



**AUSTRALIAN INSTITUTE OF EMERGENCY
SERVICES**

ACN 050 033 764

**ARTICLES OF ASSOCIATION
MEMORANDUM OF ASSOCIATION
MEMBERSHIP BY-LAWS**

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(A.C.N. 050 033 764 – Incorporated in NSW)



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New South Wales

COMPANIES (NEW SOUTH WALES) CODE

A Company Limited by Guarantee

SECTION 66 COMPANY

ARTICLES OF ASSOCIATION

of

THE AUSTRALIAN INSTITUTE OF EMERGENCY SERVICES LIMITED

Glossary of Terms

1. In these regulations:
 - “The Code” means the Companies (New South Wales) Code and includes any legislation amending or replacing the same;
 - The “Institute” means The Australian Institute of Emergency Services Limited;
 - “The General Council” means the Board of Directors of the Institute;
 - “The Seal” mean the common seal of the Institute;
 - “Secretary” means any person appointed to perform the duties of a secretary of the Company and includes an honorary secretary;
 - “State” means the State of New South Wales;
 - “Emergency Officer” means any person in professional employment with or a volunteer member of an official emergency, counter-disaster, or other service, authority, department or organisation having official or statutory disaster and emergency responsibilities, or any person in professional employment with a corporation or public company or other organisation in a position directly associated with counter-disaster or emergency planning or administration.
 - “Division” means one of the areas designated as a Division from time to time by the General council in accordance with these regulations.

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:

- Words or expressions contained in these articles shall be interpreted in accordance with the provisions of the Interpretation Act, 1908 and of the Act as in force at the date at which these articles become binding on the Company.

2. The Institute is established for the purposes set out in the Memorandum of Association.



MEMBERSHIP

3. The numbers of members with which the Institute proposed to be registered is one thousand (1000), but the General Council may from time to time register an increase of members.

4. The subscribers to the Memorandum of Association and such other persons as the committee shall admit to membership in accordance with these articles, shall be members of the Institute.

5. If the whole of the funds and other assets of the unincorporated association known as “The Australian Institute of Emergency Services” become the absolute property of the Institute forthwith after its incorporation, then every person who at the date of incorporation of the Institute is a member of the said unincorporated association and who on or before the first day of November 1990 agrees in writing to become a member of the Institute shall be admitted by the General Council to membership of the Institute.

Every member of the Institute who previously to his agreeing to become a member of the Institute has paid his subscription due on the first day of August, 1989, as a member of the said unincorporated association shall not be liable to pay any further sum by way of annual subscription to the Institute for the period prior to the thirty first day of July, 1990.

Classes of Membership

6. There shall be three (3) classes of members of the Institute:

- a) Ordinary members (“members”):
- b) Fellows: and
- c) Life Fellows.

Members

7. Every application for admission as a member of the Institute shall be made to the Divisional Sub0Committee of the Institute appointed by the General Council for the State, Territory or other place in which the prospective member resides. The applicant shall, unless otherwise provided in these regulations, pass such examinations and sign such undertakings as the General Council may from time to time prescribe.

8. (1) Every applicant for admission as a member of the Institute shall:

- (a) be at least eighteen (18)¹ years of age; and
- (b) pass such examinations or submit to such other tests as the General Council may from time to time require; and
- (c) satisfy at least one of the following conditions:
 - (i) be a career emergency or voluntary emergency officer²;

¹ Amended 18 April 2011



(ii) shall have been an assistant to an emergency officer, and shall, if he is an employee, produce with his application a certificate or such other reference of his employment as may from time to time be required by the General Council.³

(d) satisfy such other requirements as General Council may from time to time prescribe.

9. Every applicant for membership of the Institute (other than the subscribers to the Memorandum of Association and members of the unincorporated association referred to in Regulation 5 shall be proposed by one and seconded by another member of the Institute to both of whom the applicant shall be personally known. The application for membership shall be in writing, signed by the applicant and his proposer and seconder and shall be in such form as the General Council from time to time prescribes. The applicant shall pay to the Institute, when his membership application is lodged, an amount equal to the entrance fee and annual subscription for members.

10. At the next meeting of the Divisional Sub-Committee after the receipt of any application for membership, the application shall be considered by the said Sub-Committee, who shall hereupon determine whether to recommend to the General Council whether the applicant should be admitted or rejected. In no case shall the said Sub-Committee be required to give any reason for recommending that the application be rejected.

11. The recommendation of the said Sub-Committee shall be forwarded to the General Council and shall be considered at the next meeting of the General Council following receipt of the recommendation from the Sub-Committee concerned. The General Council shall decide whether to accept or to reject the recommendation. In no case shall the General Council be required to give any reason for the rejection of the Sub-Committee's recommendation.

12. When an applicant has been accepted for membership by the General Council the Secretary shall notify the Sub-Committee accordingly and the Sub-Committee shall thereafter send to the applicant written notice of his acceptance.

13. The entrance fee and annual subscription payable by members of the Institute shall be such as the General Council shall from time to time prescribe, provided that until the General Council otherwise resolves, the entrance fee shall be \$20.00, the annual subscription for members shall be \$50.00 and the annual subscription for Fellows shall be \$60.00⁴.

14. All annual subscriptions shall become due and payable in advance on the first day of August in every year.

(1) A member who has ceased to be involved in Emergency Services activities, either as a professional or as a volunteer, may apply to the Divisional Sub-Committee for the area in which he resides to be permitted to continue his membership as a Retired Member. The

² Amended 18 April 2011

³ Amended 18 April 2011

Clause 8 (2) deleted 18 April 2011

⁴ 13. Amended 2010



application shall be made in such form as may be prescribed from time to time by the General Council.

(2) The said application shall be considered by the Divisional Sub-Committee as soon as practicable following receipt and the Divisional Sub-Committee shall resolve whether to recommend the approval or the rejection of the application to General Council.

(3) The recommendation of the Divisional Sub-Committee shall be forwarded as soon as practicable to General Council and shall be considered by General Council at its first meeting after the recommendation has been received. The General Council shall resolve whether to accept or reject the recommendation of the Divisional Sub-Committee and shall notify the Divisional Sub-Committee forthwith of its decision.

15. Where a member is permitted to continue his membership of the Institute as a Retired Member his rights, privileges and obligations shall remain those of a member except that he shall thereafter be designated in the books and records of the Institute as a “Retired Member”.

Fellows

16. The General Council may, upon the recommendation in writing of a Divisional Sub-Committee, in which grounds for the recommendation are stated, advance in status to “fellow” any member of the Institute who has attained the age of thirty (30) years and who has submitted an application in the form prescribed from time to time by the General Council and who, in the opinion of the Divisional Sub-Committee, merits such advancement because of his status in the profession of counter-disaster services administration, or because of his contribution to the furtherance of the aims and objectives of the Institute, provided that:

(a) For a period of not less than seven (7) years immediately prior to the date of his application the person concerned has been a member of the Institute and, in addition has been involved with counter-disaster services administration as a volunteer or as a professional officer of an organisation approved by the General Council during the whole of that time; and

(b) The application is supported in writing by not less than three members of the Institute, to all of whom the applicant is personally known.

Life Fellows

17. The General Council may elect any Fellow to be a Life Fellow who shall thereupon become entitled to all the privileges of a financial member during his life, without payment of any annual subscriptions or other contributions. The General Council shall pay to the account of the Divisional Sub-Committee for the area in which the said Life Fellow resides, if requested by the said Divisional Sub-Committee, the annual subscription of the member so elected in respect of the year in which the request shall be made. The status of Life Fellow may be revoked by resolution of the General Council.

