CONSTITUTION OF WELDING TECHNOLOGY INSTITUTE OF AUSTRALIA

AUSTRALIAN CORPORATIONS LAW

A COMPANY LIMITED BY GUARANTEE

To be presented to Members at an Annual General Meeting of the Institute, 10 May 2016
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Section 1. INTERPRETATION
1.1 In this Constitution, unless there is something in the subject or context inconsistent therewith:

“Act” means the Corporations Act (Cth) 2001 as amended from time to time or legislation passed in substitution

“application for Membership” means an initial application for Membership of the Institute, an application for the annual renewal of Membership, an application for rejoining as a Member or an application for the transfer of Membership from one category of membership to another

“Chairman” means the person referred to in Section 27.2

“Chief Executive Officer” means the person appointed under Section 32.2(h)

“Commission” refers to the Australian Securities and Investments Commission

“Constitution” means the constitution of the Institute approved and adopted by the Members at a General Meeting

“Council” means the Council of the Institute constituted pursuant to Section 26.1 and includes a meeting of the Council at which a quorum is present

“Councillor” is a person elected as a Member of the Council pursuant to Section 31 or appointed to fill a casual vacancy under Section 30.1 and shall be a director as defined in Section 9 of the Act and shall be subject to the duties and powers pursuant to Part 2D.1 of the Act

“Committee” means a sub-committee of the Council established by resolution of the Council to assist it with the discharge of its various duties

“Commonwealth” means the Commonwealth Government or any department, authority, statutory body or other institution or person under the authority thereof

“Company Secretary” means the person appointed pursuant to Part 2D.4 of the Act to carry out their responsibilities pursuant to Section 188 of the Act

“Delegate” means a person or Committee to whom tasks are delegated to by the Council under Section 32.2(f) in order for the Council to carry out or exercise its powers or functions under the Constitution or Act

“Division” means a particular division of the Institute formed with the consent of Council in each State or Territory of Australia and in any foreign country, as practicable and lawful which shall be regulated and controlled as operational units of the Institute responsible to the Chief Executive Officer in accordance with the policies of, and under any by-laws as approved by Council

“Institute” means the Welding Technology Institute of Australia pursuant to Section 2.1

“Member” means a Member of the Institute:
   a) whose application for Membership is accepted by Council pursuant to Section 16.2
   b) is named on the Register, and
   c) includes each of the class of Members set out in Section 14
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“National Office” means the location of the registered office of the Institute

“Preferred Councillor Competencies” means a form prescribed by the Council to be completed by Members (as applicable) nominated for the position of a Councillor

“President” means the person appointed pursuant to Section 27.1

“Register” means the register of Members kept pursuant to the Act

“Representative” means a person nominated by a Corporate Member to represent the Corporate Member’s interests within the meaning of Section 250D of the Act

“Section” means the Sections forming part of the Constitution

“Voting Member” means a Corporate Member, Individual Member and an Honorary Member

“welding” is a process involving the joining of materials in a way that produces a continuous, non-discrete, structure. The joining process may or may not involve application of heat and the parts may or may not be fused. For the purposes of the Institute, welding includes other associated and supporting processes, as well as the processes related to the total life cycle of the welded structure or product

“in writing” or “written”, unless the contrary intention appears, shall be read as including references to electronic communication, printing, lithography, photography or other modes of representing or reproducing words in a visible form

a) words importing the singular number include the plural number and vice versa

b) words importing the masculine gender include the feminine and neuter genders

c) words importing persons include bodies corporate

d) words or expressions contained in these Sections shall be interpreted in accordance with the provisions of the Act as in force at the date at which the interpretation is required

e) words or expressions that are capitalised and are not referred to in this Section 1 will have the same meaning as may be defined in the Act

Section 2. NAME

2.1 The name of the company is “Welding Technology Institute of Australia” (hereinafter called “the Institute”).

Section 3. OBJECTS OF THE INSTITUTE

The objects for which the Institute is established are:

3.1 To promote the advancement of the science, art, process, occupation, practice and standard of welding and other processes associated with or having the same or similar functions or purposes as welding or other allied, ancillary or complementary sciences, arts, processes and occupations and industries (welding, associated processes and other allied, ancillary or complementary sciences, arts, processes and occupations being hereinafter referred to as “welding”).

3.2 To undertake, arrange, supervise, provide facilities for and otherwise promote and assist research with respect to welding.
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3.3 To undertake, arrange and promote the transfer of welding technology for the benefit of Members and the welding industry.

3.4 To undertake, arrange and promote education, training, qualification, certification, consultancy and technical support for the benefit of Members and the welding industry.

3.5 To promote the advancement of welding technology and associated industries.

Section 4. POWERS OF THE INSTITUTE
The Institute shall have the following powers solely for the purpose of carrying out the aforesaid objects and not otherwise:

4.1 To enter into contracts or arrangements with any technical organisation, body, institution or person or any government department, authority, statutory body, university or other place of learning, for the purpose of carrying out any research, investigation or other work related to welding for or on behalf of the Institute pursuant of matters mentioned in Sections 3, 4 and 5 or the transfer of welding technology or the objects of the Institute generally.

4.2 To encourage and provide facilities for the discovery of, to investigate and test, and to make known the nature or merits of, inventions, processes, procedures, materials and designs relating to welding or which may seem capable of being used by Members for any of the purposes of welding in its application to trade and industry.

4.3 To conduct and carry out or assist in conducting and carrying out all kinds of research, experiments, tests and technical work relating to welding and the designing, building and development of plant, machinery and processes in relation to welding.

4.4 To establish, form, equip, maintain, support or assist laboratories, workshops, factories or other buildings and plants (stationary or mobile) for the purposes of research, testing, experimenting and other scientific or technical work in relation to welding.

4.5 To establish, provide and maintain rooms, offices, museums, libraries, lecture-halls and other facilities as are necessary for the carrying on of the Institute’s activities.

4.6 To disseminate, extend, impart, and promote knowledge of all aspects of welding and their respective application to industrial purposes and to promote proficiency and efficiency therein and to consider, originate and promote reforms and improvements in the application and use of the various welding processes in to and for industrial and commercial purposes.

4.7 To afford Members opportunities for the exchange of ideas and information with respect to the science, art, process, occupation, practice and standard of welding and to encourage proficiency therein and to publish, promote or assist in the publication or supply of information in relation thereto.

