

INSTITUTE OF HOSPITAL ENGINEERING,  
AUSTRALIA

ABN: 51 004 313 142.

# CONSTITUTION

REVISED V2 CONTROLLED DOCUMENT

CORPORATIONS ACT  
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE  
CAPITAL

INSTITUTE OF HOSPITAL ENGINEERING  
AUSTRALIA

CONSTITUTION  
OBJECTS

1. The name of the Institute is "Institute of Hospital Engineering, Australia – (IHEA)".
2. The objects for which the Institute is established are:
  - 2.1 To cultivate and maintain the highest possible standards of knowledge, skill, ethics and efficiency amongst persons engaged in the design construction and maintenance of health care facilities.
  - 2.2 To bring into existence and maintain a body of professionals membership of which shall denote the extent to which a person has attained and retains a high degree of skill and competence and has the qualities and repute that the Institute regards as necessary in a person holding or desiring membership.
  - 2.3 To promote and foster mutual confidence between hospital and other authorities concerned and hospital engineers. In particular by ensuring that each and every person admitted to membership of the Institute is a person fully qualified for membership of the Institute and that membership reflects faithfully the degree or extent to which that person is competent to discharge technical and administrative duties in hospital engineering.
  - 2.4 To establish from time to time and maintain certain standards of practical and theoretical knowledge training and experience in the various branches of engineering and the administrative qualifications considered by the Institute to be in the best interests of hospitals and the profession of hospital engineering.
  - 2.5 To conduct examinations, where appropriate and relevant, to determine and ascertain the standard of knowledge and other qualifications of any person or group of persons seeking to obtain, retain or advance membership.
  - 2.6 To confer merit, honours, diplomas, and other marks on members or others to show that the Institute recognises that the person concerned has attained a particular standard of qualification in a particular branch or department or aspect of hospital engineering.
  - 2.7 To assist, facilitate, and encourage the training of students in engineering.

- 2.8 To assist, facilitate, and encourage further studies and training of members.
- 2.9 To assist, facilitate, and encourage research work.
- 2.10 To keep members informed of research work, investigations, theories, and discoveries in the various fields of engineering.
- 2.11 To provide by all and any suitable means for the acquisition by members and the dissemination amongst them of all and any information that may assist them to better serve hospitals.
- 2.12 To publish papers, journals, proceedings, books, newspapers, and other literature deemed likely to serve the objects of the Institute.
- 2.13 To establish, maintain, develop, and extend any library or libraries and any collection or collections of chattels and things useful to the objects of the Institute.
- 2.14 To promote and to assist in the holding of meetings, conferences and conventions that are likely to serve the said objects.
- 2.15 To encourage, by financial assistance and other means, any research work or other undertaking likely to serve the said objects.
- 2.16 To conduct by correspondence and otherwise an exchange of news and ideas and literature with other bodies having objects the same as or similar to those of the Institute or which correspondence and exchange seems likely to serve the said objects.
- 2.17 To establish the Institute or a similar body in any part or parts of the world whether as a subsidiary body incorporated or otherwise.
- 2.18 To affiliate, amalgamate or enter into partnership with any other body or organisation having objects the same as or similar to those of the Institute.
- 2.19 To acquire the use or ownership of any real or personal estate by purchase, lease, license or otherwise.
- 2.20 To accept gifts.
- 2.21 To sell or otherwise dispose of any assets for the benefit of the Institute and furtherance of its objects.
- 2.22 To borrow money.
- 2.23 To erect, demolish, alter, improve, renovate or maintain any property.
- 2.24 To invest funds.

- 2.25 To delegate any powers and functions of the Institute to any person or persons' corporation or corporations.
- 2.26 To do all acts matters and things as are incidental or subsidiary to any of the aforesaid objects.
- 2.27 To advance the general and social interests of members and in particular by providing a place or places and other facilities for social intercourse to promote fair and honourable practice of the profession of hospital engineering.
- 2.28 To consider and express opinions on any topic related to appointments of engineers to hospitals.
- 2.29 To ascertain and voice the opinion or majority opinion of members on any subject that touches the objects of or otherwise concerns or relates to the Institute.
- 2.30 To encourage and assist the appointment of persons who in the opinion of the Institute are duly qualified therefore to engineering posts in hospitals.

PROVIDED that the Institute shall not support with its funds any object or endeavour to improve on or procure to be observed by its members or others any regulation restriction or condition which if an object of the Institute would make it a trade union.