Examinations

18. (1) The General Council from time to time may require:



- (a) Any person applying to be admitted as member of the Institute; or
- b) Any member applying for advancement of status within the Institute,

to sit for and pass at the prescribed level such examinations as the General Council may from time to time prescribe. The General Council shall appoint or cause a Divisional Sub-Committee to appoint examiners for this purpose and such examiner shall hold office according to the bylaws of the Institute and shall conduct such examinations in the manner from time to time prescribed by such by-laws.

(2) Such examinations shall include such subjects as the General Council shall prescribe from time to time in relation to either the admission of or the advancement in status of members.

(3) The General Council shall as soon as practicable after receiving the report of any examiner furnish to every person who shall satisfactorily pass any prescribed examination a notification of their result but the giving of any such notification shall be without prejudice to and shall not derogate from the discretionary power of the General Council conferred by these regulations or for advancement in status within the Institute.

Admission of Members – Special Grounds

19. Notwithstanding anything to the contrary in these regulations expressed, the General Council may by resolution of not less than three quarters of its members present and voting admit as a member or fellow any emergency officer who is a member or has been a member of a comparable association or institute as prescribed by the General Council from time to time provided that the application of the person concerned is endorsed by the comparable association or institute of which he is or has been a member and in addition that the person concerned provides such evidence as may be required by the General Council that he has practised as an emergency officer in Australia or in some area in which there is established a Division of the Institute.

Affiliation with the Institute

20. The General Council may from time to time permit a Divisional Sub-Committee to grant persons affiliation with the Institute and prescribe the terms upon which such affiliation may be granted.

The General Council may from time to time permit a Divisional Sub-Committee to grant to organisations, whether incorporated or unincorporated, whose Objects are not inconsistent with those of the Institute, affiliation with the Institute and prescribe the terms upon which such affiliation may be granted.



Affiliation may be granted in one of the following categories:

- (a) Associates
- (b) Students
- (c) Corporate Affiliate.

Any person or organisation granted affiliation in any of the specified categories shall not be or deemed to be a member of the Institute and shall not be entitled to vote at meetings of the Institute or be eligible for election to any office.

Associate, Student and Corporate Affiliates

21. Until otherwise resolved by General Council, each Divisional Sub-Committee shall have power to grant persons and organisations affiliation with the Institute as either Associate, Student or Corporate Affiliates upon receipt of an application in the form and on the terms and conditions and the fees prescribed by the General Council from time to time.

Honorary Members

22. (1) Where a Divisional Sub-Committee considers that a person is worthy of the distinction of being admitted to the Institute as an Honorary Member because the person concerned has:

- (a) rendered services to the Institute; or
- (b) knowledge and experience in pursuits connected with the profession of counter-disaster services administration,

then the Divisional Sub-Committee may by resolution, passed on the unanimous vote of those present at any such meeting, recommend to General Council that the person concerned be enrolled as an Honorary Member of the Institute. The Divisional Sub-Committee shall as soon as practicable after so resolving notify the General Council of its recommendation.

(2) The General Council shall at its first meeting after the said recommendation has been received resolve whether to accept or to reject its recommendation and shall notify the Divisional Sub-Committee of its decision.

(3) Upon being notified that the General Council has accepted any such recommendation the Divisional Registrar shall notify the person concerned of the decision and shall cause his name to be entered in the register of Honorary Members upon the person concerned consenting to such registration.

(4) An Honorary Members shall not be or be deemed to be a member of the Institute and shall not be entitled either to vote at any such meetings or for election to any office.

Honorary Fellows

23. (1) The General Council may by ordinary resolution enrol a person as an Honorary Fellow of the Institute without obligation to pay either entrance fee or annual subscription notwithstanding that the person concerned would not otherwise be eligible



for admission as a member. No such election shall take place until notice of the proposal to elect an Honorary Fellow of the Institute has been placed on the agenda paper for the General Council meeting immediately preceding the meeting at which the proposed enrolment is to be voted upon.

(2) An Honorary Fellow of the institute shall be a person who, by reason of his status or experience, is in the opinion of the General Council able to render assistance in promoting the objects of the Institute. A person enrolled as an Honorary Fellow of the Institute shall not be or be deemed to be a member of the Institute and shall not be entitled to vote at meetings of the Institute or be eligible for election to any office.

Privileges of Associates, Students, Honorary Members and Honorary Fellows

24. Any person or organisation enrolled as an Associate, Student, Corporate Affiliate, or Honorary Member or Honorary Fellow of the Institute shall be entitled to attend all General Meetings of the Institute, including any General Meetings of the Division for the State, Territory or other place in which they reside.

CESSATION OF MEMBERSHIP

25. If the subscription of a member shall remain unpaid for a period of two calendar months after it becomes due then the member may after notice requesting payment shall have been sent to him by the secretary or treasurer of the Divisional Sub-Committee for the State, Territory or place in which the member resides be debarred by resolution of the General Council, on the recommendation of the Divisional Sub-Committee, from all privileges of membership of the Institute provided that the said General Council may reinstate the member on payment of all arrears if the General Council thinks fit to do so.

26. A person shall cease to be a member of the Institute if:

(a) The member gives notice in writing to the Divisional Registrar of the Division for the State, Territory or place in which the member resides of his resignation of membership of the Institute; or

(b) If the person concerned ceases to be involved in emergency services activities, either as a professional or volunteer, unless the person is accepted as a Retired Member of the Institute pursuant to Regulation 15;

(c) If the member's annual subscription remains unpaid for a period of two (2) months after he has been debarred by resolution of the General Council passed pursuant to Regulation 25 from all membership privileges.

Provided that any such member shall continue to be liable for any annual subscription and all arrears due and unpaid to the date upon which the person concerned cease to be a member of the Institute and for all other monies due by him to the Institute and in addition for any such amount not exceeding \$100.00 for which the person is liable as a member of the Institute under Clause 7 of the Memorandum of Association of the Institute.



27. If any members shall:

- (a) wilfully refuse or neglect to comply with the provisions of either the Memorandum of Association of the Institute or of these regulations;
- (b) be guilty of any conduct which in the opinion of the General Council is unbecoming of a member or prejudicial to the interests of the Institute; or
- (c) violates any provision of any code of ethics of the Institute as prescribed from time to time by General Council;

then the General Council shall have power by resolution to censure, fine, suspend or expel the member from the Institute.

Provided that at least two weeks before the meeting of the General Council at which such a resolution is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that he shall at such meeting and before the passing of such resolution have had the opportunity of giving orally or in writing any explanation or defence he may think fit and provided further that any such member may by notice in writing lodged with the Secretary at least twenty four hours before the time for holding the meeting at which the resolution is to be considered by the General Council elect to have the question dealt with by the Institute in General Meeting and in that event an extraordinary General Meeting of the Institute shall be called for the purpose and if at the meeting such a resolution be passed by a majority of two thirds of those present and voting (such vote to be taken by ballot), the member concerned shall be disciplined accordingly and in the case of a resolution for his expulsion the member shall be expelled.

GENERAL MEETINGS

Annual General Meeting of the Institute

28. An Annual General Meeting of the Institute shall be held in accordance with the provisions of the Code. All General Meetings, other than the Annual General Meetings, shall be called Extraordinary General Meetings.

Convening Extraordinary General Meetings

29. Any member of the General Council of the Institute may whenever he thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened on such requisition or in default may be convened by such requisitionists as provided by the Code.

Notice of General Meetings

30. Subject to the provisions of the Code relating to Special Resolutions and Agreements for short notice, fourteen (14) days notice at least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place, the day and the hour of the meeting and in the case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Institute.



Special Business

31. For the purpose of Regulation 32 all business shall be special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the report of the General Council and Auditors, the election of officers and other members of the General Council in place of those retiring (if such election is provided for in these regulations) and the appointment of Auditors, if necessary.

32. A member wishing to bring before the Annual General Meeting of the Institute any motion or business falling within the definition of special business as specified in the preceding regulation shall give notice thereof in writing to the secretary not later than the first day of April in the year concerned and no motion or business other than the business brought forward by the General Council or dealt with in accordance with the preceding regulation shall come before any such Annual General Meeting unless notice in accordance with this regulation has been given.