4.8 To conduct education, training and examinations in aspects of welding as prescribed by the Institute and to issue certificates of competency in recognition of the qualifications thereby gained or in recognition of other qualifications prescribed from time to time by the Institute or its Council. Every certificate thus granted must be clearly endorsed that it is merely a certificate issued on behalf of the Institute without
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implying in any way that it takes effect under any government department, statutory or other power or authority, unless the Institute is lawfully authorised to endorse or imply otherwise.

4.9 To assist in and advise on the formulation of Australian Standards for industrial application as they are related to welding and associated industries.

4.10 To act on behalf of the welding industry to offer advice to and to otherwise encourage educational authorities to achieve and maintain the educational standards required by the industry and the rationalisation of those standards throughout Australia.

4.11 To develop, establish, administer, manage and act as the secretariat for other bodies, organisations or companies related to welding, whether wholly owned or independent.

4.12 To arrange, conduct, or participate in any congress, seminar, conference, symposium, lecture, training course, exhibition, demonstration, public meeting or other activity pursuant of the objects of the Institute or which will assist with the promotion, development or administration of the Institute.

4.13 To produce, publish and distribute all such books, manuals, pamphlets, periodicals, magazines, posters, films, videos and other publications or training aids as a means of the dissemination of knowledge which the Institute considers is necessary for or conducive to the carrying out of the objects of the Institute and to accept and publish advertisements therein on such terms as it considers desirable.

4.14 To collect, arrange, index and publish information relative to materials, methods, processes, patents, machines, appliances, tools and other things related to welding and to establish or maintain a bureau or data bank of information on such aforesaid matters for the benefit of Members of the Institute and others.

4.15 To establish, endow, maintain, contribute towards or otherwise support any scholarship, bursary, lectureship, prize, medal or award to enable, assist or reward any proficiency, research, investigation, experiment, literary contribution, essay or effort connected directly or in any other manner with welding or the application of welding to trade or industry. Provided that no Member shall receive any scholarship, bursary, lectureship, prize, medal, award of distinction of monetary values except as a successful competitor at any competition held or promoted by the Institute.

4.16 To apply to any government, government department, statutory authority, public body, local government or other authority, corporation, company or person for and accept grants of money or of real or personal property of any kind, gifts, subscriptions, sponsorship or any other assistance for the carrying out of the objects of the Institute.

4.17 To subscribe to, become a Member of, and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Institute. Provided that the Institute shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its Members to an extent at least as great as that imposed on the Institute under or by virtue of Section 5.
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4.18 In furtherance of the objects of the Institute to acquire by purchase, hire, lease, exchange, application, grant, gift or otherwise howsoever:

a) any real property and any estate or interest therein, whether such property be held in fee simple or be leasehold property or property held under any other tenure,

b) any easement or other right or interest in any such property,

c) any personal property,

d) any patents, patent rights or inventions, copyrights, design, trademarks, secret processes, technical information, licenses, franchises and other rights, privileges or concessions.

Provided that in case the Institute shall take or hold any property, which may be subject to any trusts, the Institute shall only deal with the same in such manner as is allowed by law having regard to such trusts.

4.19 To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise that may seem conducive to the objects of the Institute or any of them and to obtain from any such government or authority any rights, privileges and concessions which the Institute may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

4.20 To appoint, employ, remove or suspend such professional or technical advisors, research workers, instructors, supervisors, managers, clerks, secretaries, workmen and other persons as may be necessary or convenient for the purposes of the Institute.

4.21 To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Institute or the dependents or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurances; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.

4.22 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly, or indirectly, to advance the Institute’s interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.

4.23 To invest and deal with money of the Institute not immediately required in such manner as may be permitted by law for the investment of trust funds.

4.24 To borrow or raise or secure the payment of money in such manner as the Institute may think fit and secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Institute in any way and in particular by the issue of debentures perpetual or otherwise charges upon all or any of the Institute's property (both present and future), and to purchase, redeem or pay off such securities.
4.25 To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

4.26 In furtherance of the objects of the Institute to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Institute and to grant licences to use patents, copyrights, designs, secret processes or other property of the Institute.

4.27 To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Institute’s property of whatsoever kind sold by the Institute, or any money due to the Institute from purchasers and others.

4.28 To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Institute provided that in case the Institute shall take or hold any property which may be subject to any trusts the Institute shall only deal with the same in such manner as is allowed by law having regard to such trust.

4.29 In furtherance of the objects of the Institute to guarantee the contracts, liabilities or obligations of any person or body (corporate or unincorporate).

4.30 To pay the costs, charges and expenses relating to the ongoing development of the Institute.

4.31 To do any of the things mentioned in this Section alone or in conjunction or association or co-operation with any other persons or bodies corporate or unincorporate.

4.32 To procure the Institute to be registered or recognised in any part of the world.

4.33 To transact any lawful business in aid of the Commonwealth in the prosecution of any war in which the Commonwealth is engaged.

4.34 To implement an appeals process for any operation within the Institute that is determined by Council requires one.

Provided that the Institute shall not support with its funds any activity or endeavour to impose on or procure to be observed by its Members or others any regulations or restrictions, which if an object of the Institute would make it a trade union within the meaning of any in force State or Federal legislation applicable to the Institute.

Section 5. INCOME, EXPENDITURE AND PROPERTY

5.1 The income and property of the Institute whencesoever derived, shall be applied solely towards the promotion of the objects of the Institute as set forth in this Constitution, and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to the Members.

5.2 Noting the specific application of the Act regarding Councillors and related parties, nothing herein contained shall prevent the payment in good faith:

   a) of reasonable and proper remuneration to any officer or servant of the Institute or to any Member in return for services actually rendered to the Institute

   b) for goods supplied by any Member in the ordinary or usual way of business
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c) of interest, at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Constitution, upon money lent by any Member
d) of reasonable and proper rent for premises demised or let by any Member
e) to a Member, by way of reimbursement of reasonable travelling and sustenance expenses incurred by him when engaged on the affairs or business of the Institute

5.3 No Councillor shall be appointed to any salaried office of the Institute.

5.4 No Councillor shall be:

a) paid any remuneration for carrying out their duties in their capacity as a Councillor, or
b) otherwise be given a “financial benefit” as defined under the Act, unless approved by Members at a General Meeting. Such approval may not be required pursuant to the Act where the giving of a financial benefit to a Councillor relates to the reimbursement or advancement of expenses incurred or to be incurred by a Councillor in carrying out their duties on behalf of the Institute or such financial benefit relates to reasonable remuneration given to a Councillor engaged under contract to provide other services to the Institute in their capacity as a contractor, which is reasonable in the Institute’s and Councillor’s circumstances.

