

ELECTRIC ENERGY SOCIETY OF AUSTRALIA

A Technical Society of Engineers Australia

Founded 1924

CONSTITUTION

Amended April 2018.

TABLE OF CONTENTS

1. NAME.....	3
2. PURPOSE.....	3
3. MISSION.....	3
4. VISION.....	3
5. OBJECTIVES.....	3
6. ACTIVITIES OF THE ELECTRIC ENERGY SOCIETY OF AUSTRALIA	4
7. AFFILIATION WITH ENGINEERS AUSTRALIA	4
8. MEMBERSHIP	4
9. CESSATION OF MEMBERSHIP	6
10. FINANCE	6
11. LIMITS OF FINANCIAL AND LEGAL LIABILITY	8
12. COMMUNICATIONS.....	8
13. AWARDS	9
14. THE COUNCIL OF THE ELECTRIC ENERGY SOCIETY OF AUSTRALIA	9
15. AUDITOR.....	11
16. REPRESENTATIVES TO KINDRED BODIES AND OTHER SOCIETIES	11
17. GENERAL MEETINGS	12
18. STANDING ORDERS FOR GENERAL MEETINGS	12
19. CHAPTERS.....	15
20. CHAPTER COMMITTEES.....	16
21. CHAPTER ANNUAL GENERAL MEETINGS.....	16
22. AMENDMENTS TO THE CONSTITUTION.....	17
23. TERMINATION	17
24. ASSET DISTRIBUTION ON TERMINATION	17
25. INTERPRETATION.....	18
26. NOMINATION FORM FOR POSITION OF MEMBER OF THE COUNCIL.....	19

CONSTITUTION OF THE ELECTRIC ENERGY SOCIETY OF AUSTRALIA INCORPORATED.

1. NAME

- 1.1 The name of the Society shall be "Electric Energy Society of Australia", hereinafter referred to as "the Society".
- 1.2 The Society consists of the body formerly known as The Electricity Supply Engineers' Association, Incorporated, and such chapters as may be formed in accordance with this constitution. The Society operates by agreement with Engineers Australia and in accordance with that organisation's Royal Charter insofar as it is consistent with this constitution.
- 1.3 All members of the Society shall be bound by the principles of the Code of Ethics of Engineers Australia.

2. PURPOSE

- 2.1 The Society is a non-profit organisation which has as its core function the representation of those members of Engineers Australia who have an interest in the field of electric energy. This field is defined as generation, transmission, distribution, retail and customer end-use of electric energy. The Society will meet the changing needs of Engineers Australia's members involved in the electric energy industry in Australia, which is subject to radical restructure and reform.

3. MISSION

- 3.1 The Mission of the Society is:-

"To provide opportunities for the sharing and transfer of knowledge amongst members involved in the electric energy industry".

4. VISION

- 4.1 The Vision of the Society is:-

"To be the prime focus group for professional development of its members and to promote their value to the community".

5. OBJECTIVES

- 5.1 The objectives of the Society are:
 - 5.1.1 To be a national and regional based learned society focusing on electric energy.
 - 5.1.2 To be active in career development, information sharing and provide opportunities for continual learning
 - 5.1.3 To promote electric energy with an emphasis on engineering technology as well as management.
 - 5.1.4 To provide the expert focus of Engineers Australia in electric energy matters.
 - 5.1.5 To be active across all broad categories of electric energy including generation, transmission, distribution and retail as well as end-use applications of electric energy.
 - 5.1.6 To stimulate research and innovation in the fields of electric energy generation, transmission, distribution, retail and customer end-use
 - 5.1.7 To improve communications with and networking of members

- 5.1.8 To recognise member contributions and increase membership, in particular to increase the number of young Australians developing careers in the electric energy industry
- 5.1.9 To run effective conferences and seminars, satisfying conference and seminar needs by developing close relationships with suppliers
- 5.1.10 To promote EESA members to the community, represent community interest on electricity energy industry matters, influence government energy industry policy, develop good working relationships with the media and improve relationships and co-ordinate activities with other industry groups, in accordance with Engineers Australia guidelines
- 5.1.11 To encourage members to seek formal recognition of their competency and continued professional development
- 5.1.12 To exchange and disseminate matters related to the electric energy industry with like organisations both locally and internationally.

6. ACTIVITIES OF THE ELECTRIC ENERGY SOCIETY OF AUSTRALIA

- 6.1 The main activities of the Society will be:-
 - 6.1.1 To sponsor and conduct relevant conferences and seminars
 - 6.1.2 To disseminate relevant information to members
 - 6.1.3 To promote the electric energy industry and profession through publication in the media, in particular the proceedings, journals and other publications of Engineers Australia.
 - 6.1.5 Provide expert advice to industry, government and the community on electric energy matters.
 - 6.1.6 Develop 5 year annual business plans.

7. AFFILIATION WITH ENGINEERS AUSTRALIA

The Society will conduct its affairs and manage its operations, including reporting, in accordance with the requirements of Engineers Australia, in particular the guidelines and regulations for Technical Societies.

