

ASSOCIATIONS INCORPORATION ACT 1981 (VICTORIA)
THE ENVIRONMENT INSTITUTE OF AUSTRALIA AND NEW ZEALAND
RULES OF ASSOCIATION

As amended at the AGM of October 2008

NAME

1. The name of the incorporated association is **The Environment Institute of Australia and New Zealand** (in these rules called '**the Institute**')

INTERPRETATION

- (1) In these Rules, unless the contrary intention appears:

'**By-laws**' means By-laws approved by Council in accordance with Rule 39.

'**Code of Ethics and Professional Conduct**' means the Code of Ethics and Professional Conduct adopted by Council and ratified by the Institute in accordance with Rule 40.

'**Council**' means the Council of the Institute.

'**Environment**' includes all aspects of the surroundings of human beings, whether affecting human beings as individuals or in their social groupings, and 'environmental' has a corresponding meaning.

'**Executive Committee**' means the Executive Committee of the Council appointed pursuant to Rule 27.

'**Financial year**' means the year ending on 30 June.

'**General Meeting**' means a general meeting of members convened in accordance with Rule 11.

'**Honorary Life Member**' means an Honorary Life Member of the Institute.

'**Honorary Fellow**' means an Honorary Fellow Member of the Institute.

'**Fellow**' means a Fellow Member of the Institute.

'**Member**' means a Member of the Institute.

'**Associate Member**' means an Associate Member of the Institute.

'**Student Member**' means a Student Member of the Institute.

'**Ordinary Member of the Council**' means a member of the Council who is not an officer of the Institute under Rule 20.

'**Journal Editor**' means the Editor of the Australasian Journal of Environment Management as published by the Institute or equivalent publication.

'**Communications Editor**' means the Editor of the regular newsletter published by the Institute.

The term '**the functional areas of environmental practice**' means any of the areas of expertise as determined by the Council and listed in the By-laws.

'**Accredited degree**' means a degree awarded by an accredited tertiary institution and related to the primary purposes defined in the Institute's Statement of Purposes.

'**Address**' means postal address or electronic mail address as recorded in the Membership Register

The terms '**Statement of Purposes**' and '**Purposes of the Institute**' mean the Statement of Primary and Secondary Purposes contained in the Schedule to these Rules.

'**The Act**' means the Associations Incorporation Act 1981 in the State of Victoria.

'**The Regulations**' means regulations under the Act.

- (2) In these Rules, a reference to the Secretary of the Institute is a reference:
 - (a) where a person holds office under these Rules as Secretary of the Institute, to that person;
 - (b) in any other case, to the public officer of the Institute.
- (3) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 of Victoria and any amendments thereto as in force from time to time.

APPLICATION FOR MEMBERSHIP

- (1) Subject to sub-rule (5) a natural person who has applied and been approved for membership as provided in these Rules is eligible to be a **Member** of the Institute on payment of the processing fee and annual subscription payable under these Rules.
- (2) Subject to Sub-Rule (6), a natural person who has applied and been approved for Associate membership as provided in these Rules is eligible to be an Associate Member of the Institute on payment of the processing fee and annual subscription payable under these Rules.
- (3) Subject to Sub-Rule (7), a natural person who is a Member and has applied and been approved for Fellow membership as provided in these Rules is eligible to be a Fellow of the Institute on payment of the annual subscription payable under these Rules.
- (4) Subject to Sub-Rule (8), a natural person who has applied and been approved for Student membership as provided in these Rules is eligible to be a Student Member of the Institute on payment of the annual subscription payable under these Rules.
- (5) A natural person shall be eligible to be considered as a Member of the Institute if she or he is a person who can produce evidence to the satisfaction of the Council that:
 - (a) an accredited degree, higher degree, or graduate diploma has been successfully completed, and they have a minimum of two years experience in one or more of the functional areas of environmental practice; or
 - (b) they have a minimum of 5 years experience in one or more of the functional areas of environmental practice; or
 - (c) who can establish that they have full membership of another professional body approved from time to time by the Council and who produce evidence of achievements consistent with the purposes of the Institute; or
 - (d) who, not having the qualifications or eligibility described in sub-rules (5)(a), (5)(b) or (4)(c) above, can produce evidence of achievements and/or expertise consistent with the purposes of the Institute; provided that such evidence satisfies the Council that such achievements and/or experience have been obtained in any of the functional areas of environmental practice.