- 3. The income and property of the Institute whencesoever derived shall be applied solely towards the promotion of the objects of the Institute as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profits to members of the Institute. Provided that nothing herein contained shall prevent the payments in good faith of remuneration to any officers or servants of the Institute or to any member of the Institute in return for any services actually rendered to it or of allowances and travelling expenses to a member of the Institute when engaged on any business connected with or arising out of the carrying out of any of the objects of the Institute.
- 4. Every member of the Institute undertakes to contribute to the assets of the Institute in the event of its being wound up whilst a member or within one year afterwards for payment of the debts and liabilities of the Institute contracted before the time at which the member ceases membership and of the costs charges and expenses of winding up and/or the adjustment of the rights of the contributors among themselves such amount as shall be required not exceeding twenty dollars or in case of the member's liability becoming unlimited such further amount as may be required in pursuance of the sixth paragraph of this Constitution.
- 5. If any member of the Institute pays or receives any dividend bonus or other profit in contravention of the term of the third paragraph of this Constitution the liability of every member of the governing body of the Institute who has concurred in or authorised such payment shall be unlimited and the liability of every member of the

Institute who has received such dividend bonus or profit as aforesaid shall likewise be unlimited.

6. If on the winding up or dissolution of the Institute there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Institute but shall be given or transferred to some other Institute or institutions having objects similar to the objects of the Institute and which shall prohibit the distribution of its or their income and property among its or their members to the extent at least as great as is imposed on the Institute under or by virtue of the third paragraph hereof. Such institution or institutions to be determined by the members of the Institute at or before the time of dissolution and in default thereof by such Judge of the Supreme Court as may have or acquire jurisdiction in the matter.
7. True account shall be kept of the sums of money received and expended by the Institute and the matter in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Institute and subject to any restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Rules of the Institute for the time being shall be open to the inspection of the members. Once at least in every year the accounts of the Institute shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

## CONSTITUTION GENERAL

### 1. General

No salary shall be paid to any member of the Institute.

For the purpose of registration the number of members is declared not to exceed twenty, but this declaration does not limit the number of members and which number may be increased from time to time.

#### 1.1 Interpretation

In these Constitution unless the context otherwise requires, words importing the singular shall include the plural and vice versa, words importing personal shall include corporation and the following expressions shall have respectively the meaning assigned to them hereunder.

#### 1.2 Definition

"approved"	means approved by the Board of Directors
"Associate"	means Associate of the Institute.
"Board of Directors"	means the governing body of the Institute
"Branch"	means a group of at least fifteen members from a region or a capital city who are eligible for membership

"Casual Members"	means members elected to become temporary non-voting members
"Corporate Member"	means Corporate Member operating as an organisation participating through a Branch
"Executive"	means the Executive of the Board of Directors of the Institute
"Fellow"	means Fellow of the Institute.
"Honorary Fellow"	means Honorary Fellow of the Institute.
"Hospital Engineering"	means the provision of physical facilities and environmental services in any hospital or healthcare establishment.
"Institute"	means the Institute of Hospital Engineering, Australia.
"Member"	means Member of the Institute
"Members"	means and includes Honorary Fellows, Fellows, Senior Members, Members, Corporate Members, Honorary Members, Associates and Students.
"Membership Registrar"	means the National Membership Registrar of the Institute.
"membership"	means membership of the Institute.
"office"	means the office of the National Board of Directors of the Institute.
"Organisation"	means private company or public
"President"	means the National President of the Institute.
"recognised"	means recognised by the Board of Directors
"Register"	means the Register of Members of the Institute.
"Retired"	refers to any grade of Member having reached retiring age as defined by the Federal Government and who is no longer in full time employment.
"Rules"	means the Rules of the Institute.
"Seal"	means the common seal of the Institute.
"Secretary"	means the National Secretary of the Institute.
"Senior Member"	means Senior Member of the Institute. Note: This grade not conferred after
the	1993 Annual General Meeting.
"Student"	means Student of the Institute.
"Studentship"	means Studentship of the Institute.
"Treasurer"	means the National Treasurer of the Institute.
"Vice President"	means the National Vice President of the Institute.

