

THE CONSTITUTION

THE ASSOCIATION OF SRI LANKAN ENGINEERS,
AUSTRALIA
Incorporated in Victoria

PREAMBLE

Whereas professional engineers of Sri Lankan origin who are residents of the Commonwealth of Australia are desirous of constituting an Association for the effective furtherance of the objectives concerning their professional interests to the rules agreed to by its members:—

From and after the date of the commencement of this Association, such and so many persons who come within the aforesaid description as shall after that date be admitted members of the Association shall be and are hereby constituted an Association.

TITLE

1. The Association hereby constituted shall be called and known as:—

The Association of Sri Lankan Engineers, Australia

ADDRESS OF THE ASSOCIATION

2. The address of the Association shall be:—

M.C. Box 1001
South East Mail Centre,
Scoresby,
Victoria 3176,
Australia.

OBJECTIVES OF THE ASSOCIATION

3. The general objectives for which the Association is constituted are hereby declared as:—
 - (a) to bring together the engineering professionals cited heretofore and foster among them a spirit of mutual co-operation, goodwill and understanding;
 - (b) to foster and promote in particular, the professional interests of the members of the Association and also an awareness of problems confronted or likely to be confronted by them;
 - (c) to take concerted action against, and initiate such other measures as may be necessary to counteract any situation which, in the opinion of the Association is inimical or likely to cause prejudice to the interests of the members;
 - (d) to collect and disseminate all such information that may be considered useful and relevant and render such assistance as may be necessary to the members of the Association;

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- (e) to disseminate information to and exchange ideas, co-operate and co-ordinate with similar bodies particularly in Australia and Sri Lanka in furthering the objectives of the Association;
- (f) to encourage and promote personal contact amongst the members and their families through social activities to be organised and sponsored by the Association; and
- (g) to carry out all other activities which are incidental or conducive to the attainment of above objectives or any one of them.

GENERAL MEMBERSHIP

- 4.1 All engineers of Sri Lankan origin who are qualified to be a Graduate Member of the Institution of Engineers, Australia or an Associate Member of the Institution of Engineers, Sri Lanka and residents of Australia shall be eligible for membership.
- 4.2 Application for membership shall be made to the Secretary in writing or in such form as may from time to time be specified by the Committee.
- 4.3 Each application for membership shall be accompanied by annual subscription for the current year.
- 5.1 Each application for membership shall be subject to the approval of the Executive Committee and the names of all members duly admitted shall be entered in such register as may be kept in that behalf by the Secretary.
- 5.2 The Executive Committee shall have the power to accept or reject such application.
- 6. The Association shall maintain a register of the members which shall include the following particulars:—
 - (a) the name and full postal address of such members
 - (b) the date on which such person was admitted as a member
 - (c) the date on which such person ceased to be a member
 - (d) any other information time to time decided by the Association at an Annual General Meeting or the Committee
- 7. The rights, privileges, debts and liabilities accruing to any member by reason of the membership of the Association—
 - (a) shall not be capable of being transferred to another person either while being a member or on cessation of membership due to expulsion or otherwise;
 - (b) terminates upon cessation of his membership whether by death, resignation, expulsion or otherwise.
- 8. Any member whose subscription shall fall into arrears for a period exceeding six months shall cease to be a member, unless decided otherwise by the Committee.

HONORARY MEMBERSHIP

- 9.1 In addition to the general membership, the Association may also admit distinguished persons associated with the engineering profession as Honorary Members.
- 9.2 At the time a nomination for a honorary membership is considered by the Committee, the number of Honorary Members in the association shall not exceed 10% of the total membership.
- 9.3 A name of a person suitable for admission as a honorary member shall be recommended to the Committee in writing by a minimum of five Members detailing the professional and social credentials of the person.
- 9.4 Recommendations made to the Committee in accordance with Clause 9.3 shall be considered for approval by the Committee within sixty days after receipt of such recommendations. Upon approval of the recommendation, the distinguished person shall be formally invited by the Committee to join the Association as a Honorary Member. In the event a recommendation is not accepted, the committee shall inform its decision in writing to the members who made the recommendation.
10. The Membership Register of the Association shall include the information related to Honorary Members as outlined in Clause 6.
11. The Honorary Members are waved from the membership fees applicable to General Members.