- (6) A natural person shall be eligible to be considered as an **Associate** member of the Institute if she or he is a person:
- (a) who has completed an accredited degree, higher degree, or graduate diploma but does not have a minimum of two years experience in one or more of the functional areas of environmental practice; or
 - (b) who can produce evidence to the satisfaction of the Council that they have an interest in the functional areas of environmental practice and the purposes of the Institute but do not otherwise qualify for membership of the Institute in any of the defined membership categories; or
 - (c) is eligible for full membership but prefers to be an Associate Member only.
- (7) A natural person shall be eligible to be considered as a **Fellow** of the Institute if she or he:
- (a) is a current Member for a continuous period of at least two years;
 - (b) is a senior practitioner of influence in the environmental profession over a period of at least ten years; and
 - (c) is appointed by invitation of the President following a Fellow nomination and review process.
- (8) A **Fellow Member** is entitled to the same rights and privileges as a Member of the Institute.
- (9) A natural person shall be eligible to be considered as a **Student Member** of the Institute if she or he is a person who is undertaking study for an accredited degree, higher degree or graduate diploma in one or more of the functional areas of environmental practice.
- (10) (a) The Council may award **honorary life membership** to any natural person it considers to have made outstanding contributions to the environment profession as demonstrated by service to the Environment Institute of Australia and New Zealand. An Honorary Life Member of the Institute is the highest distinction awarded by the Institute.
- (b) An **Honorary Life Member** is entitled to the same rights and privileges under these Rules as a Member and Fellow of the Institute. An Honorary Life Member is not required to pay an annual subscription.
- (11) (a) The Council may award honorary fellowship to any natural person it considers to have made outstanding contributions to the environment profession.
- (b) An **Honorary Fellow** is entitled to the same rights and privileges under these Rules as a Fellow Member of the Institute. An Honorary Fellow is not required to pay a processing fee or annual subscription.
- (12) An application by a person for membership of the Institute as a **Member**, an **Associate** or a **Student**:
- (a) shall be made in writing in the form as may be prescribed from time to time in the By-laws;
 - (b) shall, for a Member, be accompanied by two written nominations by members of the Institute;
 - (c) shall, for an Associate Member or a Student Member, not require written nominations by members of the Institute;
 - (d) shall be accompanied by an undertaking by the applicant that 'If admitted to the Institute the applicant agrees to be bound by the Institute's code of ethics and Professional Conduct and the Rules of Association'; and
 - (e) shall provide sufficient information to enable a determination of whether or not the applicant sufficiently satisfies the respective membership requirements of the Institute.

- (13) The procedures for lodgement of membership applications, determination of these applications on behalf of the Council, notification of applicants, and maintaining the Register of Members as specified in Rule 5 shall be prescribed in the By-laws.
- (14) Any right, privilege or obligation of a person by reason of membership of the Institute:
- (a) is not capable of being transferred or transmitted to another person; or
 - (b) in the case of a natural person, terminates upon the cessation of membership whether by death or resignation or otherwise.

ANNUAL SUBSCRIPTION AND PROCESSING FEE

4. (1) The annual subscription and processing fee for each category of membership other than honorary life membership and honorary fellowship shall be determined annually by the Council not less than two months before the day on which the annual subscription is payable.
- (2) The annual subscription is payable in advance on or before the 1st day of July in each year. New members in any category of membership other than honorary life membership accepted after the 31st December in any Financial Year may be called upon to pay only a proportion of the annual subscription for that year, as determined by the Council.
- (3) Any Member, Associate Member, Fellow Member or Student Member who is more than twelve months in arrears and who fails to give an explanation acceptable to the Council shall cease to have membership of the Institute.