## 2. Membership

- 2.1 No person shall demand, as of right, admission to membership of the Institute.
- 2.2 No person shall be denied admission to membership of the Institute merely on account of race, nationality or religion.
- 2.3 Subject to this Constitution and the Rules, including any amendment, modification, or replacement of this Constitution and the Rules, any person may be admitted to membership of the Institute.
- 2.4 Membership is available to all persons directly associated with hospital or health engineering.
- 2.5 The Membership Registrar shall convene the Membership Committee meetings.
- 2.6 The Membership Committee is responsible for recommending to the Board of Directors admission of applicants, in accordance with the Constitution and Rules that may be introduced from time to time by the Board of Directors
- 2.7 Any member of the Board of Directors is entitled to seek a review by the Board of Directors of any application not recommended by the Membership Committee.
- 2.8 On application of the relevant Branch Committee of Management, the Board of Directors may review the status of a member and at its discretion and remove the member from the register.
- 2.9 Applications for membership shall be made on the prescribed Application Form as approved from time to time by the Board of Directors.
- 2.10 The completed application and associated fees are to be forwarded to the Membership Registrar.
- 2.11 A member may at any time apply to the Membership Registrar to be re-graded from one grade of membership to another. The Membership Registrar shall inform the next meeting of the Board of Directors.
- 2.12 Any member may resign by paying all moneys due to the Institute and giving the Membership Registrar one month's notice of intention to resign.
- 2.13 If any member fails to pay the annual subscription within three months of the same becoming due and payable the Membership Registrar shall notify the member in writing of this default and if within one calendar month next thereafter that member does not pay that annual subscription the Board of Directors may expel the member from membership. Expulsion does not relieve a person from liability to pay any moneys owing to the Institute at the time of expulsion.

2.14 In no case shall any member be entitled to vote at any meeting unless all subscriptions, due and unpaid, are paid in full at the date of such meeting.

2.15 **Membership Register**

2.15.1 The Board of Directors shall cause a Membership Register to be kept showing the full name and address of those listed and such other particulars as Board of Directors may from time to time direct.

2.15.2 The Membership Registrar shall be responsible for all matters relating to the register of members.

**3. Membership Grades**

3.1 The Institute shall consist of two classes of members to be known as Individual Members and Corporate Members.

(i) There shall be two grades of individual members who shall be designated as voting and non-voting.

(ii) The grade of voting member shall be designated Fellows and Members. The grade of non-voting member shall be designated Honorary Fellows, Honorary Members, Associates and Students.

(iii) The grade of Senior Member that ceased to be conferred after October 1993 shall remain as an individual voting member.

(iv) There shall be one grade of non-voting Corporate Member.

(v) There shall be one grade of non-voting Casual Member

3.2 Any member, having occasion to be designated, as belonging to the Institute shall state the appointed grade according to the following abbreviated post-nominals: -

Individual Voting:

Fellow	FIHEA
Member	MIHEA
(Senior Member	Sr.MIHEA)

Individual Non-Voting:

Honorary Fellow	Hon.FIHEA
Honorary Member	Hon.MIHEA
Associate	AIHEA
Student	Stud.IHEA

Casual

Corporate Non-Voting:

Corporate Member

CMIHEA

Retired Members other than Honorary Fellow, Honorary Member or Student may use (Ret.) after the abbreviation.

- 3.3 The Membership Registrar shall maintain a register of qualifications approved for admission to the Institute. The registrar may delegate any or all tasks as appropriate. An initial copy shall be distributed to each Branch and revisions circulated on an annual basis.
- 3.4 The Board of Directors, may by majority vote, determine recommendations on qualifications made by the Membership Registrar, for each grade of Member.

**4. Membership Qualifications**

**4.1 Honorary Fellows**

Honorary Fellows of the Institute shall be those members, or any other persons, who, in the opinion of the Board of Directors, have provided outstanding and meritorious service to health care engineering or the Institute. Institute members must have reached the retiring age as defined by the Australian Federal Government and have retired from employment.

Honorary Fellowship shall be conferred only upon persons

- (i) who are distinguished by reason of their meritorious work in the field of hospital engineering or in a branch of learning related to hospital engineering or medical science.  
or
- (ii) who have rendered distinguished service to the Institute.  
or
- (iii) whose work has assisted or is likely to assist the work of the Institute  
and
- (iv) who are deemed worthy by the Board of Directors to be admitted to Honorary Fellowship.

Honorary Fellowship shall be conferred by a majority vote of the Board of Directors and for which notice of such a vote was given.

**4.2 Fellow**

Fellows of the Institute shall be those members who hold the appropriate level of qualification and experience as determined by the Board of Directors from time to time and who must complete:

- A Professional Review of approximately 3,000 words on hospital engineering experience.
- Satisfactory interview by a panel regarding the material presented in the Professional Review and general knowledge in hospital engineering.

#### **4.3 Honorary Member**

Persons who, in the opinion of the Board of Directors, have provided outstanding service to hospital engineering or the Institute and who would not otherwise be eligible to join.