5.5 Any Councillor who holds a material personal interest in the affairs of the Institute must disclose such interest to all other Councillors, if required to do so under the Act.

Section 6. ADDITION, ALTERATION OR AMENDMENT

No addition, alteration or amendment shall be made to or in the Constitution for the time being in force, unless the same shall have been initially approved by special resolution by Members at a General Meeting of the Institute, and then lodged with the Commission.

Section 7. LICENCE CONDITIONS

Sections 5, 6 and 11 of this Constitution contain conditions upon which approval is granted by the Commission to the Institute in pursuance of the provisions of Sections 150 and 151 of the Act. For the purpose of preventing any evasion of the provisions of the said Sections the Commission may, from time to time, on the application of any Member and on giving notice to the Institute of its intention so to do and after affording the Institute an opportunity of being heard in opposition thereto, within such time as may be specified in such notice, impose further conditions which shall be duly observed by the Institute.

Section 8. LIABILITY OF MEMBERS

The liability of the Members is limited.

Section 9. LIMIT OF LIABILITY OF MEMBER

In the event of the Institute being wound up, every Member who is current at the time of winding up, or whose Membership ceased within the preceding twelve months, undertakes to contribute to the payment of the debts and liabilities of the Institute (contracted before the Member ceases to be a Member) and of the costs, charges and expenses of winding up and for the adjustment of
the rights of the contributories among themselves, such amount as may be required, not exceeding one hundred dollars ($100.00).

**Section 10. DISTRIBUTION OF ASSETS AFTER WINDING-UP OR DISSOLUTION**

10.1 If upon the winding-up or dissolution of the Institute there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other institution having objects similar to the objects of the Institute and whose Constitution shall prohibit the distribution of its or their income and property among the Institutes or the other institution’s Members to an extent at least as great as is imposed on the Institute under or by virtue of Section 5 hereof, such institution to be determined by the Members at or before the time of the dissolution and in default thereof by application to the Supreme Court of New South Wales of determination.

10.2 Provided that if at the time of the winding-up or dissolution the Institute is in receipt of a grant from the Government of the Commonwealth of Australia the determination by the Members or such institution shall be subject to the approval of the said Government.

**Section 11. TRUE ACCOUNTS**

11.1 True accounts shall be kept of the sums of money received and expended by the Institute and the matters in respect of which such receipt and expenditure takes place, and of the property, assets and liabilities of the Institute and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Constitution for the time being in force shall be open to the inspection of the Members.

11.2 Once at least in every year, the accounts of the Institute shall be examined by one or more properly qualified Auditor or Auditors who shall report to the Members in accordance with the provisions of the Act.

**Section 12. REGISTERED OFFICE**

The registered office of the Institute shall be the National Office from which business is directed.

**Section 13. MEMBERSHIP AND TERM**

13.1 Applicants, being persons or organisations who are eligible for Membership, whether national or foreign, from whom the Council accepts an application for Membership and receives payment of the relevant fee in accordance with Section 16, and are added to the Register, shall be Members until their Membership ceases or is suspended in accordance with Section 18 or is terminated for any other reason.

13.2 The number of Members is unlimited.

**Section 14. CLASSIFICATION OF MEMBERSHIP**

14.1 Membership shall be divided into four classes as follows:

a) Corporate Members
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14.2 Categories of Membership within each class, and the eligibility criteria for admission to those classes and/or categories, shall be as defined from time to time by the Council and promulgated in the by-laws.

Section 15. SPECIAL CONDITIONS OF MEMBERSHIP

15.1 Conditions applying to specific classes and/or categories of Membership shall be as defined from time to time by the Council and promulgated in the by-laws.

15.2 Subject to conditions as prescribed by the Council in the by-laws, Members shall be entitled to advertise or otherwise make known such Membership for business or for personal reasons and may display the Institute’s logo.

15.3 Each Member of the Institute shall be attached to one of the Divisions of the Institute and no Individual Member or Representative may be attached to more than one Division.

15.4 The Membership of each Corporate Member shall be recorded as being held by the Chief Executive Officer of that Member or otherwise a Representative. This person shall be eligible to stand for election as a Councillor in accordance with the provisions of Section 31.

Section 16. BECOMING A MEMBER

16.1 The application for Membership shall be made in writing, including such personal details required by the registration form and shall be accompanied with the relevant fee that has been prescribed by the Institute under Section 20. Membership is subject to the agreement by the applicant to be bound by and observe the provisions of the Constitution, by-laws, rules and regulations in force from time to time.

16.2 A person who is eligible for Membership of the Institute as determined under the by-laws, becomes a Member when the application for Membership is accepted by Council and the relevant fee has been paid by the Member. If an application for Membership is not accepted by the Council for any reason, the Institute will refund any fees paid for the application for Membership within 30 days of the application being made. The applicant will be notified in writing of the outcome of the application for Membership within 30 days of application being made. Where the expiration of (thirty) 30 days falls on a weekend or a public holiday, expiration of (thirty) 30 days will be deemed to have expired on the next business day at the National Office.

16.3 Membership of the Institute is annual unless otherwise specified in the by-laws and accordingly is renewed by the Member each year upon the payment of an annual Membership fee no later than thirty (30) days from the due date, being 1 January.

16.4 A Member may request a transfer of Membership from one category to another by notice in writing to the Institute at any time during the calendar year.
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16.5 The Council shall have the absolute discretion to grant, defer or refuse any application for Membership or transfer of Membership from one category to another or to stipulate the category of Membership to which an applicant may be admitted or transferred commensurate with these Sections. Such decisions by Council shall be final for which no reasons need be given. The Council may exercise these discretions directly.