MEMBERSHIP REGISTER

5. (1) The Secretary shall cause to keep and maintain a Membership Register in which shall be entered the full name, postal address, electronic mail address if available, membership category and date of entry of the name of each Member, Fellow Member, Associate Member, Student Member, Honorary Life Member and Honorary Fellow Member and such other particulars as the Council may from time to time prescribe by resolution.
- (2) The Membership Register shall be available for inspection by Members at all reasonable times at the office address of the Institute in accordance with the provisions of the Act.
- (3) The Council may decide to provide every Member with a Certificate of Membership which shall remain the property of the Institute and which shall be returned forthwith by any person who has resigned or whose name has been removed from the Register.
- (4) Membership of the Institute entitles a Member to use after her or his name, the following abbreviated designation: MEIANZ
- (5) Fellowship of the Institute entitles a Fellow to use after her or his name, the following abbreviated designation: FEIANZ
- (6) The Membership Register will be open for inspection in accordance with the provisions of the Act.

RESIGNATION OF A MEMBER, ASSOCIATE MEMBER, FELLOW MEMBER OR STUDENT MEMBER

6. (1) A Member, Associate Member, Fellow Member or Student Member of the Institute who has paid all moneys due and payable to the Institute may resign from the Institute by first giving one month's notice in writing to the Secretary of intention to resign and upon the expiration of that period of notice, the Member, Associate, Fellow or Student as the case may be shall cease to be a Member.
- (2) Upon the expiration of a notice given under sub-rule (1), the Secretary shall cause to make an entry in the Membership Register recording the date on which the Member, Associate, Fellow or Student by whom the notice was given, ceased to be a Member, Associate Member, Fellow Member or Student Member.

EXPULSION OF A MEMBER

7. (1) In this rule, the term Member shall mean a Member, Associate Member, Fellow Member or Student Member of the Institute.
- (2) Subject to these Rules, the Council may by resolution:
- (a) expel a Member from the Institute;
 - (b) suspend a Member from membership of the Institute for a specified period;
 - (c) or sanction a Member in accordance with the By-laws, if the Council is of the opinion that the Member:
 - (i) has refused or neglected to comply with these Rules;
 - (ii) according to the Code of Ethics and Professional Conduct adopted according to Rule 40, has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Institute; or
 - (iii) has according to the said Code of Ethics and Professional Conduct adopted according to Rule 40, failed to observe a proper standard of professional conduct.
- (3) A resolution of the council under sub-rule (2), where the Member exercises a right of appeal to the Institute under this clause, does not take effect until the Council confirms the resolution at a subsequent meeting.
- (4) Where the Council passes a resolution under sub-rule (2), 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 Council and the grounds on which it is based;
 - (b) stating that the Member may address an Appeal Committee of Council at a meeting to be held not earlier than 14 and not later than 28 days after service of notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the Member that he or she may do one or more of the following:
 - (i) attend that meeting (either in person or by representative);
 - (ii) give to the Council before the date of that meeting a written statement seeking the revocation of the resolution by way of appeal to an Appeal Committee of Council;
 - (iii) not later than seven days before the date of the meeting, lodge with the Secretary a notice to the effect that he or she wishes to appeal to the Institute in general meeting against the resolution.

- (5)
 - (a) An Appeal Committee shall be appointed by the Council within seven days of the receipt of the appeal.
 - (b) An Appeal Committee shall be constituted by any three members of Council, nominated by the Council.

- (6) At a meeting of the Appeal Committee held in accordance with sub-rule (4)(b), 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 determine whether to recommend confirmation or revocation of the resolution.

- (7)
 - (a) The Appeal Committee will report in writing its recommendation to the Council within seven days of its hearing of the appeal.
 - (b) The Council will at its next meeting determine whether to accept or reject the recommendation of the Appeal Committee.

- (8) Where the Secretary receives a notice under sub-rule (4)(d)(iii), the Secretary shall notify the Council and the Council shall convene a general meeting of the Institute to be held within eight weeks after the date on which the Secretary received the notice.

- (9) At a general meeting of the Institute convened under sub-rule (8):
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Council 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.