Divisional General Meetings

33. An Annual General Meeting of each Division of the Institute shall be held in accordance with the provisions of these regulations. Each such meeting shall be held not later than the 31st day of March in each calendar year. All General Meetings, other than Annual General Meetings, of each Division shall be called Extraordinary General Meetings.

34. Any member of a Divisional Sub-Committee may whenever he thinks fit convene an Extraordinary General Meeting of the Division and Extraordinary Meetings of the Division shall also be convened by the Divisional Sub-Committee upon receipt of a requisition in writing, stating the object and purpose of such meeting and signed by not less than one-third of the members who are entitled to vote at any General Meeting of the Division. If the Divisional Sub-Committee fails to convene an Extraordinary General Meeting of the Division within two (2) months of the date on which any such requisition is served on the Divisional Registrar then the requisitionists may convene a meeting of the Division in the city or place within the Division concerned in which the Institute's registered office for that Division is situated. Any such meeting shall be convened and conducted, as far as is practicable, in accordance with the provisions of the Code and of these regulations relating to the convening and conducting by requisitionists of Extraordinary General Meeting of the Institute.

Special Business

35. (1) For the purpose of Regulation 35(2) below all business shall be special that is transacted at an Extraordinary General Meeting of a Division and also all that is transacted at an Annual General Meeting of the Division with the exception of the consideration of the Annual accounts of the Division, the election of members of the Divisional Sub-Committee in place of those retiring and the appointment of Divisional Auditors, if necessary.

(2) A member wishing to bring before an Annual General Meeting of a Division any motion or business not relating to the ordinary annual business of that meeting shall give notice thereof in writing to the Divisional Registrar not less than thirty (30) days before the date of that meeting and no motion or business other than the business brought forward by the Divisional Sub-



Committee shall come before the said General Meeting unless notice in accordance with this regulation has been given.

PROCEEDINGS AT GENERAL MEETINGS OF THE INSTITUTE AND DIVISIONS

Quorum

36. No business shall be transacted at any General Meeting of the Institute or of a Division unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, sixteen (16) members present in person shall be a quorum at General Meetings of the Institute and ten (10) members present in person shall be a quorum at General Meetings of a Division.

37. 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 members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the General Council or the Divisional Sub-Committee, as the case may be, 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 members present (being not less than seven (7) shall be a quorum for a General Meeting of both the Institute and of a Division.

Chairman

38. The President of the Institute shall preside as Chairman at every General Meeting of the Institute, or if there is no President, or if he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-Chairman is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting.

39. The President of each Divisional Sub-Committee shall preside as Chairman at every General Meeting of the members of the Division concerned, or if there is no President, or if he is not present within fifteen (15) minutes after the time appointed for the holding of the Divisional General Meeting or is unwilling to act, the Vice-President shall be Chairman or if the Vice-President is not present or is unwilling to act then the members of the Division present shall elect one of their number to be Chairman of the meeting.

Adjournment of Meetings

40. The Chairman of any General Meeting of either the Institute or of a Division may, with the consent of any meeting at which a quorum is present (and shall fit 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.

Voting

41. At any General Meeting of either the Institute or of a Division a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

(a) by the Chairman; or

(b) by at least three (3) members present in person or by proxy.

Unless a poll is so demanded a declaration by the Chairman of the meeting 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 or of the Division concerned 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. The demand for a poll may be withdrawn.

42. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman of the meeting 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.

43. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

44. No member shall be entitled to vote any General Meeting of the Institute or of a Division if his annual subscription shall be more than one month in arrears at the date of the meeting.

Proxies

45. A member may vote in person or by proxy and on a show of hands every person present who is a member shall have one vote and on a poll every member present in person or by proxy shall have one vote.

46. A member may only appoint another member of the Institute (in the case of General Meetings of the Institute) or of the Division (in the case of a General Meeting of a Division), to be his proxy.

47. The instrument appointing a proxy shall be in writing under the hand of the appointer. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his proxy in favour of or against any proposed resolution. Unless otherwise instructed the proxy may vote as he thinks fit.

48. The instrument appointing a proxy may be in the following form or in a common or usual form:



AUSTRALIAN INSTITUTE OF EMERGENCY SERVICES

The Australian Institute of Emergency Services

I,.....of.....being a

member of The Australian Institute of Emergency Services hereby

appoint.....of

.....or failing him.....

of.....as my proxy to vote for me on my behalf at the

Annual/Extraordinary General Meeting of the Institute.....

...../Division to be held on

theday of200 .. and at any adjournment

thereof. My proxy is hereby authorised to vote in favour of/against the following

resolution:

.....

.....

Signed thisday of..... 200...

.....

49. The instrument appointing a proxy shall be deposited at the offices at which the meeting is to be held (in the case of General Meetings of the Institute) and at the registered office of the Institute for the Division concerned (in the case of a Divisional General Meeting) not later than 10.00am on the day set down for the holding of the meeting or adjourned meeting, as the case may be.

50. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind of the principal if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Institute or by the Division, as the case may be, before the commencement of the meeting or adjourned meeting at which the instrument is used.

THE GENERAL COUNCIL (INCLUDING OFFICE BEARERS)

The Office Bearers

51. The Office-Bearers of the Institute shall consist of a President, a Vice President and an Honorary Treasurer, all of whom shall be members of the Institute.



First General Council

52. The General Council of the Unincorporated Association known as “The Australian Institute of Emergency Services”, as constituted immediately prior to the adoption of these regulations, shall be the General Council of the Institute and shall remain in office until the next election of the General Council as hereinafter provided.

Composition of General Council

53. The General Council shall comprise the following:

- (a) one Councillor elected by the Divisional Sub-Committee of each of the Divisions of the Institute in accordance with regulation 54 below;
- (b) the immediate past President of the Institute; and (c) the Secretary/General Registrar of the Institute, where the person appointed to perform those duties is not an elected member of the General Council.

Election of General Councillors

54. At the first meeting of each Divisional Sub-Committee held following the conclusion of the preceding Annual General Meeting for the Division concerned, the members of the Divisional Sub-Committee shall elect one of their number as a member of the General Council and the person so elected shall hold office as a General Councillor (subject to the Code and these regulations) until the Divisional Sub-Committee next elects a General Councillor pursuant to their regulation.

Substitute Councillors

55. A Divisional Sub-Committee may by resolution appoint substitute a General Councillor for such time as it thinks fit in place of the member of the General Council elected in accordance with regulation 54 where the General Councillor originally elected is unable for any reason to attend the meetings of the General Council and any person so appointed shall hold office as a substitute General Councillor until the Divisional Sub-Committee otherwise resolves and shall be entitled to Notice of Meetings of the General Council and to attend and to vote at any such meetings in place of the General Councillor originally elected.

56. The Divisional Registrar shall notify the General Council forthwith in writing of any resolution passed by the Divisional Sub-Committee pursuant to regulation 55 appointing or removing a substitute General Councillor.

Casual vacancies

57. Where there is a casual vacancy on the General Council resulting from:

- (a) the resignation of a member of the General Council; or
- (b) a General Councillor ceasing to hold office pursuant to regulation 59 below; or
- (c) any other cause whatsoever (with the exception of the passing of a resolution pursuant to regulation 58);



then the Divisional Sub-Committee of the Division represented on the General Council by the person who has ceased to hold office shall have power to fill any such casual vacancy by appointing a member of the Divisional Sub-Committee to fill that vacancy and any person so appointed shall hold office until the next election conducted by the Divisional Sub-Committee in accordance with regulation 54 above.