Honorary membership shall be conferred by a majority vote of the Board of Directors and for which notice of such a vote was given.

#### **4.4 Members**

Members of the Institute shall be persons who hold the appropriate level of qualification and experience as determined by the Board of Directors from time to time.

#### **4.5 Associates**

Associates shall be persons who do not meet the qualifications and/or the experience required to be a voting member.

#### **4.6 Students**

4.6.1 Currently studying an approved engineering course at an accredited university, Institute of technology or TAFE college.

4.6.2 Studentship shall be limited to six years.

4.6.3 A Student may apply to the Board of Directors for transfer to a higher grade when the requirements of that grade have been attained.

#### **4.7 Corporate Membership**

Corporate Members include any private companies or public entities being of mutual benefit to all parties, for the pursuit of Hospital Engineering Excellence through the IHEA objectives or alternatively any organisation providing engineering management services in hospital engineering.

## 4.8 Casual Membership

Casual Members are elected to become temporary non-voting members only for the purpose of attending IHEA events. The Board of Directors may set a nominal membership fee.

4.8.1 Casual Members include any individual or company being of mutual benefit to either party, for the pursuit of Hospital Engineering excellence through attendance at IHEA events.

## 5.0 Governance

A Board of Directors of maximum eleven voting members shall govern the Institute.

### 5.1 Board of Directors

The Board of Directors shall comprise:

President  
Immediate Past President  
Vice President  
Treasurer  
Secretary  
Membership Registrar  
and maximum five Board members.

5.1.1 The Executive shall consist of President, Immediate Past President, Vice President, Secretary, Treasurer and Membership Registrar.

5.1.2 Each Branch shall be entitled to a minimum of one representative on the Board of Directors.

5.1.3 Nominations shall be provided to the Secretary twenty-eight clear days prior to each Annual General Meeting and confirmed by the members present at the Annual General Meeting.

5.2 Non-Voting members shall not be eligible for election to the Board of Directors. .

5.3 The Board of Directors may at any time co-opt additional persons to its body notwithstanding that it would increase or maintain or further increase its number beyond twelve. Co-option shall be for a period not exceeding the year immediately following Annual General Meeting.

5.4 Notwithstanding anything elsewhere herein to the contrary the Board of Directors may from time to time appoint any member to fill a casual vacancy. Any person so appointed shall retire from that appointment at

the Annual General Meeting of the Institute next following that appointment.

- 5.5 The Board of Directors shall meet at least four times each year with additional meetings to be convened as necessary and in a form deemed appropriate by a majority vote of the Board of Directors.
- 5.6 The Institute may amalgamate with or permit any existing body to become part of the Institute provided that body has or adopts a constitution and Rules which in all essentials are the same as or similar to those of the Institute.
- 5.7 The Institute may register or join in any incorporation in any part of the world.
- 5.8 The Board of Directors may, as it thinks fit, alter, amend, or review the Rules of the Institute at any time by a majority vote of the Board of Directors. Such changes shall be deemed to have the same affect as it they had been altered, amended or reviewed by the members at the Annual General Meeting.

## **6. Term of Office**

The term of appointment of all members of the Board of Directors shall be two years subject to caluse 6.1.1 and provided that:

- 6.1 The respective Branch may further nominate each member of the Board of Directors at the end of each term for a further two year term.
  - 6.1.1 Each year three of the five branch elected members shall retire each year and shall be eligible for re-election.
  - 6.1.2 Each member of the Board of Directors having served two terms shall, after a period of twelve months has elapsed since last holding office, be eligible for re-election.

### **6.2 President**

The President shall be elected by the Board of Directors for a two year term but shall be eligible for further election upon expiry of a term.

### **6.3 Vice President**

The Vice President shall be elected by the Board of Directors for a term not exceeding two years, but shall be eligible for further election upon expiry of a term.

### **6.4 Secretary**

The Secretary of the Institute shall be elected by the Board of Directors for a term not exceeding two years, but shall be eligible for further

election upon expiry of a term. It shall be the duty of the Secretary under the direction of the Board of Directors to conduct the correspondence of the Institute, to superintend the publications of such papers as the Board of Directors may direct. The Secretary shall also be responsible for conducting the ordinary business of the Institute in accordance with the Constitution and the directions of the Board of Directors.

#### **6.5 Treasurer**

The Treasurer shall be elected by the Board of Directors for a term not exceeding two years, but shall be eligible for further election upon expiry of a term.

#### **6.6 Membership Registrar**

The Membership Registrar shall be elected by the Board of Directors for a term not exceeding two years, but may be eligible for further election upon expiry of a term.