- (10) 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 GENERAL MEETING

8. (1) The Institute shall in each calendar year convene an annual general meeting of Members.
- (2) The annual general meeting shall be held on such a day as the Council determines provided that it is held between the first day of July and the last day of October.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Council reports upon the transactions of the Institute during the last preceding financial year;
 - (c) to receive from the Returning Officer the declaration of the results of the election of the officers of the Institute in accordance with Rule 21; and
 - (d) to receive and consider the financial statement submitted by the Institute in accordance with Section 30(3) of the Act.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

SPECIAL GENERAL MEETING

9. All general meetings other than the annual general meeting shall be called special general meetings.
10. (1) The Council may, whenever it thinks fit, convene a special general meeting of the Institute and where, but for this sub-rule more than 15 months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (2) The Council shall, on the requisition in writing of Members representing not less than fifty of the total number of Members, convene a special general meeting of the Institute.
- (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the Members making the requisition and be sent to the Secretary and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (4) If the Council does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the Secretary, the
Members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.
- (5) A special general meeting convened by Members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Council.

NOTICE OF MEETING

11. (1) The Secretary of the Institute shall, at least 21 days before the date fixed for holding a general meeting of the Institute, cause to be sent to each Member, Associate Member, Fellow Member and Student Member of the Institute at the address appearing in the Membership Register a notice by pre-paid post or by electronic mail stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting provided that the accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by any person entitled to receive notice, shall not invalidate the proceedings of the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting. Other matters of information or questions to the Council may be raised without notice by any Member attending the meeting provided that the matters so raised shall not be formally dealt with by the meeting but merely referred, if necessary, to the next meeting of the Council for its attention.
- (3) A Member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.
- (4) For the purposes of the notice referred to in sub-rule (3), an Associate Member, a Fellow Member and a Student Member of the Institute shall be regarded as a Member of the Institute.

PROCEEDINGS AT MEETINGS

12. (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these Rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- (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.
- (3) Fifteen (15) Members personally present (being Members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (4) If within a reasonable time after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within an hour after the time appointed for the commencement of the meeting, the Members present (being not less than 15) shall be a quorum.
13. (1) The President, or if absent, one of the Vice-Presidents as determined by the Members present, shall preside as Chairperson at each general meeting of the Institute.
- (2) If the President and both Vice-Presidents are absent from a general meeting, the Members present shall elect one of their number to preside at the meeting.

14. (1) The Chairperson 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.
- (2) Where a meeting is adjourned for 14 days or more, the Secretary of the Institute shall cause to be sent to each Member, Associate Member, Fellow Member and Student Member of the Institute at the address appearing in the applicable Membership Register a notice by pre-paid post or by electronic mail stating the place, date and time of the adjourned meeting, and the nature of the business left unfinished at the meeting at which the adjournment took place.
- (3) Except as provided in sub-rule (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
15. (1) Except as provided in sub-rule 7(9), any motion or amendment proposed or seconded at a general meeting shall be put by the Chairperson and decided by a majority of Members present on a show of hands, provided that a poll or secret ballot may be called by the Chairperson or demanded by any Member present.
- (2) A declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Institute is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
16. (1) In order to be entitled to vote at a general meeting of the Institute or the Annual General Meeting of the Institute or by postal ballot, a person must be a Member, Fellow Member, Honorary Life Member or Honorary Fellow of the Institute.
- (2) A Member or a Fellow Member is not entitled to vote at any general meeting unless all moneys due and payable to the Institute have been paid, including the amount of the annual subscription payable in respect of the current financial year.
- (3) An Associate Member or a Student Member is not entitled to vote at the Annual General Meeting or any general meeting of the Institute.
17. (1) Upon any question arising at a general meeting of the Institute, a Member has one vote only.
- (2) All votes shall be given personally or by proxy.
- (3) On a show of hands or secret ballot every Member in person shall have one vote and in a poll every member present in person or by proxy shall have one vote.
- (4) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote, which may be exercised at his or her discretion.
18. (1) If at a meeting a poll on any question is demanded by any Member present, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson 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 a time before the close of the meeting as the Chairperson may direct.
- (3) Where a poll or secret ballot has been called or demanded, the meeting shall appoint two scrutineers who shall count the votes and report to the meeting through the Chairperson the result of the poll.