16.6 In no case shall the Institute be required to give any reason for the rejection of an applicant.

Section 17. REGISTER OF MEMBERS

17.1 A Register of all Members shall be kept and maintained at the National Office. The Register shall be kept in such manner as is required by the Act and shall include such particulars or personal information as the Council prescribes. The Register may be kept electronically.

17.2 Any Individual Member, Representative of any Corporate Member, who shall at any time change address or occupation as recorded for the time being in the Register, shall forward written advice without delay to the National Office or otherwise update such details at the time of renewal of Membership as required. The Institute shall be entitled to act on such written advice and may direct all correspondence to the address last notified to the Institute by the Member or Representative.

17.3 The registration and rights of any Individual Member shall not be transferable and shall cease on death, resignation or removal from Membership.

Section 18. SUSPENSION AND CESSION OF MEMBERSHIP

18.1 A Member shall cease to be a Member of the Institute, if:
   
   a) a Member resigns by notice in writing to the National Office in accordance with Section 19.
   
   b) a Member dies;
   
   c) a corporation ceases to operate as a business as a result of a winding up;
   
   d) any annual Membership fee or other due payable by a Member remains unpaid for six months after it has become payable and after compliance with Section 18.4, a Member shall cease to be a Member;
   
   e) expelled in accordance with Section 18.2.

18.2 If any Member wilfully refuses or neglects to pay fees for services or to comply with the provisions of the Constitution or where Council reasonably forms an opinion that a Member has acted in a manner unbecoming of a Member or prejudicial to the interests of the Institute, the Council shall have power by resolution to censure, fine, suspend or expel the Member from the Institute.

Provided that at least fourteen days before the meeting of the Council at which such a resolution is passed the Member shall have had notice of such meeting and the nature of what is alleged against the Member and requiring the Member to attend and that the Member shall at such meeting and before the passing of such resolution have had an opportunity of giving orally, or in writing, any explanation or defence the Member may think fit and if at the meeting such a resolution be passed the Member
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section 18.3
If the annual Membership fee of a Member or other fee payable by a Member remain unpaid for a period of three (3) calendar months after the due date and after a reminder invoice is sent, then the Membership shall be suspended until receipt of payment of such annual Membership fee. If written notice of default and suspension is dispatched to the Member, then the Member from that date will not be entitled to receive any Membership benefits as described in the by-laws.

section 18.4
If, after written notice of the default and suspension has been sent to the Member, the annual Membership fee or other fees remain unpaid after six (6) months, then the Member shall, by resolution of the Council or their delegate (in accordance with section 32.2(f)), cease to be a Member. The Member shall remain liable for payment of all arrears as if the Member resigned. The Council or their delegate (in accordance with section 32.2(f)) may reinstate the Member on payment of a re-joining fee and/or all other relevant fees and arrears if deemed proper and appropriate to do so.

section 18.5
If a Member ceases to be a Member pursuant to Section 18.1(a) or (d), and subsequently wants to re-join as a Member at any time thereafter, a re-joining fee will be payable, in addition to, the annual Membership fee.

section 19. resignation of a member
section 19.1
A Member may at any time, by giving one month’s prior notice in writing to the National Office, resign as a Member but, nevertheless, shall continue to be liable for any annual Membership and all arrears, due and unpaid at the date of the resignation and for all other monies due by the Member to the Institute and, in addition, for any sum for which the Member is liable as a Member under section 9.

section 19.2
If a Member ceases to be a Member as a result of resigning in accordance with section 19.1, part way through a calendar year, there will be no entitlement to a pro-rata refund for any balance remaining of the annual Membership.

section 20. fees
section 20.1
Membership fees payable to the Institute shall be reviewed and set annually by the Council for each succeeding year.

section 20.2
Annual membership fees shall be due and payable, after receipt of an invoice, on the first day of January or at such other date as determined by the Council, of each calendar year.

section 20.3
New applications for membership shall be accompanied by payment of the relevant fees. Those whose application is accepted between:

a) the first day of January and thirty first of March in any year inclusive – shall be liable for a pro-rata payment of three quarters (3/4) of the annual membership fee for the current year;
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b) the first day of April and thirtieth day of June in any year inclusive – shall be liable for a pro-rata payment of half (1/2) of the annual membership fee for the current year;

c) the first day of July and the thirtieth day of September in any year, inclusive shall be liable for pro-rata payment for half (1/4) of the annual membership fee for the current year;

d) the first day of October and the thirty first day of December in any year, inclusive shall not be liable for payment of any membership fee for the current year but shall be liable for the full membership fee for the succeeding year.

20.4 The Council may at any time waive or defer payment of annual membership fees or arrears or other fees of any Member, or temporarily defer membership, in cases of undue hardship or other special circumstances considered worthy of such action. The Council may take such action directly or on the recommendation of a relevant delegate (appointed in accordance with Section 32.2(f)).

Section 21. GENERAL MEETINGS

21.1 An Annual General Meeting shall be held in accordance with the provisions of the Act.

21.2 The Annual General Meeting shall be held once in every calendar year at such time not being more than five (5) months after year end. Annual General Meetings are to be held at a place at the discretion of the Council.

21.3 All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

21.4 The Council may at any time it sees fit, convene an Extraordinary General Meeting. An Extraordinary General Meeting may also be convened by a requisition made in writing to the Company Secretary by not less than five per cent of the Voting Members or in default may be convened by such requisitionists as provided by the Act.

21.5 Members or in default may be convened by such requisitionists as provided by the Act.

21.6 All business shall be deemed special that is transacted at an Extraordinary General Meeting; also, all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Council and Auditors, the declaration of the election of officers and Councillors in place of those who are retiring and confirmation of the appointment of the Auditors which shall be considered ordinary business.

Section 22. NOTICE OF GENERAL MEETINGS

At least twenty-one (21) days’ notice (exclusive of the day on which the notice is served or deemed to be serviced) of every General Meeting shall be given to each Voting Member. A copy of the Annual Accounts for presentation at the AGM shall be included with the notice. In the case of special business, the general nature of that business shall be given in the notice.

Section 23. QUORUM AT GENERAL MEETINGS

23.1 No business shall be transacted at any General Meeting unless a quorum is present.
23.2 Fifteen (15) Voting Members present in person or by proxy who are at any Annual General Meeting duly convened shall constitute a quorum with power to act. Fifteen (15) Voting Members present in person or by proxy at any Extraordinary General Meeting duly convened shall constitute a quorum with power to act.