RESIGNATION AND EXPULSION OF MEMBERS

- 12.1 A member of the association who has paid all moneys due and payable by him to the Association may resign from the Association by first giving one month notice in writing to the secretary of his intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- 12.2 Upon the expiration of a notice given under sub-clause 12.1, the secretary shall make the register of members an entry recording the date on which the member whom the notice was given ceased to be a member.
- 13.1 Subject to these rules, the Committee may by resolution expel a member from the Association or suspend a member from membership of the Association for a period of time, if the committee is in the opinion that the member—
 - (a) has refused or neglected to comply with the rules of the Association, or
 - (b) has been guilty of conduct unbecoming a member or prejudicial to the interest of the Association.
- 13.2 A resolution of the Committee under sub-clause 13.1:—
 - (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause 13.3 confirms the resolution in accordance with this clause; and
 - (b) where the member exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.

13.3 Where the Committee passes a resolution under sub-clause 13.1, the secretary shall, as soon as practicable, cause to be served on the member a notice in writing:—

- (a) setting out the resolution of the committee and the grounds on which it is based;
- (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
- (c) stating the date, place and time of the meeting;
- (d) informing the member that he may do one or more of the following—
 - (i) Attend that meeting;
 - (ii) Give to the meeting before the date of that meeting a written statement seeking the revocation of the resolution;
 - (iii) Not later than 24 hours before the date of the meeting, lodge with the secretary a notice to the effect that he wishes to appeal to the Association in general meeting against the resolution.

13.4 At a meeting of the Committee held in accordance with sub-clause 13.2, the Committee:—

- (a) shall give to the member an opportunity to be heard;
- (b) shall give due consideration to any written statement submitted by the member; and
- (c) shall by resolution determine whether to confirm or to revoke the resolution.

13.5 Where the secretary receives a notice under sub-clause 13.3, he shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within 21 days after the date on which the secretary received the notice.

13.6 At a general meeting of the Association convened under sub-clause 13.5:—

- (a) no business other than the question of the appeal shall be transacted;
- (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- (c) the member shall be given an opportunity to be heard; and
- (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

13.7 If at the general meeting:—

- (a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
- (b) in any other case, the resolution is revoked.

ANNUAL SUBSCRIPTION

14. The annual membership fee shall be determined annually by the Association at the Annual General Meeting.

EXECUTIVE COMMITTEE

- 15.1 The affairs of the Association shall be administered by the Executive Committee constituted in accordance with sub-clause 15.4.
- 15.2 The Executive Committee:—
 - (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by the general meetings of the members of the Association; and
 - (c) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.
- 15.3 The Officers of the Association shall be:—
 - (a) a President;
 - (b) a Vice President;
 - (c) a Secretary;
 - (d) a Assistant Secretary; and
 - (e) a Treasurer.
- 15.4 The Executive Committee shall consist of:—
 - (a) the officers of the Association, and
 - (b) six ordinary members—
each of whom shall be elected at the Annual General Meeting of the Association in each year.
- 15.5 The offices of the President and Secretary of the Association shall not be held exclusively by the persons of a single ethnic group to the exclusion of other ethnic groups unless this condition can not be met with the number of nominations received.
- 15.6 The Executive Committee shall not consist of more than six persons from any one ethnic group unless this condition can not be met with the number of nominations received.
16. No resignation of a Committee Member shall be valid and effective unless one months notice thereof is given by him/her in writing to the secretary. The registration shall not take effect unless it is accepted by the Executive Committee.
17. In the event of any abuse or misuse of authority or failure to perform the duties intended by the constitution by any member of the Executive Committee, a no confidence motion may be brought against such member by giving notice thereof to the Committee. Such no confidence motion shall have the signatures of at least one third of members or majority of the Executive Committee members. A special General Meeting shall be convened by the Committee within five weeks from the date of such notice for the purpose of resolving the issue. The decision of the Special General Meeting in regard to a no confidence motion shall be final and conclusive.