8. MEMBERSHIP

- 8.1. Membership of the Society shall be open to all persons and organisations who are interested in the purpose and objectives of the Society, particularly (but not limited to) those persons and organisations involved with the electric energy industry. Membership shall include:-
 - 8.1.1 Members of Engineers Australia who pay the prescribed Society fee
 - 8.1.2 Non-members who have an interest in and are able to contribute to the objectives of the Society and who pay the prescribed Society fee.
- Authority to admit, decline or terminate membership of the Society lies with the Society Council
- 8.2 There shall be the following grades of membership of the Society: (amended November 2015)
 - 8.2.1 Honorary Life Members
 - 8.2.2 (a) Members
 - (b) Members with subscription
 - 8.2.3 Corporate Members
 - 8.2.4 Distinguished Members
 - 8.2.5 Student Members
 - 8.2.6 (a) Retired Members
 - (b) Retired Members with subscription

Membership at all levels shall be conferred by the Society Council.

8.3 Honorary Life Members : (amended August 2008)

Life Members of the Electricity Supply Engineers Association, Inc. as at 1 June 1998 shall be Honorary Life Members of the Society. Honorary Life Members shall not be liable for payment of membership fees and shall retain all the privileges of a Member, including voting rights, taking part in discussion, and eligibility to hold office.

The Society President, on recommendation by a Chapter committee, may award the grade of Honorary Life Member on a Member who has made a valuable contribution to the Society, and has held membership over a long period.

8.4 Members:

Members are eligible to hold office and are entitled to vote on any matter requiring a division, ballot or show of hands.

8.5 Corporate Members:

Corporate Members are incorporated bodies. Corporate Members have all the rights and privileges of Members, and exercise these rights and privileges through a person appointed by the Corporate Member to represent it.

Corporate Members can nominate a number of representatives (dependent on the level of Corporate membership) to receive individual membership benefits. (added Nov 17)

8.6 Distinguished Members:

In recognition of distinguished and outstanding service to the Society, the Society may confer the grade of Distinguished Member on any Members or Honorary Life Member. Distinguished Members shall not be liable for payment of membership fees and shall retain all the privileges of a Member, including voting rights, taking part in discussion, and eligibility to hold office

The following guidelines are to be used by the Council when considering a Member or Honorary Life Member for elevation to Distinguished Member:

- 8.6.1 The number of Distinguished Members should be limited to a select deserving group so that the classification is held in high esteem.
- 8.6.2 The member is to have made a distinguished and outstanding contribution to the Society or the electricity supply industry in one of the following areas:
- (a) as a member of the Council
 - (b) as an EESA representative on an industry committee
 - (c) meeting/achieving the objects of the Society over a long period.

The assessment of contribution should take into account the commitment of the individual, the significance and originality of input and the length of service.

Holding a senior position (office) either within the Society or the electricity industry should not automatically qualify a member for the award.

Nominations for the award of Distinguished Member should be:

- (a) lodged by a proposer and seconder, both of whom shall be Members, together with a brief outline of the contribution of the nominee
- (b) confirmed by a General Meeting of the Society on the recommendation of the Council.

8.7 Student member (amended August 2008)

Any person who is attending a full time course of secondary or tertiary education at a recognised educational institution shall be eligible for student membership.

8.8 Retired Member

Any Member who retires from the workforce and who does not have a regular income shall be eligible for Retired Membership.

8.9 Every candidate for admission to the Society shall submit his application to the Society Secretary on the prescribed form.

8.10 Chapters and Membership (Refer section 19 for details of Chapters)

Any member who desires to resign shall inform his local Chapter Secretary or the Society Secretary in writing. The Chapter committee or the Council may accept the resignation at the next meeting provided all moneys owed by the member to the Society have been duly paid. The Chapter Secretary shall inform the Society Secretary of all such resignations immediately.

8.11 All members of the Society will be affiliated with a Chapter of the Society. By default the member will be a member of the Chapter in whose geographic area they work or reside, unless they nominate an alternative.

8.12 The Society shall keep in each chapter and at its registered office a Register of Members. The Society Secretary shall be responsible for maintaining this register at the registered office. Chapter sections shall maintain their registers at the Chapter Office.

9. CESSATION OF MEMBERSHIP

9.1 Subject to the procedure detailed below, the Society may expel from membership any member:

9.1.1 Who is guilty of a breach of any of the provisions of the Constitution and/or By-Laws of the Society;

9.1.2 Who does any act which, in the opinion of the Society, in general meeting, is likely to bring discredit upon the Society or is inimical to the interests of the Society or Engineers Australia;

9.1.3 Who is convicted of a felony or misdemeanour or who is guilty of any offence which in the opinion of the Society renders him undesirable as a member.

9.2 Ten or more members may draw up and sign a proposal for the expulsion of a member.

9.3 The Council shall inquire into the grounds for expulsion set out in such proposal and if in the opinion of a majority of members of the Council such grounds warrant the expulsion of the member concerned, the Council shall direct the Secretary to inform such member of its decision and the grounds set out in the proposal for expulsion. Such member shall have the right of appearing before the Council in person to answer such grounds as set out in the proposal within a time to be fixed by the Council.

9.4 Any meeting of the Council considering such proposals for expulsion shall be specially summoned for that purpose.

9.5 In the event of the Council finding that good reason for expulsion of such member exists after hearing his appeal, the Council shall cause a letter to be forwarded to such member advising of the Council's decision to recommend his expulsion to a general meeting of the Society. A vote for the expulsion of any member must be carried by a majority of two thirds of those members present and entitled to vote at a general meeting of the Society.