23.3 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Voting Members, shall be dissolved; in any other case it shall stand adjourned to such other day and at such other time and place as the Council may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Voting Members present (being not less than five (5)) shall be a quorum.

23.4 The President shall preside as Chairman at every General Meeting of the Institute or, if the President is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unable to act, then the Councillors present shall select one of their number present to be chairman or in default of their doing so the Voting Members present shall elect an Individual Member, Honorary Member or Representative to be the Chairman of the meeting.

23.5 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by 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. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

Section 24. PROXIES

24.1 At any General Meeting votes may be given either personally or by proxy.

24.2 The instrument appointing a proxy shall be in writing under the hand of the appointor, or of the Voting Member’s attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Voting Member shall be entitled to instruct the Voting Member’s proxy in favour of or against any proposal resolutions. Unless otherwise instructed the proxy may decide how to cast the vote.

24.3 The instrument appointing a proxy and if applicable the power of attorney or other authority if any under which it is signed or a notarially certified copy of that power or authority shall be deposited with the Company Secretary or President not less than twenty-four hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, and in default the instrument of the proxy shall not be treated as valid.

24.4 The instrument appointing a proxy may be in the following form or in a form substantially the same as the following form or on a form forwarded with the notice of meeting
WTIA PROXY FORM

I, ..............................................................................................................................................

of ..............................................................................................................................................

being an *Individual / *Corporate / Honorary Member of Welding Technology
Institute of Australia hereby appoint

..............................................................................................................................................

of ..............................................................................................................................................

or failing him

..............................................................................................................................................

of ..............................................................................................................................................

as my proxy to vote for me on my behalf at the (Annual General Meeting or
Extraordinary General Meeting as the case may be) of the Institute, to be held

on the ........ day of 20....... and at any adjournment thereof.

My proxy is hereby authorised to vote: *in favour of / *against the following
resolutions:

(Insert resolutions) ...............................................................................................................

Signed this ....... day of 20....... 

(Unless otherwise instructed by the Voting Member named on this form, the proxy
may decide how to cast the vote).

* Strike out whichever is not desired.

A proxy need not be a Voting Member. Such proxy shall have the same right as a
Voting Member to speak at the meeting to the resolution to which the proxy is duly
authorised to vote.

Section 25. VOTING AT GENERAL MEETINGS

25.1 No Voting Member shall be entitled to vote at any General Meeting if the applicable
Voting Member’s annual Membership due to the Institute shall be more than thirty
(30) days in arrears at the date of the meeting.

25.2 Each eligible Individual Member and Honorary Member is entitled to one (1) vote and
each eligible Corporate Member is entitled to the number of votes as determined by
the number of times the annual Individual Member Membership fee divides into the
annual Corporate Member Membership fee, rounded to the nearest whole number
up to a maximum of twenty (20) votes.
Constitution of Welding Technology Institute of Australia
To be presented to Members at an Annual General Meeting of the Institute, 10 May 2016

25.3 A resolution put to the vote of any General Meeting shall be decided on a show of hands of every Voting Member who is eligible to vote and is present in person or by proxy or by attorney unless (before or on the declaration of the result of the show of hands) a poll is demanded-
   a) by the Chairman, or
   b) by at least three Voting Members present in person or by proxy.

Unless a poll is so demanded, a declaration by the Chairman 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 book containing the minutes of the proceedings of the Institute, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

25.4 If a poll is duly demanded it shall be taken in such a manner, and either at once or after an interval or adjournment or otherwise, as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

25.5 In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.

Section 26. COUNCIL

26.1 There shall be a governing Council which shall be the governing body of the Institute whose Members shall consist of a minimum of five (5) and up to ten (10) Councillors in total.

26.2 Such Councillors shall comprise up to ten (10) representatives of Members of the Institute, all duly elected by Voting Members in accordance with Section 31, who shall be Councillors.

26.3 Where fewer than ten (10) Councillors are holding office, the Councillors may by resolution appoint further Councillors to a casual vacancy up to a maximum of ten (10) in accordance with Section 30.

Section 27. THE PRESIDENT AND DEPUTY PRESIDENT

27.1 Subject to this Section, the Council shall elect from amongst the Councillors who were elected according to Section 31 a person to be President.

27.2 The President shall be the nominal Head of the Institute and shall preside as Chairman at all General Meetings and meetings of the Council subject to the provisions of Section 33.3.

27.3 Nominations for candidates for election as President must be:
   a) made in writing, signed by one other Councillor that is aged 18 years or older and accompanied with a written consent of the candidate to act as President
   b) must be delivered to the Company Secretary at least seven (7) days before the Council meeting to vote to appoint a President.

27.4 If only one (1) nomination is received for a position as President the person nominated shall be declared as elected at the next Council meeting.
27.5 If more than one (1) nomination is received for a position as President, at a Council meeting a resolution put to the vote of the meeting is decided by a secret ballot received from all Councillors present.

27.6 Every three (3) years the Council shall elect from amongst the Councillors at a Council meeting, a Deputy President. Wherever the President is prevented from fulfilling the duties of office, the Deputy President shall act for the President. The term of office of the Deputy President shall be three (3) year. The process to appoint a Deputy President will be the same as a President set out in Sections 27.3 to 27.5.

27.7 No past President (immediate or otherwise) may be nominated for Deputy President.

Section 28. TERMS OF OFFICE

28.1 Councillors as elected according to Section 31 shall be elected for a nominal three-year term of office, deemed to commence from the close of the Annual General Meeting at which the Councillor is elected and continuing to the closure of the third Annual General Meeting held thereafter.

28.2 Councillors appointed to fill a casual vacancy under Section 30 are appointed until the close of the following Annual General Meeting. Those who wish to continue in office must nominate for election under Section 31.

28.3 At each Annual General Meeting, Councillors whose nominal term of office expires at the close of the Annual General Meeting shall retire from office. Nothing in this Section shall prevent other Councillors from retiring at an Annual General Meeting. The retiring Councillors may be eligible for re-election.

28.4 The President shall be elected for a three-year term of office and shall be eligible for re-election for a succeeding three (3) year term. No individual may hold office of President for more than six years in aggregate.