18. The executive committee shall meet at least quarterly and decisions shall be made by majority of votes.
- 19.1 The period of office of each office bearer shall be effective from the time of the election until the next Annual General Meeting unless the office bearer is removed in accordance with Clause 17.
- 19.2 The office bearers shall not hold the same position in the Committee for more than two consecutive terms.

ELECTION OF COMMITTEE MEMBERS

- 20.1 Election of Committee members of the Association shall be made either at the Annual General Meeting or at a Special General Meeting if a position has become vacant. The nominations of candidates for election shall be made either in writing after the announcement of such meetings or at such meetings.
- 20.2 Where more than one nomination is received for a particular position, the election shall be conducted by secret ballot.
- 20.3 The election by secret ballot shall be conducted by a member nominated for that purpose by the General Membership. Each candidate shall be entitled to have one delegate to oversee the election on his behalf.
- 20.4 The order of election of office bearers and members of the Executive Committee shall be as follows:—
 - (a) President
 - (b) Secretary
 - (c) Vice President, Assistant Secretary and Treasurer
 - (d) six ordinary members
- 20.5 In the event of a casual vacancy arising in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the next Annual General Meeting following the date of his appointment.

SUB-COMMITTEES

- 21.1 Sub-committees may be appointed by the Executive Committee for the purpose of organising and executing tasks specified by the Committee.
- 21.2 Each sub-committee shall include at least one member from the Executive Committee.
- 21.3 The activities undertaken by sub-committees shall be reported to the Executive Committee by the chairperson of each sub-committee.

ANNUAL GENERAL MEETING

- 22.1 The Annual General Meeting of the Association shall be held on such date as may be determined by the Executive Committee but not later than 30th August of each year.
- 22.2 Notice of the Annual General Meeting shall be given not less than four weeks before the date fixed for the meeting.

22.3 The business of the Annual General Meeting shall include:—

- (a) confirmation of the minutes of the previous Annual General Meeting and any subsequent general meetings held following the last Annual General Meeting,
- (b) presentation of the financial report by the Treasurer,
- (c) presentation of the report on the activities of the past year by the Secretary,
- (d) election of the Committee Members for the next year, and
- (e) discussion of any other matters arising from the general meeting.

22.4 No items of business shall be transacted at a general meeting unless a quorum of members under these rules to vote is present during the time when the meeting is considering that item.

22.5 One third of the total membership of the Association personally present constitutes a quorum for the transaction of the business of a general meeting.

22.6 If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting shall be adjourned.

SPECIAL GENERAL MEETING

23.1 All general meeting other than the Annual General Meeting shall be called special general meetings.

23.2 The Committee may convene a special general meeting of the Association whenever it is felt necessary.

23.3 A special general meeting of the Association shall be convened by the committee upon the requisition of such meeting by not less than one third of the membership. The Committee shall hold a special general meeting within six weeks of receiving such a request.

23.4 The requisition for a special general meeting shall state the objectives of the meeting and shall be signed by the members making the requisition and be sent to the address of the Association or handed to the Secretary by hand, and may consist of several documents in a like form, each signed by one or more of the members making the requisition.

23.5 The notice of a special general meeting shall be given not less than three weeks before the date fixed for the meeting.

23.6 The sub-clauses 22.4, 22.5 and 22.6 regarding the quorum shall apply to special general meetings.

PROCEEDINGS AT MEETINGS

24.1 All business that is transacted at a special general meeting and all business transacted at a annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.

24.2 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.