10. FINANCE

10.1 The financial structure of the Society shall be based on its national and Chapter components.

- 10.2 The Society's fiscal year shall extend from 1st July to the 30th June the following calendar year.
- 10.3 The Council shall cause true accounts to be kept of all moneys received and expended by the Society; the manner in respect of which such receipts and expenditure takes place; and of the credits and liabilities of the Society.
- 10.4 The Honorary Treasurer shall cause all money received by the Society to be deposited in a Bank at interest to be recommended by the Honorary Treasurer, and approved by the Council.
- 10.5 Payment of all accounts of more than ten dollars shall be made by electronic funds transfer, or by cheque, to be authorised by at least two of the following: The President or Chairman, Treasurer, and any approved signatory. (amended November 2014)
- 10.6 deleted August 2001.
- 10.7 An allowance to cover extraordinary expenses incurred by a President, Conference Co-ordinator or Newsletter Editor in the performance of their offices may be determined and payment authorised by the Council.
- 10.8 A Statement showing receipts and expenditure (including an itemised list of payments for confirmation) since the previous Council Meeting, amount at Bank, and reconciliation with accounts, together with Bank Statement, shall be submitted by the Honorary Treasurer to each regular meeting of the Council.
- 10.9 A Statement of income and expenditure for twelve months 1st July to 30th June and a balance sheet as at 30th June will be prepared, audited and submitted by the Honorary Treasurer with the Auditor's report to the Council and the Annual General Meeting.
- 10.10 deleted August 2001.
- 10.11 Every candidate for membership and every member shall pay such fees and subscriptions as outlined below:
- 10.11.1 Entrance Fee:
Deleted August 2002.
- 10.11.2 Annual Subscription: amended August 2004, and November 2017
A subscription fee for membership for the first year of election and thereafter shall be paid as prescribed.
- 10.12 Schedule of Fees and Subscriptions:
Fees and Subscriptions shall be determined by the Council from time to time and notified in the Bulletin.
The Council may decide to set fees for retired and unemployed members at a lower level than for full members, as it deems appropriate. (amended August 2008)
- 10.13 The Council shall have power to write off from the accounts such arrears of subscriptions and/or other moneys owing to the Society by persons who have been expelled from membership in accordance with Clause 10.15 of the Constitution for the non-payment of subscriptions.
- 10.14 Subscriptions shall be due on the first day of July in each year for the financial year then commencing, for members joining prior to 1 July 2017. For members joining after that date, renewal will be due on the anniversary of joining.
- 10.15 Final Notice: Deleted November 2014.
- 10.16 Notwithstanding the provisions of Clause 10.14 above:
- 10.16.1 A member whose subscription remains unpaid after the expiry of six months following the date on which it becomes due will be reclassified as a Past Member.

- 10.16.2 No member owing fees or subscriptions shall be eligible for nomination or for election to hold office while moneys owing to the Society remain unpaid;
- 10.16.3 No member owing fees or subscriptions as provided in subclause 10.16.1 above shall vote or take part in any business of the Society in which a division or show of hands is required.
- 10.16.4 When a member is owing amounts made up of overdue fees, sundry services and supplies, any amount that he may pay on account of his indebtedness shall be first placed to liquidating the debt for supplies for which the Society has incurred expense, leaving the member still unfinancial unless the amount outstanding is within the limit set out in the preceding subclauses 10.16.1 and .2
- 10.17 The Council shall have power to review the account of any member who is in arrears and if it shall be shown by any member that payment of his account will inflict hardship upon him by reason of his being out of employment or in temporary difficulties through causes over which he has had no control, the Council may defer any payment due by such member at its discretion.
- 10.18 The income and property of the Society from whatsoever source derived shall be applied solely towards the promotion of Objectives of the Society as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the members of the Society, provided that nothing herein shall prevent payment in good faith of remuneration or presentation if approved at an Annual General Meeting of the Society to any officer or servants of the Society or to any members of the Society or other persons in return for services actually rendered to the Society.
- 10.19 The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association.

11. LIMITS OF FINANCIAL AND LEGAL LIABILITY

- 11.1 The Society is incorporated with limited liability. Therefore, the absolute limit of individual member's financial liability will be confined to the amount of their annual subscription, or in the event of the Society being wound up, those charges provided in clause 10.19.
- 11.2 The income and property of the Society whencesoever derived shall be applied solely towards the promotion of the objectives of the Society as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Society, provided that nothing herein contained shall prevent the payment in good faith of remuneration, or presentation if approved at an Annual General Meeting of the Society, to any officers or servants of the Society or to any member of the Society in return for any services actually rendered to the Society, nor 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 purposes of this paragraph by resolution of the Council on money borrowed from any member of the Society, reasonable and proper rent for premises demised or let by any member to the Society but so that no member of the Council or governing body of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees and that a remuneration or other benefit in money or money's worth shall be paid or given by the Society to a member of such Council or governing body except repayment of out of pocket expenses and interest at a rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society.