Removal of General Councillors

58. The Institute may by ordinary resolution of which special Notice has been given remove any elected member of the General Council before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed shall hold office only until the next election conducted by the Divisional Sub-Committee in accordance with regulation 54 above.

Vacation of Office

59. The office of a member of the General Council shall become vacant if the member:

- (a) Becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (b) Becomes prohibited from being a director of a company by reason of any order made under the Code;
- (c) Ceases to be a member of the General Council by operation of section 222 of the Code;
- (d) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) Resigns his office by Notice in writing to the Institute;
- (f) For more than three consecutive meetings is absent without leave of the General Council;
- (g) Holds any office of profit under the Institute;
- (h) Ceases to be a member of the Institute; or
- (i) Is directly or indirectly interested in any contract or proposed contract with the Institute.

Provided always that nothing in this paragraph shall affect the operation of clause 3 of the Memorandum of Association of the Institute.

POWERS AND DUTIES OF THE GENERAL COUNCIL

60. The business of the Institute shall be managed by the General Council who may pay all expenses incurred in promoting and registering the Institute and may exercise all such powers of the Institute as are not, by the Code or by these regulations, required to be exercised by the



Institute in General Meeting, subject nevertheless, to any of these regulations, to the provisions of the Code, and to such regulations, not being inconsistent with the aforesaid regulations or provisions, as may be prescribed by the members of the Institute in General meeting; provided that any rule, regulation or by-law of the Institute made by the General Council may be disallowed by the Institute in General Meeting and provided further that no resolution or regulation made by the Institute in General Meeting shall invalidate any prior act of the General Council which would have been valid if that resolution or regulation had not been passed or made.

Borrowings/Mortgages

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

Interest Rate

62. For the purposes of clause 3 of the Memorandum of Association the rate of interest payable in respect of money lent by members to the Institute shall not exceed the lowest rate paid for the time being by banks in the State in which the members reside in respect of term deposits.

Cheques Etc.

63. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Institute shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two members of the General Council or in such other manner as the General Council from time to time determines.

Minutes and Other Records – General Council

64. The General Council shall cause Minutes to be made:

- (a) of all appointments of officers and servants;
- (b) of names of members of the Institute and of the General Council present at all meetings of the Institute and of the General Council; and
- (c) of all proceedings at all meetings of the Institute and of the General Council.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

Minutes and Other Records – Divisional Sub-Committee

65. Each Divisional Sub-Committee shall cause Minutes to be made:

- (a) of all proceedings at all meetings of the Division and of the Divisional Sub-Committee;
- (b) the names of all members of the Institute in the Division concerned and of the Divisional Sub-Committee who are present at Divisional General Meetings and meetings of the Divisional Sub-Committee.



PROCEEDINGS OF THE GENERAL COUNCIL

Meetings

66. The General Council may meet together for the despatch of business, adjourn or otherwise regulate its meetings as it thinks fit.

A member of the General Council may at any time, and the Secretary shall on the requisition of a member of the General Council, summon a meeting of the General Council.

Unless otherwise agreed upon by a majority of members of the General Council any such meetings shall be held in Sydney, New South Wales.

Voting

67. Subject to these regulations, questions arising at any meeting of the General Council shall be decided by a majority of votes and a determination by a majority of the members of the General Council shall for all purposes be deemed a determination of the General Council.

In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

68. Subject to regulation 59 a member of the General Council shall not vote in respect of any contract or proposed contract with the Institute in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.

Quorum

69. The quorum necessary for the transaction of the business of the General Council shall be four members.

Election of Office Bearers

70. At the first meeting of the General Council held after the Annual General Meeting of the Institute in each calendar year the members of the General Council shall elect from their number the persons who will serve as Office Bearers of the Institute until the next following election of Offices is conducted pursuant to this regulation.

General Council Membership Below Quorum

71. The continuing members of the General Council may act notwithstanding any vacancy in the General Council, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the General Council, the continuing member or members may act only for the purpose of procuring the appointment by the Divisions concerned of members of the Divisional Sub-Committees to fill the vacancies on the General Council.

Chairman of General Council

72. The President of the Institute shall preside as Chairman at every meeting of the General Council, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice President is not present at the meeting then the members may choose one of their number to be Chairman at the meeting.



Delegation

73. The General Council may delegate any of its powers and or functions (not being duties imposed on the General Council as the Directors of the Institute by the Code or the general law) to one or more sub-committees, including Divisional Sub-Committees, consisting of such member or members of the Institute as are either prescribed by these regulations (in the case of Divisional Sub-Committees) or as the General Council thinks fit in any other case.

Any Sub-Committee so formed shall conform to these regulations or to any other regulations that may be imposed by the General Council (provided that any such imposed regulations are consistent with these regulations) and subject thereto shall have power to co-opt any member or members of the Institute and all members of such Sub-Committees shall have one vote.

Proceedings of Sub-Committees

74. A Sub-Committee may meet and adjourn as it thinks proper.

Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of equality of votes the Chairman shall have a second or casting vote.

Advisory Boards

75. The General Council may appoint one or more Advisory Boards consisting of such member or members of the Institute and such other persons as the General Council thinks fit. Such Advisory Boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the General Council and subject thereto shall have power to co-opt any other member or members of the Institute and all members of such Advisory Boards shall have one vote.

Validity

76. All acts done by any meeting of the General Council or of a Divisional Sub-Committee or by any person acting as a member of the General Council or of a Divisional Sub-Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the General Council or of the Divisional Sub-Committee concerned or of any person acting as aforesaid, or that the members of the General Council or of the said Divisional Sub-Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the General Council or of the said Divisional Sub-Committee.

Resolutions in Writing

77. A resolution in writing signed by all members of the General Council then in Australia and being entitled to receive notice of a meeting of the General Council, shall be as valid and effectual as if it had been passed at a meeting of the General Council duly convened and held.

Any such resolution may consist of several documents in like form, each signed by one or more members of the General Council.



DIVISIONS AND DIVISIONAL SUB-COMMITTEES

Divisions

78. The General Council may from time to time establish in any State or Territory of the Commonwealth of Australia or in any other place a Division of the Institute for such State or Territory or place. As at the date of adoption of these regulations the following Divisions have been established:

- (a) New South Wales (incorporating the Australian Capital Territory and New Zealand),
- (b) Victoria,
- (c) Tasmania,
- (d) South Australia (incorporating the Northern Territory),
- (e) Western Australia,
- (f) Queensland.

Divisional Sub-Committees

79. The General Council shall establish a Divisional Sub-Committee for each Division and any such Divisional Sub-Committee shall exercise the powers, authorities and discretions delegated to it by the General Council or conferred upon it by these regulations, subject always to the conditions for the exercise of those powers, authorities and discretions imposed by these regulations or by any by-laws or resolutions from time to time made or passed by the General Council.

80. All members of the Institute residing in the State, Territory or place where any Division has been at the date of these regulations or is hereinafter established shall be a member of such Divisions unless, having regard to the place of residence of any particular member, the General Council is of the opinion that any such member can be more conveniently included in some other Division, in which case the General Council may include such member in such other Division.

Allocation to a Division

81. If the General Council shall be of the opinion that a member is not residing in a State, Territory or other place for which a Division has been established, the General Council shall determine to which Division such member shall be attached and the determination of the General Council to this effect shall be binding upon the member.

Divisional Rights and Privileges

82. In addition to their rights and privileges as members of the Institute, all members shall have the rights and privileges to which they shall for the time being be entitled as members of a Division.



Dissolution of a Division

83. (1) If the General Council shall be of the opinion that the continuance of any Division of the Institute is not in the best interests of the Institute then the General Council may by resolution passed by three quarters of the members present and voting resolve that the Division be dissolved and upon the passage of any such resolution the Division shall be dissolved and the Divisional Sub-Committee shall cease to hold office provided always that every member who is a member of the Division so dissolved shall, subject to these regulations and to the by-laws of the Institute, continue to be a member of the Institute and shall be allocated by General Council to an appropriate Division.