19. (1) Each Member shall be entitled to appoint another Member as his or her proxy by notice given to the Secretary at the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form prescribed by the By-laws from time to time.
- (3) No person shall be appointed a proxy who is not himself or herself a Member entitled to be present and vote in his or her own right at the meeting.

THE COUNCIL

20. (1) The affairs of the Institute shall be managed by a Council which shall consist of:
- (a) the officers of the Institute;
 - (b) one ordinary Member from each Division who usually resides in or works in or in close proximity to the geographical area covered by that Division as a delegate of that Division; and
 - (c) any other Member as appointed by the Council in accordance with Rule 20(4)
- (2) The Council:
- (a) shall control and manage the business and affairs of the Institute;
 - (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Institute other than those powers and functions that are required by these rules to be exercised by general meetings of the Members of the Institute; and
 - (c) subject to these Rules, the regulations and the Act, has power to perform all such acts and things as appear to the Council to be essential for the proper management of the business and affairs of the Institute.
- (3) The officers of the Institute, who shall be members of the Executive Committee as provided under Rule 27, shall be:
- (a) a President;
 - (b) a Vice-President (Australia);
 - (c) a Vice-President (New Zealand);
 - (d) a Treasurer;
 - (e) a Secretary;
 - (f) the Immediate Past President who shall be an ex officio member of the Council for a period of two years, with the option of this term being extended by resolution of the annual general meeting and with the agreement of that person.;
 - (g) a Communications Editor.
- (4) If the Council has appointed a Member other than an officer to the Executive Committee, that person shall be an ex officio member of the Council with full voting rights.
- (5) Each officer shall be elected in accordance with Rule 21.
- (6) Each officer of the Institute shall hold office for two years until the second annual general meeting after the date of his or her election but is eligible for re-election.

ELECTION OF OFFICERS

- 21.** (1) Only a Member of the Institute can nominate for election as an officer of the Institute or an ordinary Member of the Council.
- (2) Nominations of candidates for election as officers of the Institute:
- (a) shall be made in writing, signed by two Members of the Institute and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (b) shall be delivered by hand, post or facsimile to reach the Returning Officer of the Institute not less than eight weeks before the date fixed for the holding of the annual general meeting.
- (3) If insufficient nominations are received to fill all officer positions, further nominations shall be received at the annual general meeting for the vacancies not filled by the candidates declared or deemed elected pursuant to the postal ballot procedures. Such further nominations shall be voted upon by those present in person or by proxy.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of officers shall be conducted by a postal ballot election by all ordinary Members of the Institute and the method of vote counting shall be in accordance with the optional proportional representation method.
- (7) In the election of Vice-Presidents, only Members who belong to the Australian Chapter may vote for the Vice-President (Australia) and only Members who belong to the New Zealand Chapter may vote for the Vice-President (New Zealand).
- (8) The election of officers shall take effect at the conclusion of the annual general meeting which next follows the postal ballot and at which the Returning Officer declares the outcome of the postal ballot.
- (9) The Council shall in each year, with the consent of the Public Officer of the Institute, appoint a Returning Officer to oversee the postal ballot election in accordance with this Rule. A person shall not be eligible for appointment as Returning Officer if they are either an officer of the Institute or are a member of the Council. In the absence of an appointment by Council, the Public Officer shall be the Returning Officer.
- (10) The Council shall by by-law prescribe such detailed election procedures as are considered by Council to be necessary to give better effect to this rule.

ELECTION OF ORDINARY MEMBERS

- 22.** Each ordinary Member of the Council shall either be elected at each annual general meeting of the Division which that Member represents, or shall otherwise be appointed by that Division, as it so determines.

COUNCIL VACANCIES

23. (1) Through any cause an office of President, Vice-President, Secretary or Treasurer becomes vacant the Council shall elect a successor to the vacant position who shall serve for the unexpired portion of the term of office vacated.
- (2) If through any cause, the office of Newsletter Editor becomes vacant the Council shall appoint a successor from the general membership and he or she shall serve for the unexpired portion of the term of office vacated.
- (3) If through any cause, the office of an ordinary Member of the Council becomes vacant, the vacancy shall be filled by that Division which that Member represents, as it so determines.
24. For the purposes of these Rules, the office of an officer of the Institute or of an ordinary member of the Council becomes vacant if the officer or Member:
- (a) ceases to be a Member of the Institute;
 - (b) becomes an insolvent under administration within the meaning of a Companies Code of an Australian State or New Zealand;
 - (c) resigns his or her office by notice in writing given to the Secretary; or
 - (d) fails to attend three consecutive Council meetings without leave of absence following which the Council has resolved that his/her place on the Council shall be vacant.