12. COMMUNICATIONS

- 12.1 The Society will issue or sponsor such publications as in the judgement of the Council will best carry out the objectives of the Society.
- 12.2 The official record of technical papers and discussions, arising from the Annual Conference, Regional Conferences and other conferences, seminars or meetings the Society may organise from time to time, shall be known as "The Proceedings of The Electric Energy Society of Australia", and shall be published

by direction of the Council. The Annual Report of the Council, the Balance Sheet and such other business records of the Society as may be deemed necessary, may be published by inclusion on the Society website, or otherwise as may be decided by the Council. (amended August 2008)

- 13.3 Where an electronic mailing address for a member is maintained in the register of members, written notice may be served on that member by sending it to that electronic mailing address. (added November 2015)

13. AWARDS

- 13.1 The Council may, at its discretion, make an award or prize to any individual in recognition of their contribution to the aims and objectives of the Society:

The conditions, value and criteria for any award shall be determined by the Council. (amended November 2014)

14. THE COUNCIL OF THE ELECTRIC ENERGY SOCIETY OF AUSTRALIA

- 14.1 The Council shall have the management and direction of the affairs of the Society, either itself or through committees, and shall do all such acts as appear to it to be necessary or desirable for the purpose of carrying into effect the Objects of the Society, subject to the provisions of the Constitution.

The Council will co-ordinate conferences run by the separate Chapters. Such Conferences should normally aim to recover costs, whilst also meeting the membership needs and interest for Continuing Professional Development, networking and fellowship. (amended November 2014)

- 14.2 The Council of the Society shall consist of eight elected members, the Secretary and an appointed Honorary Treasurer. An additional elected member from each chapter is permitted. The President, or Chairman elected in his absence, shall have a deliberative vote, and in the event of an equality of votes, a casting vote. (amended November 2014).
- 14.3 In electing the Council, members shall be mindful for each State to be represented. The Office Bearers of the Council of the Society shall be as follows:

- 14.4 President:

The President shall be the Executive Officer of the Society and preside over all meetings of the Society at which he is present.

- 14.5 Secretary:

It shall be the duty of the Secretary, under the direction of the Council to conduct the ordinary business of the Society; keep an accurate record of the proceedings of the Society and of the Council; keep a correct roll of members' names, with their addresses and dates of admission and grade transfer; direct the collection of subscriptions; conduct the correspondence of the Society; give notice of all meetings of the National Council and meetings of the Society, supervise the publishing of the Proceedings of the Society in accordance with the Constitution. During his appointment he may take part in the deliberations of the National Council but shall not vote.

- 14.6 Honorary Treasurer:

The Honorary Treasurer shall be a member, appointed annually by the elected Council Members, from nominations called from the Members of the Society

The Honorary Treasurer shall be responsible to the National Council for the funds of the Society in accordance with the By-Laws.

- 14.7 The Past President shall be the President who last held office and is willing to act on the Council.

- 14.8 The Council shall meet together for the despatch of business, adjourn or otherwise regulate its meetings as it thinks fit, and shall determine by a majority of votes any matter coming before it.

- 14.9 The Council may conduct its business by telephone or video conference, or correspondence and a motion or proposal in writing, a copy of which has been sent to each member of the Council, shall if endorsed by a majority of members of the Council, be as valid and effective as though duly proposed and carried at a properly constituted meeting of the Council. (amended November 2014)
- 14.10 Council Members shall be Members elected annually, and shall hold office until the conclusion of the Annual General Meeting following the date of the member's election. The outgoing President shall hold office until a new President is elected by the new Council. Council Members shall be eligible for re-election.
- 14.11 A President for the ensuing year shall be elected annually by the incoming Council from its own Members, provided that the election of the said President and vice-president shall be by a majority vote of the Council by secret ballot.
- 14.12 If through any cause the office of President becomes vacant, the Council shall elect from its number a successor for the unexpired portion of the term, and the vacancy in the office of Council Member thus created shall be filled for the unexpired portion of the term by the Council which shall select a Council Member from eligible members of the Society.
- 14.13 Nominations of Members for Council Members for the ensuing year, other than those in Clause 14.12, shall be invited from members and the election of such Council Members shall be in accordance with Clause 14.21.
- 14.14 A quorum of the Council shall comprise four members.
- 14.15 If through any cause a position on the Council becomes vacant before the expiry of the term, the vacancy shall be filled for the unexpired portion of the term by the Council which shall select a Council member from the eligible members of the Society. Every effort shall be made to fill the vacancy from the Chapter in which the vacancy arose.
- 14.16 The Secretary shall be appointed by the National Council of the Society on an annual basis and need not be a member of the Society. The Secretary is to undertake the following activities
- Administration: Conduct front office functions of EESA at national level with regard to general enquiries, information dissemination to EESA members and others by phone, fax and mail
 - Publications: assist with printing and distribution of journals
 - Meetings: provide secretarial services for meetings of the EESA National Council
- The appointment of a paid secretary to conduct the main work requirements in EESA is accepted.
- 14.17 The members of the Council may continue to act as a fully constituted Council pending the selection of a member to fill any vacancy.
- 14.18 Substitute Council Members:
- Any member of the Council who is unable to attend a Council Meeting may appoint another member of the Council to act as his proxy, but the Secretary must be notified in writing the name of such member before the meeting.
- 14.19 Temporary Authorisation:
- The Council may at any time authorise any officer, other person, or committee to perform any acts or functions which in the Constitution or By-Laws may be prescribed to be performed by any specified officer, other person, or committee whenever by reason of death, absence, disability, or other cause, sufficient ground therefore shall be apparent to the Council.
- 14.20 Exemption of Council from Impeachment:
- Any act of the Council receiving the expressed or implied sanction of the members at a General Meeting of the Society shall be deemed to be an act of the Society and shall not be impeached by any member of the Society on any grounds whatever.
- 14.21 Election of Office Bearers for announcement at the Annual General Meeting.