(2) Notice of the resolution dissolving the Division shall be given to the Divisional Registrar and each former member of the Divisional Sub-Committee. Failure by the General Council to give any such notice or the non receipt of such notice by any such member shall not invalidate the dissolution of the Division pursuant to sub-regulation (1) above.

(3) All property and funds (if any) of the Institute over which the former Divisional Sub-Committee was exercising any control shall, following the passing of a resolution pursuant to sub-regulation (1) above, return to the exclusive control of the General Council.

Composition of Divisional Sub-Committee

84. Each Divisional Sub-Committee shall consist of six (6) members, all of whom shall be elected by the members of the Division in accordance with regulation 85 below.

Election of Divisional Sub-Committee Members

85. (1) The election of Divisional Sub-Committee members shall be conducted in accordance with this regulation.

(2) The Divisional Registrar shall, at least fourteen (14) days before the date of the Annual General Meeting of the Division, forward to each member of the Division entitled to vote at such Annual General Meeting, by ordinary pre-paid post, a voting paper containing the names of all duly nominated candidates together with two envelopes, one to be an outer envelope marked ballot paper and addressed to the Divisional Registrar and the other to be an inner envelope.

The non receipt by any member of such voting paper as aforesaid shall not invalidate the ballot.

(3) The Divisional Registrar shall cause lots to be drawn for the positions in which names of nominated candidates shall appear on the ballot paper.

(4) The method of voting for election of members of the Divisional Sub-Committee may be decided by the members of each Division in General Meeting and shall be either the simple majority or the preferential voting system, provided that the simple majority system shall operate unless the members of a Division otherwise resolve in General Meeting.

(5) The voter shall record his vote on the ballot paper in accordance with the system of voting in force pursuant to sub-regulation (4) above and shall place the ballot paper in the inner envelope and seal the same. The member shall also sign his usual signature on the inside flap of the outer envelope and shall place the inner envelope without any other matter in the outer envelope. Any



voting paper which is not completed and received in accordance with these requirements shall be counted as informal. Thereafter the ballot paper shall be returned by the member concerned to the Divisional Registrar by ordinary pre-paid post and must be received by the Divisional Registrar no later than 5.00pm on the day preceding the date on which the Annual General Meeting of the Division is to be held.

(6) Where the simple majority system of voting is adopted any voting paper upon which the votes are not recorded for the exact number of candidates to be elected shall be rejected as informal.

(7) The ballot shall be conducted and scrutinised by the Divisional Registrar who shall report the result of the ballot to the Chairman of the Division at the Annual General Meeting of the Division.

(8) The Chairman shall certify under his hand the names of the candidates who have received the greatest number of votes and who have been elected to fill the vacancies on the Divisional Sub-Committee. The Divisional Sub-Committee may direct the Divisional Registrar to destroy the ballot papers at any time after the expiration of one (1) month from the date of the declaration of the result of the ballot.

(9) Where the preferential system of voting is adopted, any voting paper, shall be rejected as informal.

(10) In any case of doubt as to the formality of any voting paper the matter shall be referred to the Chairman of the Annual General Meeting of the Division whose decision shall be final.

(11) In the event of an equality of votes for two or more candidates, the Chairman of the Annual General Meeting of the Division shall forthwith cause lots to be drawn to determine the successful candidate or candidates.

Retirement of Divisional Sub-Committee Members

86. At each Annual General Meeting of a Division, three (3) members of the Divisional Sub-Committee shall retire from office. The members to retire shall be those longest in office. As between two (2) or more members who have been in office for an equal length of time, the members to retire shall be decided by agreement or, failing such agreement, shall be determined by lot. The length of time that a Divisional Sub-Committee member has been in office shall be computed from the date of his last election or appointment.

Nominations for Divisional Sub-Committee Members

87. Nominations for the office of a member of a Divisional Sub-Committee shall be in writing signed by two (2) members and also by the candidate and shall be deposited with the Divisional Registrar not less than twenty-eight (28) days prior to the date set down for the holding of the Annual General Meeting of the Division. The Divisional Registrar shall give not less than twenty-eight (28) days notice of the closing date of nominations to all members of the Division entitled to submit nominations.



Retiring Members

88. A retiring member of a Divisional Sub-Committee shall be eligible for nomination for re-election. If the candidates nominated are in excess of the number to be elected, the election shall be conducted by ballot in the manner provided by regulation 85.

Election without Ballot

89. If the number of candidates nominated is less than or equal to the number of vacancies on the Divisional Sub-Committee, then the persons so nominated shall be declared by the Chairman of the Divisional Annual General Meeting to be elected to the Divisional Sub-Committee.

Casual Vacancies

90. Any casual vacancy in the Divisional Sub-Committee, other than a vacancy arising by operation of Regulation 97, shall be filled by the Divisional Sub-Committee and the member appointed to fill any such vacancy shall hold office until the next Annual General Meeting of the Division. Any member appointed to fill such a casual vacancy shall be deemed to be one of the members retiring by rotation to Regulation 86.

Meetings of the Divisional Sub-Committee

91. The Divisional Sub-Committee shall meet within one (1) month of the date on which the preceding Annual General Meeting of the Division was held. Thereafter, the Divisional Sub-Committee shall meet at least once in each three (3) month period.

Election of President and Vice-President

92. At the first meeting of the Divisional Sub-Committee, the members shall elect from their number;

- (a) the President and the Vice-President of the Division;
- (b) the Treasurer of the Division,
- (c) the Divisional member of General Council, pursuant to regulation 54 above.

Quorum

93. Four (4) members of the Divisional Sub-Committee shall constitute a quorum.

Convening Meetings

94. The President, the Vice-President, or any two (2) other members of a Divisional Sub-Committee may at any time require the Divisional Registrar to call a meeting of the Divisional Sub-Committee. At least seven (7) days notice of each meeting of the Divisional Sub-Committee shall be sent to every member thereof.

Procedure

95. Subject to these regulations, questions arising at any meeting of the Divisional Sub-Committee shall be decided by a majority of votes of the members present and voting. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.



Chairman

96. The President of the Division shall preside as Chairman at every meeting of the Divisional Sub-Committee, or if there is no President, or if at any meeting he is not present within ten (10) minutes after the time appointed for the holding of the meeting, the Vice-President shall be Chairman. If the Vice-President of the Division is not present within the time specified, then the members of the Division then present shall elect one of their number to be Chairman of the meeting.

Removal of Divisional Sub-Committee Members

97. An Extraordinary General Meeting of the members of a Division may by a special resolution, being a “special resolution” as defined by the Code, remove from office any member of the Divisional Sub-Committee before the expiration of his term of office and may appoint another member in his stead, who shall hold office during such time as his predecessor would have held the same had he not been removed.

Vacation of Office – Divisional Sub-Committee Members

98. The office of a member of a Divisional Sub-Committee shall be vacated if he:

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (b) becomes prohibited from being a director of a company by reason of any order made under the Code;
- (c) in the case of a person also serving as a General Councillor, if he ceases to be a member of the General Council by operation of section 222 of the Code;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns his office by notice in writing to the Divisional Registrar;
- (f) for more than three consecutive meetings is absent without leave of the Divisional Sub-Committee;
- (g) holds any office of profit under the Institute or the Division;
- (h) ceases to be a member of the Institute; or
- (i) is directly or indirectly interested in any contract or proposed contract with the Institute or his Division.

Power of Divisional Sub-Committee

99. A Divisional Sub-Committee shall, without prejudice to any rights conferred upon it by these regulations, and subject to any control which General Council is, by operation of the Code or by these regulations, required or authorised to exercise, be entitled to exercise and perform the following powers, duties and discretions within the territorial limits of its own Division until otherwise directed by the General Council:



(a) (i) it shall receive applications for admission as members of the Institute and for advancement from one status to another from persons or members in its Division in such form and manner and subject to such conditions as may from time to time be prescribed by the General Council and may make recommendation to General Council for the admission or advancement of such persons.