PROCEEDINGS OF COUNCIL

25. (1) The Council shall meet at least two times in each year at such place and such times as the Council may determine.
- (2) Special meetings of the Council may be convened by the President or by any four of the members of the Council.
- (3) Notice shall be given to members of the Council of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such meeting.
- (4) A majority of the members of the Council constitute a quorum for the transaction of the business of a meeting of the Council.
- (5) No business shall be transacted unless a quorum is present and if within an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to a date and time to be fixed by the Executive Committee.
- (6) Unless specifically stated to the contrary in these Rules, the Council may regulate its meetings as it thinks fit. For the purpose of this rule, the Council may meet for dispatch of business by post, telephone or other telegraphic or electronic communication.
- (7) At meetings of the Council:
- (a) the President, or if absent, one of the Vice-Presidents as chosen by the members present shall preside; or
 - (b) if the President and both Vice-Presidents are absent, such one of the remaining members of the Council as may be chosen by the members present shall preside.

- (8) Questions arising at a meeting of the Council or of any committee appointed by the Council 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.
- (9) Each member participating in a meeting of the Council or of any committee appointed by the Council (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 which may be exercised at his or her discretion.
- (10) Written notice of each Council meeting shall be served on each member of the Council by sending it by pre-paid post addressed to that person's usual or last known place of abode or by electronic mail to that person's usual electronic mail address at least two weeks before the date of the meeting.
- (11) Subject to sub-rule (4) the Council may act notwithstanding any vacancy on the Council.

REMOVAL OF MEMBER OF COUNCIL

- 26.** (1) The Institute in general meeting may by resolution remove a member of the Council before the expiration of his or her term of office and appoint another Member in that person's stead to hold office until the expiration of the term of the first-mentioned Member.
- (2) Where the member to whom a proposed resolution referred to in sub-rule (1) makes representations in writing to the Secretary or President of the Institute (not exceeding a reasonable length) and requests that they be notified to the members of the Institute, the Secretary or the President may send a copy of the representations to each Member of the Institute or, if they are not so sent, the Member may require that they be read out at the meeting.

EXECUTIVE COMMITTEE

- 27.** (1) There shall be an Executive Committee of the Council.
- (2) The Executive Committee shall consist of the officers of the Institute and such other Members of the Institute as may be appointed from time to time by resolution of the Council. In each year the initial membership of the Executive Committee shall be determined by the Council at its first meeting after the annual general meeting.
- (3) The Council may prescribe by resolution By-laws to regulate the proceedings and the conduct of the Executive Committee.
- (4) The Executive Committee shall exercise such powers and functions and perform such duties as are conferred upon it by the Council or by these Rules.
- (5) The Council may, in relation to any matter or class of matters, or in relation to any activity or function of the Institute by resolution, delegate all or any of its powers or functions under these Rules (except this power of delegation) to the Executive Committee or to any Member of the Institute or to a committee consisting of Members of the Institute with or without other persons or to a servant or employee of the Institute.
- (6) Every delegation under sub-rule (5) shall be revocable by resolution of the Council and no delegation shall prevent the exercise of any power or function by the Council.

MINUTES OF MEETINGS

- 28.** The Secretary of the Institute shall cause to keep minutes of the resolutions and proceedings of each general meeting, each Council meeting and each Executive Committee meeting in books provided for that purpose together with a record of the names of persons present at Council meetings and Executive Committee meetings.