14.21.1. Nominations shall only be accepted from the Society membership and shall include the member's Chapter.

14.21.2 Nominations shall be made by at least one member as proposer and require consent by the candidate prior to the election.

14.21.3 Nominations shall be received by the Secretary before the Annual General Meeting.

14.21.4 The Secretary shall be the Returning Officer and may appoint two members to act as Scrutineers. If required, the Secretary and President may engage an independent external provider to act as ballot provider and returning officer. (*amended April 2018*)

14.21.5 The ballot paper shall take account of individual chapter representation, to provide Council membership from all chapters. (*amended April 2018*).

14.21.6 *Included in 14.21.5, April 2018.*

14.22 The National Council will appoint a Membership Co-ordinator, who may be the Secretary. The Membership Co-ordinator shall communicate regularly with the Chapter membership officers to keep membership lists up to date, to follow up on arrears, to develop plans to grow membership and to be generally pro-active in all membership activities.

15. AUDITOR

15.1 The Society shall appoint an Auditor, who shall be a CPA or Chartered Accountant, appointed by the members of the Society at the Annual General Meeting, and he shall be responsible for the Audit of the accounts for the ensuing year. He shall have access at all reasonable times to the accounts of the pecuniary transactions of the Society, and shall verify and sign the Annual Statement of the Accounts before it is submitted to the Annual General Meeting.

16. REPRESENTATIVES TO KINDRED BODIES AND OTHER SOCIETIES

16.1 Members may be appointed as representatives of the Society to kindred bodies, other Societies, and/or committees. Such representatives, when appointed or nominated by the Society, shall be appointed by the Council.

17. GENERAL MEETINGS

17.1 A General Meeting shall mean a meeting to which all members of the Society are duly summoned, as provided in this Constitution.

17.2 Annual General Meeting:

A General Meeting to be called the Annual General Meeting of the Society shall be held each year at a time and place in conformity with this Constitution. The business of the Annual General Meeting shall include the presentation of the audited financial statements of account and the report of the Council of the Society of the transactions of the past year, the declaration of the results of the ballots for the election of the Council for the ensuing year, the election of Auditor and the consideration of any other business.

17.3 The Annual Conference and Annual General Meeting shall be held at such time and place as may be decided by the Council.

17.4 General Meetings may be held at such times and places as the Council may determine.

17.5 Special General Meetings:

- 17.5.1 The Council may, and shall upon a requisition made in writing by not less than fifteen (15) members of the Society, convene a Special General Meeting to be held within a period of three months from the date when such requisition is received by the Secretary;
- 17.5.2 Any requisition made by members shall include a statement of the object of the meeting proposed to be called and shall be sent or delivered to the Secretary. (amended November 2015)
- 17.5.3 Special General Meetings may be called by the Council and shall be convened upon requisition by at least fifteen (15) members as provided in Clause 17.15.1 of the Constitution. At any Special General Meeting only such business as is shown on the notice convening the meeting shall be considered.
- 17.6 Notice of General Meetings:
Seven days notice at the least, specifying the place, day and hour of the meeting and the general nature of the business shall be sent to each member, but the non-receipt of such notice by any member shall not invalidate the proceedings of any General Meeting. (amended November 2015)
- 17.7 Council Meetings shall be held at the discretion of the Council, provided that there shall be at least one Council meeting in each year.

18. STANDING ORDERS FOR GENERAL MEETINGS

- 18.1 These Standing Orders shall be applicable to all General Meetings of the Society and shall be construed subject to the Constitution.
- 18.2 No business shall be transacted at any General Meeting unless a quorum of members is present when the meeting proceeds to business. A quorum shall be fifteen Members or 50% of the total Members, whichever is the lesser.
- 18.3 If within one hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon a requisition of members shall be dissolved; in any other case it shall stand adjourned to a time and place to be nominated by the President, and if at such adjourned meeting a quorum is not present it shall be adjourned sine die.
- 18.4 The President shall preside as Chairman at every General Meeting of the Society. If there is no President or Vice-president present at the meeting within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman.
- 18.5 The Chairman, may, with the consent of the meeting, adjourn any 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.
- 18.6 At any General Meeting,
- 18.6.1 The Chairman shall have a deliberative vote, and in the event of an equality of votes, a casting vote.
- 18.6.2 Unless a secret ballot be demanded by at least five members, a declaration by the Chairman that a motion has been carried or lost and an entry to that effect in the Minutes of the meeting shall be sufficient evidence of the fact.
- 18.7 If a secret ballot be demanded by five or more members it shall be taken in such manner as the Chairman directs.
- 18.8 Before proceeding to conduct any ballot there shall be elected from the members present at the meeting a returning officer and two members who shall act as scrutineers.
- 18.9 Any member desiring to speak shall rise in his place and, when called upon by the Chairman, shall firstly give his name and the name of his employer, then address the Chair.