(ii) It may, in its discretion and without being required to assign any reason therefore, refuse to accept any such application as mentioned in sub-regulation (a) above and may in like manner refuse to recommend the admission or advancement of any applicant.

(iii) It shall forthwith notify the General Registrar in writing of all applications, admissions and advancements recommended or refused by it and shall supply him with such particulars thereof as he may from time to time require.

(b) It shall, at the request of the General Council, arrange for the holding of all such examinations as may be prescribed by the General Council from time to time under the controls and in accordance with the procedures specified by General Council.

(c) It may from time to time, with the prior written consent of General Council:

(i) employ any person, whether a member of the Institute or not, for permanent, temporary or special service, and may remove or suspend such person from any such employment;

(ii) fix the salary, emolument or wages to attach to any such service and may require any employee to execute or give satisfactory guarantee, security or bond for the proper performance of the duty assigned to such employee; or

(iii) rent or purchase suitable premises for the use of its Division but any liability so incurred shall be limited to the financial resources of such Division.

(d) It may take cognisance of anything affecting the Institute or the professional conduct of members and shall forthwith make report thereof to the General Council.

(e) It shall furnish each year to the General Council a copy of the accounts and a report of the proceedings of its Division during the previous year, a revised list of members of its Division and such other information as the General Council may require.

(f) It shall receive the annual subscriptions, entrance fees and any other moneys payable to its Division on behalf of the General Council and shall as soon as practicable account to the General Council for all such subscriptions fees and other moneys, and it may make and give receipts, releases and other discharges therefore and for the claims and demands of its Division.

(g) It may establish libraries for the use of members, and may from time to time on behalf of the General Council accept donations of or may purchase books and other forms of literature and shall pay for such purchases out of the funds of the Division.



(h) It may from time to time with the prior written consent of General Council appoint committees from its own members or from them and other members or from persons who are not members of the Institute and delegate to such committees such of its powers as it may think fit.

(i) Where a Divisional Board has received notice in writing of any code of ethics promulgated by the General Council to be adhered to by members, or notice in writing of any variations or additions from time to time made thereto, it shall cause the Divisional Registrar forthwith to give notice in writing of such code of ethics and of any additions or variations thereto to each member of the Division.

Divisional Registrars

100. Each Divisional Sub-Committee shall appoint a Divisional Registrar who shall hold office at the will of the Divisional Sub-Committee. He shall, if possible, attend all meetings of the Division and of the Divisional Sub-Committee and shall be responsible for ensuring that the minutes of all the proceedings of such meetings are properly entered in the books provided for that purpose and he shall issue all notices calling General Meetings of the Division or meetings of the Divisional Sub-Committee. The Registrar shall control the persons employed by the Divisional Sub-Committee subject to the control of the Divisional Sub-Committee. He shall have the charge under the direction of the Board of managing the correspondence and where required of printing and publishing the transactions and proceedings of the Division. The Divisional Registrar shall receive and pay all moneys on account of the Board, shall keep a current account in such Bank as the Divisional Board shall direct and shall furnish a properly audited account to accompany each Annual Report. The Divisional Registrar shall also exercise and perform all such powers, duties and obligations as are by this Constitution or By-Laws hereunder from time to time prescribed.

GENERAL

Secretary/General Registrar

101. (1) The Secretary shall, in accordance with the Act, be appointed by the General Council for such term, upon such conditions as it may think fit, and any secretary so appointed may be removed by it. Nothing herein shall prevent the General Council from appointing a member of the Institute as Honorary Secretary and any member so appointed shall forthwith become an office-bearer of the Institute and, if not already a member of the General Council, ex officio a member of the General Council and he shall be subject to the provisions of clause 3 of the Memorandum of Association.

(2) The Secretary shall also serve as General Registrar of the Institute and shall perform the duties of General Registrar as specified;

- (a) in these regulations;
- (b) from time to time by resolution of the General Council; or
- (c) by the by-laws of the Institute.



Seal

102. The General Council shall provide for the safe custody of the seal, which shall only be used by the authority of the General Council authorised by the General Council in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the General Council and shall be countersigned by the Secretary or by a second member of the General Council or by some other person appointed by the General Council for the purpose.

Accounts

103. The General Council shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report thereto as required by the Code provided however that the General Council shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to a date not more than six months before the date of the meeting.

104. The General Council shall from time to time determine, in accordance with clause 9 of the Memorandum of Association, at what times and places under what conditions or regulations the accounting and other records of the Institute shall be open to the inspection of members.

Audit

105. A properly qualified Auditor or Auditors shall be appointed and his or their duties regulated in accordance with the Act.

Notice

106. Any notice required by law or by or under these articles to be given to any member shall be given by sending it by post to him at his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

107. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

- (a) every member except those members who have no registered address and have not supplied to the Institute an address for the giving of notices to them;
- (b) every Associate, Student, Honorary Member or Honorary Fellow of the Institute; and
- (c) the Auditor or Auditors for the time being of the Institute.

No other person shall be entitled to receive notices of General Meetings.

Winding-up

108. The provisions of clause 8 of the Memorandum of Association relating to the winding-up or dissolution of the Institute shall have effect and be observed as if the same were repeated in these articles.



Indemnity

109. Every member of the General Council, Auditor, Secretary and other officer for the time being of the Institute shall be indemnified out of the assets of the Institute against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.





AUSTRALIAN INSTITUTE OF EMERGENCY SERVICES

MEMORANDUM OF ASSOCIATION

Australian Institute of Emergency Services Limited

1. The name of the company is Australian Institute of Emergency Services Limited (hereinafter called the “Institute”).

2. The objects for which the Institute is established are:

(a) To provide a professional body for the study of the roles and functions of emergency services and counter-disaster organisations throughout Australia.

(b) To promote and advance professional standards in such emergency services, counter-disaster organisations and associated services,

(c) To raise the status and advance the interest of the profession of counter-disaster services administration.

(d) To represent generally the views and interests of the said profession and to promote a high standard of integrity and efficiency in the skills of counter-disaster services administration.

(e) To provide opportunities for association among the members and students of counter-disaster services administration, and to promote and protect their mutual interest.

(f) To facilitate the interchange of concepts and techniques relating to emergency services and counter-disaster organisations amongst members.

(g) To bring to the notice of the public such matters as may be deemed by the Institute to be important for the safety and protection of the community in the areas of emergency services and counter-disaster services administration.

(h) To promote research into and the development of emergency services generally.

(i) To promote the establishment of a national organisation to foster international co-operation in emergency services and counter-disaster administration.

(j) To establish divisions of the Institute in any State or Territory of Australia or in any area outside Australia.

(k) To apply, petition for, promote or join any other professional institute or body in promoting any Act of Parliament, Royal Charter or other authority with a view to attaining any objects already specified. Solely for the purpose of carrying out the aforesaid objects and not otherwise:



- (l) To establish funds for scholarships or to otherwise assist deserving members in furthering the aims and objectives of the Institute.
- (m) To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection thereto.
- (n) 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 Clause 3 of this Memorandum .
- (o) To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Institute or persons frequenting the Institute's premises.
- (p) To purchase, take on lease or in exchange, hire or otherwise acquire and invest in any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any 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 trusts.
- (q) To enter into any arrangements with any Government or authority, municipal, local or otherwise, that may seem conducive to the Institute's objects 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.
- (r) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Institute.
- (s) 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 dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- (t) 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.