28.5 For the whole term of office as President, the President shall continue as a Councillor elected according to Section 31 automatically. On standing down from the presidency at the end of the term of office an ex-president who wishes to remain on Council must nominate for re-election at the Annual General Meeting.

28.6 The Deputy President shall be elected for a three (3) year term of office.

28.7 For the whole term of office as Deputy President, the Deputy President shall continue as a Councillor elected according to Section 31 automatically. On standing down from the presidency at the end of the term of office an ex-deputy president who wishes to remain on Council must nominate for re-election at the Annual General Meeting.

Section 29. VACATION OF OFFICE

29.1 The office of a Councillor shall be vacated:

   a) if by notice in writing to the President the Councillor resigns from office;
   b) if the Councillor holds any office of profit under the Institute;
   c) if the Councillor ceases to be a Member who is entitled to hold office;
   d) (intentionally left blank)
   e) if the Councillor becomes bankrupt or makes any arrangement or composition with the Councillor’s creditors generally;
f) if the Councillor becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Act relating to mental health;

g) if the Councillor is absent from two consecutive meetings of the Council without leave of absence from the Council and the Council resolves that the Council’s office be vacated;

h) if the Councillor is directly or indirectly interested in any contract or proposed contract with the Institute, provided, however, that the office of a Councillor shall not be vacated by reason of the Councillor being a Member of any corporation or company which has entered or proposes to enter into a contract with the Institute if the Councillor has declared the nature of his interest in manner required by the Act pursuant to Section 5.4;

i) if the Councillor is removed by resolution of the Institute under Section 29.2;

j) if the Councillor is prohibited from being a director of a company under any of the provisions of the Act.

Provided that nothing in this Section 29 shall affect the operation of Section 5. In the case of any doubt or dispute the date of vacating of office shall be effective from such date as determined by the Council.

29.2 Voting Members at a General Meeting may in accordance with the Act, by resolution remove a Councillor from office.

Section 30. CASUAL VACANCIES

30.1 Should a casual vacancy occur in the office of any Councillor elected according to Section 31 or appointed under this Section 30.1 the Council shall nominate and appoint by Council resolution a qualified person to fill the vacancy.

30.2 Subject to Section 33.5, Councillors who are appointed by Council to a casual vacancy under Section 30.1 shall be elected by Voting Members by resolution at the next Annual General Meeting.

30.3 At no time shall the number limitations imposed by Section 26.1 be exceeded.

Section 31. ELECTION AND NOTIFICATION OF COUNCILLORS

31.1 Councillors shall be elected by a ballot, conducted in a manner determined by the Company Secretary, to be concluded at least two days prior to the Annual General Meeting from which the terms of office are to commence.

The method of election shall take place in the following manner:

a) a candidate shall be a Member of the Institute and shall be nominated by two Members eligible to vote

b) the Company Secretary shall notify all Members of when nominations are due at least thirty days in advance

c) each nomination, shall be in writing and signed by the candidate and the candidate’s proposer and seconder, shall be in such form and shall contain such evidence of Preferred Councillor Competencies as the Council may from time to time recommend and prescribe in policy and shall be lodged with the Company Secretary at least fourteen days prior to the due date of the election
d) each candidate nomination form will be reviewed by the appropriate Committee to ensure that nominated candidates meet the Council criteria for appointment. The Committee will advise the Council which candidates meet the criteria for appointment.

e) a list of the candidates’ names in alphabetical order who meet the Council criteria for appointment, with the respective proposers and seconders names and their completed “Preferred Statement of Competency” shall be published and distributed to Members at least seven days prior to the due date of the election.

f) ballot papers shall be prepared (if necessary) containing the names of the candidates only in alphabetical order and sent electronically or otherwise to each Voting Member and each eligible Voting Member shall be entitled to the number of votes in accordance with Section 25.2.

g) ballot papers duly completed shall be returned to the Company Secretary who will arrange for independent scrutineers to witness the ballot.

h) in the case there shall not be sufficient number of candidates nominated the Council may fill up any remaining vacancy provided that at no time shall the number limitations imposed by Section 26.1 be exceeded.

Section 32. POWERS OF THE COUNCIL

32.1 The responsibility and accountability for the management of the affairs and business of the Institute shall be vested in the Council which, in addition to the powers and authorities expressly conferred upon it by these Sections, may exercise all such powers and do all such acts and things as may be exercised or done by the Institute and are not hereby or by the Act expressly directed or required to be done by the Institute in General Meeting; but subject to any regulations from time to time made by the Institute in General Meeting, provided that no regulation shall invalidate any prior act of the Council which would have been valid if the regulation had not been made.

32.2 Without prejudice to and not in any way in limitation of the powers conferred by Section 32.1 and the other powers conferred by these Sections, it is hereby expressly declared that the Council shall have the following powers:

a) to make and impose, vary and repeal by-laws, rules and regulations for the administration and government of the Institute and for carrying its objects into effect; provided that no by-law, rule or regulation shall operate so as to affect or vary any of the provisions of these Sections.

b) to pay the costs, charges and expenses incidental to the continued registration and promotion of the Institute;

c) to pay all expenses incurred in carrying out the objects of the Institute;

d) to determine who shall be entitled to sign on behalf of the Institute bills of exchange, promissory notes and other negotiable instruments, receipts, acceptances, endorsements, cheques, releases, contracts, certificates, correspondence and documents;

e) to appoint and maintain Committees as the Council may from time to time determine are necessary to assist the governance functions of the Council. Persons so appointed may or may not be Members of the Institute or Councillors. The Council shall make and impose upon Committees such rules...
and regulations as may be necessary and may vary them from time to time as the Council deems fit;

f) to delegate any of its powers and or functions (not being duties imposed on the Council as the Councillors by the Act or the general law) as provided for under the Act and to make and impose upon such delegates such rules and regulations and vary them from time to time as the Council thinks fit;

g) by power of attorney as provided for under the Act to appoint at any time and from time to time any person to be the attorney of the Institute for such purposes with such powers and for such period and subject to such conditions as the Council thinks fit;

h) to appoint and at its discretion to dismiss, remove or suspend all such managers, secretaries, officers, clerks, agents and servants for permanent, temporary or special services as it may from time to time think fit, and to determine their duties and conditions of employment, and to fix and pay their salaries or emoluments and, in particular, to appoint and employ a Chief Executive Officer, who shall be entrusted with the general direction and supervision of the work and staff of the Institute and shall have such other powers as Council may define from time to time.