- 18.10 When the Chairman rises during a debate, any member then speaking or offering to speak shall resume his seat and the meeting shall be silent so that the Chairman may be heard without interruption.
- 18.11 The proposer of any motion or amendment shall submit it in writing if required to do so by the Chairman.
- 18.12 A motion or an amendment shall not be debated or put to the vote unless or until it has been seconded. A motion or amendment lapsing for want of a seconder shall not be recorded in the Minutes.
- 18.13 A motion or an amendment may be withdrawn by the mover with the consent of the seconder of such motion and the meeting which shall be signified without debate.
- 18.14 A motion or an amendment before the meeting may be reworded by the mover with the consent of the seconder of such motion and by leave of the meeting which shall be signified without debate.
- 18.15 An amendment shall be relevant to and shall not be a direct negation of the motion to which it is moved.
- 18.16 A member shall not speak more than once to any question except by way of explanation, provided that the mover of a motion, including a motion incorporating amendments, shall have a right of reply after all amendments have been dealt with and discussion on the motion has ended. Such reply shall close the debate. An amendment shall constitute a separate question from the original motion and from any other amendment. The mover of an amendment shall not have a right of reply.
- 18.17 When speaking in reply, the mover of a motion shall not introduce any new matter but shall confine his comments to answering previous speakers.
- 18.18 A member moving a motion or an amendment shall be deemed to have spoken to it. A member seconding a motion or an amendment without speaking to it may reserve his right to speak to it subsequently.
- 18.19 Except with the concurrence of the meeting:
- 18.19.1 A member shall not speak for more than five minutes in moving a motion or three minutes in reply;
- 18.19.2 Every other speaker shall speak for not more than three minutes on any question and
- 18.19.3 The debate on any motion including amendments shall not exceed thirty minutes.
- 18.20 When an amendment is before the meeting, discussion shall be confined to that amendment. No further amendment shall be proposed until the amendment before the meeting has been disposed of. A member may propose more than one amendment to any motion, provided not more than one amendment upon any motion shall be considered unless notice of such further amendment has been given before the amendment then under discussion has been disposed of.
- 18.21 Upon the adoption of any amendment to a motion, such motion as amended shall become a substantive motion and for all purposes of subsequent discussion shall be treated as an original motion.
- 18.22 Members shall speak in succession either for or against any question, subject to the right of the seconder to speak immediately after the mover. If at the conclusion of a speaker's remarks no member rises to speak on the other side or, in the case of a motion, to move an amendment, the question shall at once be put, provided that, in the case of a motion, the mover shall have the right to reply.
- 18.23 No motion to the same effect as any motion which has been negatives by the meeting shall be again entertained at the same meeting.
- 18.24 Rescission Motions:
- 18.24.1 A Resolution of a General Meeting shall not be altered or rescinded except by a motion to that effect of which notice has been duly given, provided that where a notice of motion to rescind a Resolution is given at the meeting at which the Resolution is carried, such Resolution shall not be carried into effect until such notice of rescission has been dealt with. Provided further upon receipt of such notice of rescission at the meeting, the Chairman of the meeting may allow a

- motion of rescission to be dealt with immediately or shall forthwith determine and announce the time and place of a further General Meeting to consider the notice of rescission or that the matter be resolved by a postal vote.
- 18.24.2 A Notice of Motion to rescind a Resolution shall not be in order unless signed by at least five members, provided that this shall not apply where three months have elapsed since the Resolution was passed.
- 18.24.3 Where a motion to alter or rescind a Resolution has been negatives no similar motion shall be brought forward within twelve months thereafter and the effect of this provision shall not be evaded by substituting any other motion differently worded but in principle the same.
- 18.24.4 Any such motion as aforesaid may be removed upon a report of the Council of the Society, and such report shall be specially mentioned in the Minutes.
- 18.24.5 A rescission motion to rescind a motion that has amended the Constitution in accordance with clause 22 must be carried by a two thirds vote of the members present.
- 18.25 Any member may raise a point of order which shall take precedence over all other business. No discussion shall take place on a point of order. The Chairman when called upon to decide a point of order shall give his decision and no debate or comment shall be permitted thereon; his decision shall be final subject to a formal motion proposing disagreement with the Chairman's ruling.
- 18.26 Any member may, upon the Chairman having given his ruling on a point of order, move dissent. Such motion shall be put to the meeting forthwith without debate. Should such motion be passed, a motion shall be received declaring the interpretation of the meeting.
- 18.27 After not less than two members in addition to the mover and seconder have had the opportunity to speak on the question, any member who has not already participated in the debate may, whether another speaker has the floor or not, move "That the question be now put", which motion, if accepted by the Chairman, shall be put without amendment or debate. The Chairman shall have absolute discretion to accept or refuse the motion. The Chairman may also, of his own volition, put the question if he feels that adequate discussion has taken place. In either case, the mover of a motion shall retain his right of reply. If an amendment is before the meeting, the closure motion shall be deemed to close the debate on the amendment only.
- 18.28 A member who has not already participated in the debate may move, "That the debate (or the meeting) be adjourned". Discussion and/or amendments shall be limited to the time and place of the adjourned debate or meeting. The motion shall take precedence over all other business except points of order. On resuming the adjourned debate or meeting the member who moved the adjournment shall be entitled to speak first.
- 18.29 A General Meeting may at any time during the discussion of a motion or an amendment resolve itself into a Committee of the Whole.
- 18.30 Standing Orders 18.9 to 18.23 and 18.25 to 18.28 or any of them may be suspended by a two-thirds vote of the members present. The member moving the suspension of any Standing Order shall state his reason for so doing and if seconded it shall be put to the vote without debate.
- 18.31 No member shall reflect on the vote of a meeting except on a motion for the rescission of any Resolution previously adopted. No member shall reflect on a Section of the Constitution or By-Laws except on a motion (of which due notice has been given) to amend or repeal such Section or by-law.
- 18.32 Notwithstanding anything hereinbefore contained, a decision by a validly constituted meeting shall not be void by reason only of a departure from these Standing Orders which was not discovered until after the decision had been made.
- 18.33 Any matter not dealt with in these Standing Orders shall be governed by the customary procedure at meetings.