AUSTRALIAN INSTITUTE OF EMERGENCY SERVICES

- (u) To invest and deal with the money of the Institute not immediately required in such manner as may be permitted by law for the investment of trust funds.
- (v) To borrow or raise or secure the payment of money in such manner as the Institute may think fit and to 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 charged upon all or any of the Institute's property (both present and future), and to purchase, redeem or pay off such securities.
- (w) To make, draw, accept, endorse, discount, execute and issue promissory notes, bill of exchange, bills of lading and other negotiable or transferable instruments.
- (x) 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.
- (y) 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.
- (z) 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 but subject always to the proviso in paragraph (p) of this clause 2.
- (aa) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Institute, in the shape of donations, annual subscriptions or otherwise.
- (bb) To print and establish any newspapers, periodicals, books or leaflets that the Institute may think desirable for the promotion of its objects.
- (cc) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Institute is authorised to amalgamate.
- (dd) To transfer all or any part of the property, assets, liabilities and engagements of the Institute to any one or more of the companies, institutions, societies or associations with which the Institute is authorised to amalgamate.
- (ee) To make donations for patriotic or charitable purposes.
- (ff) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged. 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 the Trade Unions Act.

3. 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 Memorandum of Association; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the members of the Institute.

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Institute or to any member of the Institute in return for any services actually rendered to the Institute or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Articles of Association on money borrowed from any member of the Institute or reasonable and proper rent for premises demised or let by any member to the Institute but so that no member of the General Council of the Institute shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Institute to any member of the General Council except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Institute.

4. No addition, alteration or amendment shall be made to or in the objects clause of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Minister for the time being administering the Companies Code.

5. The third, fourth and ninth paragraphs of this Memorandum of Association contain conditions upon which a licence is granted by the Minister to the Institute in pursuance of the provisions of Section 66 of the Companies Code of the said State. For the purpose of preventing any evasion of the provisions of the said paragraphs the Minister may from time to time on the application of any member of the Institute and on giving notice to the Institute of his 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.

6. The liability of the members is limited.

7. Every member of the Institute undertakes to contribute to the assets of the Institute, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Institute (contracted before he 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).

8. 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 distribution among the members of the Institute, but shall be given or transferred to some other institution



or institutions having objects similar to the objects of the Institute, and whose Memorandum of Association or Constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Institute under or by virtue of clause 3 hereof, such institution or institutions to be determined by the members of the Institute at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.

9. True accounts shall be kept of the sums of money received and expended by the Institute, and the manner in respect of which such receipt and expenditure takes place, and of the property, credits 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 Articles of Association for the time being in force shall be open to the inspection of the members. 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 Companies Code.

THE AUSTRALIAN INSTITUTE OF EMERGENCY SERVICES MEMBERSHIP – BY LAWS

PART I – ADMISSION OF AFFILIATE MEMBERS

1. Any application for Student or Associate Membership of the Institute shall be made to the Divisional Registrar upon such forms as may from time to time be prescribed by the General Council and accompanied by such fees as is prescribed from time to time by the General Council.

2. Such application shall be referred to a Committee of the Divisional Sub-Committee (Hereinafter referred to as the Membership Committee) which shall satisfy itself as to the following:-

(a) That the applicant is a suitable person for Membership of the Institute.

(b) That he, or she, has achieved the required educational and other standards as laid down from time to time by the General Council.

3. The Membership Committee shall be appointed by the Divisional Sub-Committee which shall also determine the number of persons to be appointed and the quorum required at meetings thereof.

4. The Divisional Sub-Committee shall consider the recommendations of the Membership Committee but may also inform itself in regard to any application from any other source. It shall instruct the Divisional Registrar to notify the applicant of its decision as soon as practicable.



5. Associate membership of the Institute may be granted by a Divisional Sub-Committee provided that the applicant is at least 18⁵ years of age and complies with the following requirements:-

- (a) That he, or she, is a person of good character.
- (b) He, or she, shall have been an emergency officer prior to the date of his, or her, application.⁵
- (c) That he, or she, is, in the opinion of the Divisional Board, a person who should be accepted as an Associate Member.

6. In all cases every application for admission as an Associate of the Institute must be accompanied by documentary evidence of service with a service, authority, department or organisation having counter-disaster or emergency responsibilities and the applicant may be required to furnish such other information as may be required from time to time by the General Council.

7. Provided always that the service, authority, department or organisation of which the applicant is a member is deemed to have counter-disaster or emergency responsibilities by the General Council.

8. Student membership of the Institute may be granted by a Divisional Sub-Committee provided that the applicant is at least 18 years of age and complies with the following requirements:-

- (a) That he, or she, is a person of good character.
- (b) That he, or she, has either undertaken or is undertaking such course or courses of studies conducted by a school, college or institution as may be approved from time to time by the General Council.
- (c) That he, or she, shall have been an emergency officer prior to the date of his, or her, application.⁵
- (d) That he, or she, is, in the opinion of the Divisional Sub-Committee, a person who should be accepted as a Student Member.

9. In all cases every application for admission as a Student Member of the Institute must be accompanied by documentary evidence of service with a service, authority, department or organisation having official or statutory counter-disaster or emergency responsibilities or such other information as may be required from time to time by the General Council.

10. Provided always that the service, authority, department or organisation of which the applicant for admission is a member is deemed to have counter disaster or emergency responsibilities by the General Council.

⁵ Amended 18 April 2011



PART II – ADMISSION OF MEMBERS

11. Any application for membership of the Institute shall be made to the Divisional Registrar upon the prescribed form accompanied by such fee as is determined from time to time by the General Council.

12. Such application shall be referred to the Membership Committee which shall satisfy itself as to whether or not the applicant meets the requirements laid down in Clause 8 of the Articles of Association of the Institute.

13. If the Membership Committee is satisfied that the applicant is acceptable under the above requirements, it shall refer the application to the representatives of the Board of Examiners in its Division which body may conduct a viva voce test and such other tests as to the knowledge of the applicant which may be required from time to time by the General Council.

14. The said representatives of the Board of Examiners after completion of the tests aforesaid, shall make its recommendation to the Divisional Sub-Committee which shall forward the papers together with such recommendation and its own recommendation to the General Registrar for consideration by the General Council.

15. Upon the General Council making its decision, it shall require the General Registrar to advise the applicant and the Divisional Registrar accordingly. The General Registrar shall also take such steps as are necessary to ensure that an applicant who has been granted a membership of the Institute is provided with a Certificate of Membership as soon as practicable thereafter.

PART III – ADVANCEMENT IN STATUS – MEMBER TO FELLOW

16. Any applicant for advancement in status from Member to Fellow shall make application to the Divisional Registrar on the prescribed form, accompanied by such application fee as is prescribed from time to time by the General Council.

17. (a) The Divisional Sub-Committee shall examine the application in accordance with the requirements of Clause 84 of the Constitution and shall make its recommendations after it has considered, inter alia, the following:-

(1) Whether he, or she, has served on a Board of the Institute either Divisional Sub-Committee or Board of Examiners for a reasonable period;

(2) Whether he, or she, has delivered or contributed important papers or papers of merit to a General, Quarterly or Special Meeting of Members convened for the purpose, or to any conference, convention or seminar held with the approval of the Institute or to any publication or journal approved by the Institute;

(3) Whether he, or she, has actively participated or held executive office in the organisation of a group of the Institute for a reasonable period;

(4) Whether he, or she, had actively participated in a special Committee of the Institute for a reasonable period, or at the request of the General Council or Divisional Sub-Committee shall have served on a non-Institute Committee for a reasonable period.



(5) Whether he, or she, has performed a special service to the Institute in assisting in the training or education of students or groups including training of persons at colleges or institutions not under the direct control of the Institute;

(6) Whether he, or she, shall have been the Editor of a Division newspaper or periodical publication for a reasonable period;

(7) Whether he, or she, had served the emergency services profession with distinction or credit and has achieved a reputation for responsibility and competence as an emergency services officer;

(b) (1) The Divisional Sub-Committee may appoint two members of the Institute who are Fellows of the Institute to interview the applicant and make such enquiries as to satisfy themselves whether in their opinion the applicant confirms with the requirements of the Constitution and of these By Laws in regard to such advancement;

(2) The two members so appointed shall, as soon as practicable, report to the Divisional Sub-Committee which shall in turn make its recommendation in writing to the General Registrar.