32.3 The Council may exercise all the powers of the Institute including the power to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Institute.

32.4 For the purpose of Section 5 the rate of interest payable in respect of money lent by a Member shall not exceed the lowest rate paid for the time being by banks in the State in respect of term deposits.

Section 33. PROCEEDINGS OF THE COUNCIL

33.1 The Council shall meet for the dispatch of business and may adjourn and otherwise regulate its meetings as it thinks fit.

33.2 The quorum necessary for the transaction of business of the Council (whether meeting together either in person or by any form of audio or audio-visual instantaneous communication) shall be six (6) Members.

33.3 If at any meeting of the Council, the President is not present or is unwilling or unable to act or is subject to a conflict of interest, the Councillors present shall choose another Councillor to be Chairman of the meeting.

33.4 A meeting of the Council at which a quorum is present shall be competent to exercise all the powers and discretions for the time being exercisable by the Council.

33.5 The continuing Councillors may act notwithstanding any vacancy in the Council, but if and so long as their number is reduced below the number fixed by or pursuant to these Sections as the necessary quorum of the Council, the continuing Councillors may act for the purpose of increasing the number of Councillors to that number and must summons a General Meeting to elect those Councillors within two (2) months of the casual vacancy appointment, but for no other purpose.

33.6 Resolutions arising at any meeting of the Council or at any meeting of a Committee shall be determined by a majority of votes. In the case of an equality of votes, the
Chairman of the meeting shall have a second or casting vote as provided for under the Act.

33.7 A Councillor or office bearer of the Institute shall not vote in respect of any contract or proposed contract with the Institute in which the Councillor have directly or indirectly any pecuniary or other interest, or any matter arising there-out, and if the Councillor does so vote the Councillor’s vote shall not be counted.

33.8 The Council or any Committee may determine a resolution without any meeting. A resolution so determined must be evidenced in writing under the hands of a majority of all elected and appointed Councillors, or Committee and it shall be as valid and effectual as a resolution passed at a meeting of the Council, or Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Councillors, or Committee.

33.9 The Council or any Committee, may meet together either in person or by any form of audio or audio-visual instantaneous communication and may regulate such meetings as it thinks fit. A resolution passed by such a conference shall, notwithstanding that the Councillors are not present together at one place at the time of the conference, be deemed to have been passed at a meeting of the Council held on the day and at The time at which the conference was held. The provisions of these Sections relating to proceedings of Council meetings shall apply, so far as they are capable of application, to such conference.

33.10 Any Councillor who is absent from any meeting thereof shall be entitled to record the Councillor’s vote on any resolution before such meeting by letter signed by the Councillor and delivered or sent by facsimile transmission to any Councillor present thereat either before or at such meeting and such vote so recorded shall be accepted and recognised by the Councillors present at such meeting, if delivered before the said matter is dealt with by it, as though recorded at such meeting by such Councillors being present in person.

33.11 The Chief Executive Officer shall be permitted to attend Council and Committee meetings, and has the right to offer advice, make recommendations, speak for or against resolutions before the Council and perform specific tasks for and on behalf of the Council, but shall not be permitted to vote.

33.12 The Chief Executive Officer is not entitled to be present during any meeting of the Council (except by consent of the Council) when the Chief Executive Officer’s appointment, removal, salary, conditions of employment, conduct or performance are the subject of discussion.

33.13 Any Member shall, by written submission addressed to the Chairman through the Company Secretary, be permitted to submit advice, counsel, comments, feedback and concerns regarding the governance and strategic policy matters dealt with by Council.

33.14 All acts done by any meeting of the Councillors or of a Committee or a Delegate are valid and effective even if it is afterwards discovered that there was some defect in the appointment, election or qualification of any of them or that any of them were disqualified or had vacated office or the continuance of the appointment of the Councillor is invalid because the Institute or Councillor did not comply with the Constitution or any provision of the Act.
Section 34. MINUTES AND RECORDS

34.1 The Council shall cause minutes to be duly entered in books provided for the purpose:

a) of the names of the Councillors present at each meeting of the Council.

b) of all declarations made or notices given by any Councillors (either generally or specially) of his interest in any contract or proposed contract or of Councillor holding of any office or property whereby any conflict of duty of interest may arise.

c) of all resolutions and proceedings of General Meetings and of meetings of the Council and Committees,

and any such minutes of any meetings of the Council or of any Committee if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such minutes.

34.2 The Council shall cause to be kept in accordance with the provisions of the Act:

a) if it issues debentures, a register of holders thereof;

b) a register of charges;

c) a register of the Councillors, managers and secretaries and all other officers appointed by the Council.

Section 35. OBJECTIONS TO INSTITUTE WORK

35.1 Any Member who considers that a Member’s interests may be prejudicially affected by any work proposed to be undertaken by or for the Institute or with its assistance or co-operation that does not lie within the scope of powers to be exercised under Section 4 may appeal to the Council or such other delegate as authorised by the Council against the particular work objected to and shall set forth in the appeal the grounds for the objection.

35.2 The Council or such other delegate as authorised by the Council shall determine all questions raised on such appeal.

35.3 The decision of the Council or such other delegate as authorised by the Council shall be final.

Section 36. ACCOUNTS

36.1 The Council shall cause proper accounting and other reports to be kept of the sums of money received and expended by the Institute and of matters in respect of which such receipts and expenditures take place and of the assets and liabilities of the Institute, and of all sales and purchases of goods and services by the Institute.

36.2 The books of account shall be kept at the registered office of the Institute or at such other place or places as the Council thinks fit and shall be open at any time for inspection by the Chief Executive Officer, and such other officers or servants of the Institute as may be authorised by the Council.
Constitution of Welding Technology Institute of Australia

To be presented to Members at an Annual General Meeting of the Institute, 10 May 2016

36.3 The accounts and books of the Institute shall be open for inspection by any Councillor upon the Councillor’s request and as is required to perform the Councillor’s duty as a Councillor.

36.4 No Member except a Councillor shall have any right of inspecting any account or book or paper of the Institute except as provided by the Act or by Section 11 or as authorised by the Council or by Members at a General Meeting.

