to confirm the minutes of the last preceding Annual General Meeting and of any General meetings held since that meeting;
 - (ii) to receive from the Board on the activities of the Association during the last preceding financial year;
 - (iii) to elect members of the Board; and
 - (iv) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to *section 26(6)* of the Act.
- C. An Annual General Meeting shall be specified as such in the notice convening it in accordance with rule 18.
- D. An Annual General Meeting shall be conducted in accordance with the provisions of this constitution.

21. Calling of General Meetings

- A. The Board may, whenever it thinks fit, convene a General meeting.
- B. The Board shall, on requisition in writing of not less than 5 per cent of the total number of members, convene a General meeting of the Association.
- C. A requisition of members for a General meeting:-
 - (i) shall state the purpose or purposes of the meeting,
 - (ii) shall be signed by the members making the requisition;
 - (iii) shall be lodged with the Secretary; and
 - (iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

- D. If the Board fails to convene a General meeting within one month after the date on which a requisition of members for the meeting is lodged with the Secretary, any 1 or more of the members who made the requisition may convene a meeting to be held not more than 3 months after that date.
- E. A General meeting convened by a member or members referred to in Rule 18D. above shall be convened in the same manner as General meetings are convened by the Board and any member who thereby incurs expense is entitled to be reimbursed by PIANC Australia for any reasonable expense so incurred.

22. Notice

- A. Except where the nature of the business proposed to be dealt with at a General meeting requires a special resolution of PIANC Australia, the Secretary shall, at least 14 days before the date fixed for the holding of the General meeting, cause to be sent by post or email to each member, a notice specifying the date, place and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- B. Where the nature of the business proposed to be dealt with at a General meeting requires a special resolution of PIANC Australia the Secretary shall, at least five (5) days notice before the date fixed for the holding of the General meeting, cause notice to be sent to each member in the manner provided in Rule 19A. above specifying the intention to propose the resolution as a special resolution.
- C. No business other than that specified in the notice convening a General meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted according to the rules relating to Annual General Meetings.
- D. A member desiring to bring any business before a General meeting may give notice in writing of that business to the Secretary who shall include that notice from the member.

23. Business and Quorum at General Meetings

- A. All business that is transacted at special General meetings and all business that is transacted at the Annual General Meeting, with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting, shall be deemed to be special business.
- B. No item of business shall be transacted at a General meeting unless a quorum of members entitled to vote is present during the time when the meeting is considering that item.
- C. Ten members must be present (being members entitled to vote) to constitute a quorum for the transaction of the business of a General meeting.
- D. If within one hour after the appointed time for the commencement of a General meeting a quorum is not present, the meeting, if convened upon the request of members, shall be dissolved; and in any other case it shall stand adjourned to the same day in the next week, at the same time (unless another place is specified by the chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place, and if at the adjourned meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved

24. Chairman to Preside at General Meeting

- A. The Chairman or in his absence, any member of the Board nominated by the Chairman, shall preside as at every general meeting of PIANC Australia.

- B. If the Chairman is absent from a General meeting, the members present shall elect to preside over the meeting any member of the Board who is present and if no such person is present, they may then elect one of their number to preside over the meeting.

25. Adjournment of General Meetings

The Chairman of a General meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

26. Determination of Questions Arising at General Meetings

A question arising at a General meeting of PIANC Australia shall be determined on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority or lost, and an entry to that effect in the minute book is evidence of that fact, without proof of the number or proportion of the votes recorded in favour for or against, that resolution.

27. Ballot

- A. The Board shall make Regulations governing the conduct of ballots from time to time.
- B. The Regulations shall include provision for:
 - (i) requiring notification of all members of the motions to be considered;
 - (ii) providing opportunity for proponents to prepare cases stating their views;
 - (iii) specifying the minimum number of votes required to be received to constitute a valid ballot;
 - (iv) setting out the right of corporate members, except those whose subscriptions are in arrears to vote;
 - (v) setting out other matters which are necessary or desirable for the efficient conduct of ballots in the interests of PIANC Australia, including the means which are to be used to advise members of the issues under consideration and the timing of voting;
 - (vi) providing if a proponent requests it, for the presence of scrutineers at the counting of the votes.
- C. **Unless otherwise agreed by the Board, Corporate Members shall be entitled to five (5) votes at any ballot. All other members shall be entitled to one (1) vote.**

28. Taking a Poll

If at a meeting a poll on any question is demanded it shall be taken at that meeting in such manner as the Chairman may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question.

29. When Poll to be Taken

A poll that is demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith, and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.

30. Vacancy

For the purposes of these rules, the office of an officer of PIANC Australia becomes vacant if the officer:

- A. dies;

- B. becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his creditors;
- C. becomes of unsound mind;
- D. resigns his office by writing under his hand addressed to the Board or the Executive;
- E. fails, without leave granted by the Board or the Executive, to attend three consecutive meetings of the Board;
- F. ceases to be a member of PIANC Australia; or
- G. fails to pay such arrears of subscription as may be due by him or her within fourteen days after he or she has received a notice in writing signed by the secretary stating that he or she has ceased to be a financial member of PIANC Australia.

31. Conflict of Interest

- A. A member of the Board or the Executive who is interested in any contract or arrangement made or proposed to be made with PIANC Australia shall disclose his or her interest at the first meeting of the Board or Executive at which the contract or arrangement is first taken into consideration, if his or her interest then exists, or in any other case, at the first meeting of the Board or Executive after the acquisition of his or her interest.
- B. If a member of the Board or the Executive becomes interested in a contract or arrangement after it is made or entered into he or she shall disclose his or her interest at the first meeting of the Board or the Executive after he or she becomes so interested.
- C. No member of the Board or Executive shall vote in respect of any contract or arrangement in which he or she is interested and if he or she does so vote his or her vote shall not be counted

32. Amendment of the Constitution

This Constitution may be amended only in the following manner:

- A. on a proposal from the Board, the Annual General Meeting or a special General meeting may be approved by the majority of the persons present and voting the proposal from the Board;
- B. the Annual General Meeting or a special General meeting may approve an amendment of the Constitution by a majority of at least two thirds of the members voting;
- C. any amendment of the objects and purposes of PIANC Australia, as referred to in Rule 3 of these Rules shall require the approval of at least two thirds of the members present and voting at the annual General meeting or a special General meeting.

33. Winding up

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by Clause 5 (subclause M).

- A. Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objectives and which is not carried on for the profit or gain of its individual members.

- B. In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.
- C. Subject to the Act and Regulations, members are not permitted to receive any distribution or benefit on winding up of the Association.

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