ACCOUNTS

- 29.** (1) The Treasurer of the Institute:
- (a) shall cause to collect all moneys due to the Institute and make payments authorised by the Institute; and
 - (b) shall keep correct accounts and books showing the financial affairs of the Institute with full details of all receipts and expenditure connected with the activities of the Institute.
- (2) The accounts and books referred to in sub-rule (1) shall be available for inspection by Members.
- (3) At least once in every year the accounts of the Institute shall be audited by a qualified Auditor or Auditors appointed by the Council. The auditor statement shall be presented to the Annual General Meeting of the Institute.

CHEQUES

- 30.** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by either
- (a) two members of the Executive Committee; or
 - (b) one member of the Executive Committee and one permanent employee of the Institute
- as determined by Council

SEAL

- 31.** (1) The Common Seal of the Institute shall be kept in the Custody of the Public Officer.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the Common Seal shall be attested by the signatures either of two members of the Council or of one member of the Council and of the Public Officer of the Institute.

ALTERATION OF RULES AND STATEMENT OF PURPOSES

- 32.** These Rules and the Statement of Purposes of the Institute shall not be altered except in accordance with the Act.

NOTICES

- 33.** (1) A notice may be served by or on behalf of the Institute upon any Member, Associate Member, Fellow Member or Student Member either personally or by sending it by post, by facsimile or by electronic mail to the Member at the address shown in the applicable Membership Register.
- (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 at which the letter would have been delivered in the ordinary course of post.

WINDING UP OR CANCELLATION

34. In the event of the winding up or the cancellation of the incorporation of the Institute, the assets of the Institute shall be disposed of in accordance with the provisions of the Act.

CUSTODY OF RECORDS

35. (1) Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or under his or her control all books, documents and securities of the Institute.
- (2) All accounts, books, securities and other relevant documents of the Institute must be available for inspection free of charge by any Member upon request.
- (3) A Member may make a copy of any accounts, books, securities and other relevant documents of the Institute.

OFFICES

36. The offices of the Institute (including the headquarters) shall be located at such a place or places as shall be determined by the Council from time to time.

FUNDS

37. The funds of the Institute shall be derived from entrance fees, annual subscriptions donations and such other sources as the Council determines.

HONORARIA

38. The Council may grant honoraria to all or any of the following it thinks fit: the President, the Vice President (Australia), the Vice President (New Zealand), the Secretary, the Treasurer, the Newsletter Editor and the Journal Editor. The quantum of such honoraria may be prescribed by Council from time to time in the By-laws.

BY-LAWS

39. (1) The Council may prescribe by resolution By-laws to give better effect to these Rules and/or for the proper and effective administration of the Institute.
- (2) A resolution dealing with the adoption, addition to, alteration of or repeal of By-laws shall not be dealt with by the Council unless notice of motion has been given of the resolution not less than two weeks before any meeting of the Council.
- (3) Subsequent to the adoption or variation of a By-law or the repeal of a By-law a full copy of the By-law or the variation to it or notice of its repeal shall be advised to all Members of the Institute. Such advice may be provided by display on the Institute's internet website.

CODE OF ETHICS AND PROFESSIONAL CONDUCT

40. (1) The Council may from time to time adopt a Code of Ethics and Professional conduct which upon ratification by the Institute in general meeting (or by referendum) shall be binding upon all Members, Associate Members, Fellow Members and Student Members.
- (2) Upon ratification of a Code of Ethics and Professional Conduct or the ratification of any amendment or variation of such Code, a copy of the Code, amendment or variation as the case may be shall be provided to each Member.

DIVISIONS

- 41.** (1) Until otherwise determined by the Council, there shall be at least one Division of the Institute in each State and Territory and in New Zealand.
- (2) Unless otherwise determined by the Council, the boundaries of the Divisions within Australia shall coincide with the boundaries of the States of Australia and the Northern Territory and the ACT. The boundaries of the Divisions within New Zealand shall be determined by the Committee of the New Zealand Chapter.
- (3) The Council may increase or reduce the number of Divisions to permit more than one Division in a State or Territory or in New Zealand or alter the boundaries of Australian Divisions so that they do not coincide with State or Territory boundaries.
- (4) The Council may establish Divisions outside Australia or New Zealand.
- (5) The function of a Division shall be the furtherance of the purposes of the Institute within the geographical area covered by that Division.
- (6) The Council shall, from time to time, determine the number and method of election of office bearers within a Division, their designations and their powers.
- (7) The Council shall, as necessary, designate the appropriate name for each Division.