19. CHAPTERS

- 19.1 The Society shall have Chapters in such geographic regions in Australia and in countries as the Council shall from time to time determine. A Chapter shall have a minimum of 20 voting members and shall be bound by this Constitution. Chapters shall organise themselves formally, electing a committee structure for the purpose. Chapters shall exist primarily for the purpose of promoting the interests of the Society and facilitating intercourse between members in country and regional districts.
- 19.2 Any member, group of members, or Chapter of the Society may use their endeavours to form a new Chapter. Copies of all correspondence and broad outlines of action shall however be forwarded regularly to the Secretary of the Council. Any member of a Chapter is eligible for election to the Council.
- 19.3 A member enrolled with any Chapter, while visiting the centre in which another Chapter is based, shall be entitled to participate in all the proceedings of that Chapter except that he shall not be entitled to vote on any motion or resolution of that other Chapter.
- 19.4 A member enrolled with any Chapter who wishes to be enrolled by more than one Chapter shall apply for each enrolment to the second or further chapters but one Chapter only shall be listed for financial and enrolment purposes.
- 19.5 Chapters shall conform to directions from the Council on all matters. In the event of a Chapter failing to abide by the Council's decision, the Council shall have the power to take over the affairs of the Chapter.
- 19.6 Each Chapter shall pass Rules to regulate the affairs of that Chapter and may from time to time amend and add to them but no such Rule shall be inconsistent with any of the provisions of this Constitution, nor shall any Rule or any amendment thereof have any force or effect until it has been approved by the Council.
- 19.7 Each Chapter shall have a Chapter committee which shall be nominated and elected by the voting members of the Society enrolled with that Chapter. Nominations for Committee members shall be called and submitted in writing not later than 21 days prior to the Chapter Annual General Meeting
- 19.8 The management of the Chapter shall be vested in the Chapter Committee which shall have the right to control, use, expend and deal with all funds and other assets of the Chapter subject to this Constitution and the payment by that Committee to the Council of such contributions as may from time to time be payable.
- 19.9 The Chapter shall submit a broad outline of its major activities to the Council for agreement, to ensure that does not clash in time or purpose with other activities of the Society.
- 19.10 Chapters shall forward to the Council within twenty-eight days copies of minutes of all Ordinary and Special Chapter Committee Meetings and each year the Chapter shall forward a copy of its Annual Report to the Council.
- 19.11 The Chapter Chairman shall have power to arrange for meetings and social gatherings at dates convenient to his group, but avoiding the date of any regular meetings of the Society, and shall notify all members included in the Chapter region of all meetings and functions to be held therein.
- 19.12 Chapter Meetings may take the form of technical discussions and associated social gatherings.
- 19.13 Chapter meetings may be open to visitors introduced by members. If visitors are present, no discussion shall be held on Society domestic matters.
- 19.14 Members at Chapter Meetings may submit any matter as a recommendation for attention by the National Council, but such recommendation will be dealt with only as an opinion from the group of members at the meeting. It will be judged by the Council in its relation to the interests of the Society.
- 19.15 The activities of Chapters shall at all times have in view the provisions of the Constitution of the Society, and especially the Objectives of the Society as defined therein. Chapters shall function strictly under the guidance and control of the Council of the Society in all respects.
- 19.16 Chapters will operate a trading account and provide a financial report to the national Treasurer every quarter.

- 19.17 Chapters will prepare an annual budget for submission to the National Council.
- 19.18 Chapters will receive a dividend of the annual membership for their region every year.

20. CHAPTER COMMITTEES

- 20.1 Each Chapter of the Society shall be managed by an elected Chapter Committee comprising Chapter Chairman, Chapter Secretary and Chapter Treasurer and a membership of two or more as appropriate to the needs of each Chapter. One member of the Committee is to act as membership officer for the Chapter. Committee Members shall be eligible for re-election.
- 20.2 Each elected member other than the Chapter Chairman has equal voting rights.
- 20.3 Only the Chapter Chairman has a casting vote. Co-opted Members do not have voting rights.
- 20.4 A committee member may be removed from office by the vote of a Special General Meeting of the Chapter, the said Committee Member to be advised of the proposed action at least fourteen days prior to the meeting.