18. Pursuant to a resolution of the Divisional Sub-Committee the Divisional Registrar shall append a Certificate as to the date of the applicant's admission to the Institute as a member and as to the nature of his occupation and duties since the date of such admission up to the date of his application for advancement. Pursuant to a resolution of the Divisional Sub-Committee, the Divisional Registrar shall also certify as to the character and reputation of the applicant and shall forward the application to the General Registrar.

19. The General Council shall, as soon as practicable thereafter, consider the recommendation and advise its determination to the Divisional Sub-Committee which shall forthwith notify the applicant.

20. Any member whose application for advancement is rejected may, upon payment of such fee as may be prescribed from time to time by the Council, request the General Council; in writing; that his application be reconsidered.

Upon such application being received the General Council may appoint a Special Committee of three members of the Institute to review the case, making such investigation of the matter as it may deem necessary.

21. The findings of the Special Committee shall be reported to the General Council which shall consider the appeal and advise the applicant of its decision.

Such decision shall be final and no further applications shall be considered from the applicant for a period of not less than two years from the date of the General Council's rejection of the application.



PART IV – CERTIFICATES AND REGISTER OF MEMBERS

22. Every Fellow and every Member as the General Council may from time to time determine, shall be entitled to obtain a Certificate of Membership subject to such conditions and on payment of such fees or other sums as the General Council may from time to time prescribe, and any such person ceasing to be a member shall whether demanded or not, deliver back to the General Council his Certificate of Membership provided that any Fellow or Member retiring from active involvement in emergency services activities may at the pleasure of the General Council retain his certificate.

23. The General Registrar shall keep a register of all the members and affiliates of all the Divisions of the Institute which shall be in such form and contain such particulars as may from time to time be prescribed.

24. The Divisional Registrar shall keep a register of all the members and affiliates of the Division which shall be in such form and contain such particulars as may from time to time be prescribed.

25. Every member shall furnish the Divisional Sub-Committee with all required information to enable it to compile a record of the qualifications of members in accordance with these By Laws.

26. (a) The names of Life Fellows, Fellows, Honorary Fellows and Members being General Council appointments may only be entered in or removed from the Registers of the Institute by Authority of the General Council.

(b) The names of Associates, Student Members, Retired Members and Honorary Members being affiliates of the Institute appointed by Divisional Sub-Committee may be entered upon or removed from Divisional Registers by authority of such Divisional Sub-Committees.

27. The Divisional Register shall during the month of January of each year supply to the General Registrar a list of all members and affiliates of his Division, as at 31st December of the preceding year together with all prescribed particulars.

PART V - FEES AND ANNUAL SUBSCRIPTIONS

28. (a) An applicant for admission as a Member or Fellow of the Institute shall pay such entrance fee as shall from time to time be determined by the General Council and such fee shall be payable to the Divisional Registrar at the time of the application.

(b) The annual subscription which is payable to the Divisional Registrar on the first day of August in each year by Fellows, Members, Associates, Retired Members and Student Members shall be such amount as shall from time to time be determined by the General Council.

(c) An applicant for advancement from the status of Member to that of Fellow shall at the time of submission of the application pay to the Divisional Registrar in that behalf an



advancement fee of such amount as shall from time to time be determined by the General Council.

29. Every subscribing member shall be liable to pay his annual subscription until his name has been removed from the Register of Members.

30. If the Divisional Sub-Committee shall have accepted the resignation of a member who is in arrears with his subscription he shall thereupon cease to be a member and shall not be liable for the amount of arrears due at the time of the acceptance of his resignation.

31. Pursuant to Clause 25 of the Articles of Association of the Institute, no member who is in arrears with his subscriptions shall be entitled to vote or take part in the proceedings of any meeting.

32. If any Fellow or Member be unable from ill health or advanced age or from other sufficient cause to continue his involvement in emergency service activities the Divisional Registrar may remit his annual subscription and any arrears due from him. It may, if such Fellow or Member shall have ceased to be a member (and if thereafter it finds good reason for so doing) reinstate such Fellow or Member in his former position as a member.

33. Every person who becomes entitled to admission shall before his name is entered in the Register of Members and before he, or she, becomes entitled to the privileges of membership, pay his, or her, first annual subscription according to the status in which such person is entitled to admission and shall so long as he, or she, continues as a member pay the annual subscription according to his, or her, status for the time being.

Every member advanced to a higher status shall thereupon pay such additional fee for the year then current as may be prescribed.

34. Any person admitted as a member or advanced to a higher status after the first day of February in any year shall be entitled to a rebate of such portion of his, or her, subscription at the higher status as may be determined by the Divisional Registrar.

35. Pursuant to Clause 99 of the Articles of Association of the Institute, each Divisional Sub-Committee shall until otherwise determined by the General Council pay to the General Council per capita contributions as hereinafter stated.

PART VI – SYMBOLS

Use of Crest

36. The Crest which is the Common Seal of the Institute is registered copyright, may not be used by any person, company or group without the approval of the General Council.

37. The General Council may, for the purpose of administration, authorise Divisional Sub-Committees to approve the use of the Crest by a Fellow or Member of the Institute subject to it being in accordance with rules as hereinafter provided.



38. For Individual Members of the Institute the Crest may be printed on Reports and Covers and on Letterheads used with any of the aforementioned, adjacent to the Members name together with the letters 'F.A.I.E.S.' indicating a Fellow of the Australian Institute of Emergency Services, or 'M.A.I.E.S', indicating a Member of the Australian Institute of Emergency Services.

39. Any printed stationery or documents bearing the Crest of the Institute shall include no more than the following items:-

- (a) the name of the individual, firm, company or corporation;
- (b) the address, telephone number and/or telegraphic or cable address;
- (c) or such other information as approved from time to time by the Divisional Board.

40. The Crest of the Institute shall not be used by any member until proof copies of the stationery bearing the Crest have been submitted to the Divisional Registrar and approval obtained from the Division Sub-Committee.

41. The size of the Crest and the location of same on any stationery shall in all cases conform to the requirements of the General Council.

42. The General Council may, in special circumstances, approve the use of the Crest for purposes other than those set out above.

Such approval may not be granted by the Divisional Sub-Committee acting for the General Council.

43. Use of the Crest in any manner other than those permitted shall constitute a breach of these rules.

In such case, the General Council may require any Member or Members to refrain from using the Crest and to conform to such fresh regulations as to the use of the Crest as the General Council may direct.

Use of Initials Denoting Institute Membership

44. The initials LFAIES., FAIES. or MAIES. may be used by members of the Institute in association with their names, according to their status. The letters 'LFAIES', indicating a Life Fellow of the Australian Institute of Emergency Services, the letters 'FAIES.' indicating a Fellow of the Australian Institute of Emergency Services, and the letters 'MAIES.' indicating a Member of the Australian Institute of Emergency Services.

45. Such initials may be used by a retired member unless his certificate has been withdrawn by the General Council.

46. No affiliate member may use any initials that imply or intend to indicate that he holds any association with the Institute.



Versions

First Edition June, 1996 (Retyped 2008)

Second Edition April, 2011

Change Register

Clause 13 amended	2010
Clause 8-1(a) amended	18 April 2011
Clause 8-1(c)(i) amended	18 April 2011
Clause 8-1(c)(ii) amended	18 April 2011
Clause 8-2 deleted	18 April 2011
Membership By Law	
Part 1 -5, 1-5(b)	18 April 2011
Part 1-8(c)	18 April 2011



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