CHAPTERS

- 42.** (1) There shall be an Australian Chapter of the Institute which shall consist of all Australian Divisions, and a New Zealand Chapter which shall consist of all New Zealand Divisions.
- (2) The function of a Chapter shall be the furtherance of the purposes of the Institute within the country covered by that Chapter.
- (3) Each Chapter shall be empowered to establish its own Committee in accordance with the provisions determined by the Council from time to time. If such a Committee is not appointed, the affairs of the Chapter shall be managed by the Council, or by the Executive Committee acting on behalf of the Council.

SPECIAL INTEREST SECTIONS

- 43.** (1) The Council may from time to time establish Special Interest Sections to cater for Members with particular skills or interests within the environmental profession.
- (2) The names, functions, eligibility criteria, financial arrangements and other procedures for the operation of Special Interest Sections shall be prescribed in the By-laws.
- (3) A member of a Special Interest Section must be a Fellow, Member, Associate Member or Student Member of the Institute and must satisfy any additional condition of membership for the Special Interest Section specified in the By-laws and pay any additional levy that may be determined for membership of the Section.

COMMITTEES

- 44.** (1) The Council may from time to time establish Standing Committees to undertake tasks on behalf of the Council.
- (2) The names, functions and procedures for operation of Standing Committees shall be prescribed in the By-laws.
- (3) The Council, the Executive or any of the Standing Committees may appoint working groups for specific purposes and may determine the names, functions and procedures for such working groups.

DISPUTES AND MEDIATION

- 45.** (1) The grievance procedure set out in this rule applies to disputes under these Rules between:
- (a) a member and another member; or
- (b) a member and the Institute.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be:
- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
- (i) in the case of a dispute between a member and another member, a person appointed by the Executive Committee of the Institute; or
- (ii) in the case of a dispute between a member and the Institute, a person who is a mediator appointed or employed by the Disputes Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Institute can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

SCHEDULE

STATEMENT OF PURPOSES

1. The Primary Purposes of the Institute are to:
 - (a) facilitate interaction among environmental professionals.
 - (b) promote environmental knowledge and awareness, and
 - (c) advance ethical and competent environmental practice.

2. In order to better achieve the Primary Purposes of the Institute, but without limiting their generality, the Institute has adopted Secondary Purposes as follows:
 - (a) to provide a forum for and to otherwise assist the discussion, consideration and advancement of professional environmental practice;
 - (b) to convene and hold seminars, lecture and conferences in relation to professional environmental practice;
 - (c) to produce, publish and distribute reports, journals, books, papers and other informative material in relation to professional environmental practice;
 - (d) to encourage and develop awareness, discussion and consideration of professional environmental practice amongst the associated professions and the community at large in Australia, in New Zealand and abroad;
 - (e) to liaise, consult, work in conjunction and make arrangements and contracts with any individuals, trusts, corporations, foundations, firms, partnerships, associations, societies, institutions, organisations and authorities and with the government of the Commonwealth of Australia or of any locality, municipality, State or Territory thereof, with the government of New Zealand or of any district or region thereof, or with any foreign government, organisation or agency or any international body, for carrying out the purposes of the Institute;
 - (f) to raise, borrow and secure payment of money by any lawful means and to solicit, receive, enlist and accept financial and other support from individuals, trusts, corporations, foundations, firms, partnerships, associations, societies, institutions, organisations and authorities and from the government of the Commonwealth of Australia or of any locality, municipality, State or Territory thereof, from the government of New Zealand or of any district or region thereof, or from any foreign government, organisation or agency or any international body for carrying out the purposes of the Institute;
 - (g) to grant, give and make available money and facilities to any individual, trust, corporation, firm, partnership, association, society, institution, organisation or authorities or to the government of the Commonwealth of Australia or of any locality, municipality, State or Territory thereof, or to the government of New Zealand or of any district or region thereof, for carrying out the purposes of the Institute;
 - (h) to encourage and organise social and recreational activities amongst Members of the Institute and other persons interested in the purposes of the Institute.