21. CHAPTER ANNUAL GENERAL MEETINGS

- 21.1 The Chapter Annual General Meeting shall be held before the National Annual General meeting each year. The Meeting shall consider the following business:
 - 21.1.1 The Minutes of the previous Chapter Annual General Meeting
 - 21.1.2 Any appropriate correspondence
 - 21.1.3 The Chapter Annual report, comprising the reports of the Chapter Chairman, Secretary, Treasurer and specialist groups and others
 - 21.1.4 deleted August 2002.
 - 21.1.5 Election of the Chapter Secretary, Chapter Treasurer and Membership Officer
 - 21.1.6 Election of the incoming Committee
 - 21.1.7 deleted August 2002.
 - 21.1.8 General Business as appropriate
- 21.2 The retiring (or retired, dependent on timing relevant to the Chapter meeting) Chairman shall chair the meeting until the declaration of the incoming Chairman who shall assume the Chair and conduct the rest of the meeting.
- 21.3 No business shall be transacted at any General meeting unless a quorum of members is presented when the meeting proceeds to business. A quorum shall be ten Members or 30% of the total members, whichever is the lesser. (added November 2014)

22. AMENDMENTS TO THE CONSTITUTION

- 22.1 Amendments to the Constitution may be proposed:
 - 22.1.1 By means of a petition signed by not less than ten (10) members of the Society; or
 - 22.1.2 by a resolution of the Council passed by a majority of its members.

The council may, in both the above cases, provided at least 75% of chapter chairmen are in favour, submit such proposed amendments of the constitution to the Chapters to be voted upon as in accordance with the standing orders.
- 22.2 A Chapter may propose amendments on the Constitution to the Council, provided the amendment has the support of at least 75% of voting Chapter members present at a Special Chapter Meeting called for the purpose. Fourteen days clear notice in writing starting business and details of the meeting shall be given to members prior to the Special Chapter Meeting.

- 22.3 Proposed amendments shall be submitted to all members entitled to vote by circular letter or notice containing a proxy form, sent at least 30 days prior to a general meeting of the Society. (amended November 2015)
- 22.4 If a two-thirds majority of the votes cast at a General Meeting are in favour of the proposed amendments, the same shall thereupon become part of the Constitution.

23. TERMINATION

- 23.1 Should a Chapter desire to disband, a Special General Meeting with appropriate notice and notice of motion shall be called to debate the issue. If at least 75% of voting members present decide in favour of disbanding then:
- 23.1.1 A notice to this effect shall be circulated to all Chapter members for their written vote within two weeks of the Special General Meeting
- 23.1.2 A statement of argument and reasons therefore shall be forwarded to the Council. Should the postal ballot show at least 75 percent of voting members of the Chapter are in favour of disbanding then a further Special General Meeting shall be called and held not less than 30 nor more than 60 days after the closing date of the written ballot, to appoint a select committee to collaborate with the Council to terminate the affairs of the Chapter and to prepare final statements of Chapter Affairs, unless the number of members opposing termination is sufficient to constitute a Chapter. All assets and liabilities shall revert to Council for administering as Council sees fit.
- 23.2 The Society may be wound up if the Council and all remaining Chapters confirm resolutions to disband in accordance with the above clause 23.1 in which case the Council shall prepare a statement of the Society's affairs, pay all indebtedness and expenses of termination and shall dispose of all assets as required by Clause 24 of this Constitution. Council may, in these extreme circumstances, elect as an alternative to combine with or be absorbed by any other organisation of kindred interest so that the aims of the Society are served.

24. ASSET DISTRIBUTION ON TERMINATION

- 24.1 If for any reason, it is decided to terminate the activities of the Society, then Society residual assets will be passed to any officially recognised successor organisation (s) or to Engineers Australia for re-allocation in the promotional interests of on-going electric energy activities. In any case, the distribution of income, property and surpluses will not be made to members of the Society.

25. INTERPRETATION

- 25.1 In this Constitution, the following definitions shall apply:
- 25.1.1 Masculine includes feminine
- 25.1.2 "In writing" or "written" means and includes printing or other means or representing or reproducing words in visible form
- 25.1.3 Words importing the singular include plural and words importing the plural include the singular where the context permits
- 25.1.4 The heading is for convenience of understanding only and shall not affect the construction of this Constitution.

26. NOMINATION FORM FOR POSITION OF MEMBER OF THE COUNCIL

This form may be amended as prescribed by the Council from time to time, as required by circumstance, in accordance with Clause 22.3.

ELECTRIC ENERGY SOCIETY OF AUSTRALIA,

NOMINATION FORM FOR POSITION OF MEMBER OF THE COUNCIL

.....
(FULL NAME OF CANDIDATE)

a financial member of the Society

is hereby nominated for election to the Council for the

year /

Proposed by
(SIGNATURE)

I consent to the nomination and agree to the publication of the information on this form, for the election information.

.....
.....(SIGNATURE OF CANDIDATE)

TO BE RECEIVED BY THE SECRETARY ON OR BEFORE.....