- 24.3 The President, or in his absence, the Vice-President, shall preside as Chairman at each general meeting of the Association.
- 24.4 If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairman at the meeting.
- 25.1 The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 25.2 Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- 25.3 Except as provided in sub-clauses 25.1 and 25.2, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 26. A question arising at a general meeting of the Association shall be determined on a show of hands unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 27.1 Upon any question arising at a general meeting of the Association, a member has one vote only.
- 27.2 All votes shall be given personally or by proxy.
- 27.3 In the case of an equality of voting on the question, the Chairman of the meeting is entitled to exercise a second or casting vote.
- 28.1 If at a meeting a poll on any question is demanded by not less than 30% of the members present, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 28.2 A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meetings the Chairman may direct.
- 28.3 A member is not entitled to vote in a general meeting unless all moneys due and payable by him to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
- 29.1 Each member shall be entitled to appoint another member as his proxy by notice given to the secretary before or at the start of a general meeting in respect of which the proxy is appointed.
- 29.2 The notice appointing the proxy shall be in the form set out in Appendix A.

PROCEEDINGS OF COMMITTEE

- 30.1 The Committee shall meet at least 3 times in each year at such place and such times as the Committee may determine.

- 30.2 Special meetings of the Committee may be convened by the President or by any 4 of the members of the Committee.
- 30.3 Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- 30.4 Any 6 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 30.5 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- 30.6 At meetings of the Committee:—
 - (a) the President or in his absence the Vice-President shall preside; or
 - (b) if the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- 30.7 Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 30.8 Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 30.9 Written notice of each committee meeting shall be served on each member of the Committee by delivering it to him at a reasonable time before the meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode at least two business days before the date of the meeting.
- 30.10 Subject to sub-clause 30.4 the Committee may act notwithstanding any vacancy on the Committee.

FINANCE

- 31.1 The financial year of the Association shall terminate on the 30th of June each year.
- 31.2 The fund of the Association shall be derived from annual subscriptions, donations and other fund raising activities determined by the Committee.
- 31.3 The treasurer shall collect and receive all the monies paid to the Association and issue receipts therefor.
- 31.4 The funds of the Association shall be held in a bank account to be selected by the Committee. Such account shall be opened, kept and maintained in the name of the Association. All cheques or withdrawals shall be signed by the Treasurer and the President or the Secretary.
- 31.5 The accounts of the Association shall be audited once a year by the auditors of the Association. The audited statement of accounts of the Association shall be presented at the Annual General Meeting by the Treasurer. Two members elected by the members during the previous Annual General Meeting shall serve as auditors of the Association.

NOTICES

- 32.1 A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at his address shown in the Register of Members.
- 32.2 Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time which the letter would have been delivered in the ordinary course of post.

CUSTODY OF RECORDS

- 33.1 The secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.
- 33.2 The secretary shall keep in his/her custody or under his/her control all books, documents, letter heads and securities of the Association.

COMMON SEAL

- 34.1 The common seal of the Association shall be kept in custody of the secretary.
- 34.2 The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the Common Seal shall be attested by the signatures of two members of the Committee.

AMENDMENTS

35. No provisions of the Constitution shall be amended or rescinded unless passed by a majority of two thirds of the members present at a General Meeting of the Association. The number of members voted in favour of such amendments shall not be less than one third of the membership of the Association.

INTERPRETATIONS

36. In the case of a dispute regarding the interpretation of any of the clauses of this constitution, the President of the Association shall have the power to provide the final interpretation. The clause in question may be suitably amended in accordance with Clause 35.

WINDING UP OR CANCELLATION

37. In the event of winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be donated to the Institution of Engineers, Sri Lanka.

Appendix A

Form of Appointment of Proxy

I of
..... being a member of The Association of Sri Lankan
Engineers Incorporated hereby appoint of
..... being a member of same association, as my proxy to vote for
me on my behalf at the general meeting of the Association to be held on the
day of 19 and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

Signed

The day of 19