36.5 The Council shall cause a profit and loss account and a balance sheet (including every document required by law to be attached thereto) and the Auditor’s report to be prepared and laid before the Members at a General Meeting, and copies thereof to be sent to all persons entitled to receive notices of general meetings of the Institute, in each case at the times and in the manner required by the Act; provided that the Council shall cause to be made and laid before each Annual General Meeting a balance sheet and profit and loss account, to be made up to date as is practicable before the date of the meeting.

Section 37. AUDIT

A properly qualified Auditor shall be appointed and the Auditor’s remuneration fixed and duties regulated in accordance with the Act and Section 11.

Section 38. FINANCE

38.1 Fees payable to the Institute according to Sections 20.1 and 20.2 shall be paid in accordance with the payment terms specified by the Institute.

38.2 All income derived directly by income producing activities undertaken or co-sponsored by or for the Institute (including any bodies or persons acting on behalf of Institute), such as meetings, seminars, conferences, examinations and any other activity to promote and carry out the objects of the Institute, shall be paid to the National Office or a duly authorised officer or body of the Institute.

38.3 The Council shall have sole and discretionary authority and ownership of all monies, securities, investments and property of the Institute.

38.4 The Council shall ensure that separate accounting records and a separate bank account are maintained for any activity specifically funded by grant or donation and for any activity which attracts or may attract, grants or financial assistance in any form to support that activity, from the Commonwealth or any other source and the Council shall ensure that the activity is carried out and the funds dealt with in accordance with the terms and conditions (if any) of any grant or of any trust responsible for a grant or in the case of grants from the Commonwealth, comply with any reasonable request of the Commonwealth in relation thereto.

38.5 The Council may, at its discretion, direct the Chief Executive Officer to administer each or any funds made available to the Institute for specific purposes consistent with and relating to solely the promotion of the objects of the Institute. The Chief Executive Officer shall ensure that separate accounting records and a separate bank account are maintained in respect of those funds.
Constitution of Welding Technology Institute of Australia
To be presented to Members at an Annual General Meeting of the Institute, 10 May 2016

38.6 At least two persons who are duly authorised by the Council, shall be required to sign cheques or any other documents, committing the Institute to the payment of Institute funds either directly or indirectly.

38.7 All funds and assets of the Institute shall be retained used or disbursed by the Institute for the same or similar purposes as those intended by the Institute but only as such purposes are consistent with the Constitution and these Sections.

Section 39. NOTICES

39.1 All notices and other communication between the Institute and its Members shall be in writing. All notices may be served by the Institute upon any Member either:

a) in person
b) by registered or prepaid post
c) by facsimile
d) electronic email to such Member’s address provided to the Institute in their application for Membership, or
e) such other address agreed in writing

39.2 Each Member whose registered place of address is not in the Commonwealth of Australia shall notify in writing to the Institute an address which shall be deemed to be the Member’s registered place of address within the meaning of Section 39.1.

39.3 Any notice sent by post shall be deemed to have been served on the Member upon receipt by them or three (3) business days following the day on which the notice is posted whichever is earlier.

39.4 Any notice sent by electronic means shall be deemed served on the Member on the day following the day in which it was sent.

39.5 The accidental omission to give notice of a meeting of Members, Council, a Committee or the non-receipt of notice of a meeting by any Member shall not invalidate the proceedings at any meeting.

39.6 Any notice or document sent by post to the registered address of any Member as aforesaid and notwithstanding that the Member be then deceased and whether or not the Institute has notice of the Members decease, shall be deemed to have been duly serviced and such service for all purposes of these presents shall be deemed a sufficient service of such notice or document.

39.7 The signature to any notice to be given by the Institute may be written or printed.

39.8 Where a given number of days’ notice or notice extending over any other period is required to be given the day of service shall unless it is otherwise provided be counted in such number of days or other period.

39.9 Notice of every General Meeting shall be given to all Members in any manner authorised by these Sections.

Section 40. INDEMNITY

40.1 Subject to this Section, every Councillor, the Auditor, the Chief Executive Officer, and every officer or servant of the Institute shall be indemnified by the Institute against,
and it shall be the duty of the Council to pay, all costs, losses and expenses, including reasonable travelling expenses in line with the then current Institute Travel Policy, which they incur or become liable to by reason of any contract entered into or act or thing done by any such Councillor, Chief Executive Officer, Auditor, officer or servant or in any way in the discharge of their duties.

40.2 Nothing in the preceding sub-Section shall extend to exempt any such person from, or to indemnify any such person against, any liability which by law would otherwise attach to such person in respect of any negligence, default, breach of duty or breach of trust of which a person may be guilty in relation to the Institute.

40.3 Notwithstanding anything in this Section all such persons shall be indemnified out of the assets of the Institute against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted, or in connection with any application under the Act in which relief is granted to them by the Court in respect of any negligence, default, breach of duty or breach of trust.

Section 41. WINDING UP

The provisions of Section 10 relating to the winding-up or dissolution of the Institute shall have effect and be observed as if the same were repeated in the Sections of the Constitution.

Section 42. INCONSISTENCY WITH CORPORATIONS ACT

42.1 In the event that any of these Sections shall be inconsistent with or in breach of any of the provisions of the Act then these Sections shall be read down to the extent that they shall comply with the Act and any Section that is inconsistent with or in breach of the provision of the Act shall be deemed struck out and shall not form part of these Sections.

42.2 In the event that the provisions of the Act permits an act to be done, a decision to be made or a meeting to be held in a way that is more convenient for the Institute or the Councillors or is more favourable to the Members or the Councillors than as required or permitted by any Section then the Councillors may but shall not be obliged so to do (unless the Act so requires) to make the decision, take the action, give the notice or hold the meeting or do the particular thing as is permitted and in the time and in the manner permitted by the Act.
Constitution of Welding Technology Institute of Australia
To be presented to Members at an Annual General Meeting of the Institute, 10 May 2016

Section 43. SIGNATORIES
Signed by the President in the presence of the respective witnesses.

Signed

________________________

WTIA President
Name: (please print)

________________________

Date:

________________________

Witness 1
Name: (please print)

________________________

Signed

________________________

Witness 2
Name: (please print)

________________________

Signed

________________________