### **7. Elections**

- (i) Elections to the Board of Directors shall be by nomination. Each branch is entitled to nominate and elect one member on the Board of Directors with the remainder being elected by open ballot should the nominations exceed the number required.
- (ii) In the event that a Branch is unable to nominate a representative on the Board of Directors, then the Board of Directors may call for nominations from other Branches. A ballot will occur should nominations exceed the number required.

#### **7.1 Notice**

Not less than fourteen clear days before each Annual General Meeting the Board of Directors shall send to each member notice of the time and place of the meeting and shall send each member a ballot paper for any election to be declared at that meeting. The Ballot paper shall show clearly the names in alphabetical order of all candidates for election.

#### **7.2 Nominations**

Nominations of candidates for election shall be lodged with the Secretary not less than twenty-eight clear days before the Annual General Meeting at which the election is to be declared.

7.2.1 Nominations shall be in the form prescribed by the Board of Directors.

#### **7.3 Scrutineers**

The Board of Directors shall appoint such two or more persons as it deems proper to count the votes and those persons shall certify in writing signed by each of them the results of that count. Voting shall be by simple majority.

## **8. Finance**

All moneys payable to the Institute shall be remitted to the Treasurer, who shall keep proper accounts and records of the finances of the Institute and bank all moneys in the name of the Institute. The Treasurer may delegate any or all tasks as appropriate.

### **8.1 Entrance Fee**

- 8.1.1 Members shall pay an entrance fee.
- 8.1.2 Board of Directors shall determine the amount of that fee from time to time.
- 8.1.3 Board of Directors may fix an entrance fee for each grade of membership and the amounts payable in respect of the various classes shall not necessarily be uniform.
- 8.1.4 Entrance fees shall be paid on application for membership but shall not be refunded in the event of rejection of the application.
- 8.1.5 A member shall not be obliged to pay an entrance fee more than once in the course of continuous membership notwithstanding any re-grading of membership from one grade to another nor one Branch to another.
- 8.1.6 In the event of an applicant being admitted to a grade of membership other than that for which the applicant has applied, the applicant shall pay or shall be refunded (as the case may be) the amount of any difference in the entrance fee paid with the application and the entrance fee payable in respect of the grade of membership to which the applicant is admitted.

### **8.2 Annual Subscription**

- 8.2.1 Members shall pay an annual subscription.
- 8.2.2 Board of Directors shall determine the amount from time to time.
- 8.2.3 Board of Directors may fix an annual subscription for each grade of membership and the amounts payable in respect of the various grades shall not necessarily be uniform.

8.2.4 Annual subscriptions shall be paid yearly in advance and shall fall due on the first day of July in each year.

8.2.5 Any person admitted to membership on or after 31st December in any year shall not be required to pay the annual subscription falling due on the immediately following 1st July.

### 8.3 Administration

8.3.1 Board of Directors may prescribe fees at different scales in respect of members resident in various parts of Australia or elsewhere or in respect of members who have retired from active practice of the profession of hospital engineering or in such other cases as the Board of Directors deems proper.

8.3.2 Board of Directors may remit subscriptions and/or arrears of subscriptions in whole or in part in the case of a person who in their opinion would suffer hardship if required to pay the same in full.

8.3.3 Any member may upon payment of such sum as the Board of Directors from time to time determines, purchase a copy of any matter printed or published by the Institute.

8.3.4 Any two of the President, the Treasurer and the Secretary shall sign cheques drawn upon any bank account of the Institute.

## 9. Audit

9.1 The Institute shall appoint an Auditor or Auditors to examine and report not less than once in each financial year into and upon the finances and funds of the Institute.

9.2 The Auditor's report for the year then ending shall be laid before each Annual General Meeting.

## 10. Annual General Meeting

The Board of Directors shall convene a general meeting of the members once each year to be held at the National Conference. In the event that the conference is not held the time and place shall be determined by a majority vote of the Board of Directors.

- (i) The Annual General Meeting shall be held at the time and place which the Board of Directors shall direct from time to time.

- (ii) Any member who intends to bring any motion or business before an Annual General Meeting which does not relate to the ordinary business of the Institute shall give notice in writing of this intention to the Board of Directors not less than twenty eight days before the day of the meeting and no motion or business other than the motion brought before the meeting by the Board of Directors shall come before the meeting unless the said notice thereof has been given.
- (iii) The ordinary business of an Annual General Meeting shall be to:
  - a) receive and consider the financial statements and report of the Board of Directors for the preceding year,
  - b) receive and consider any other business the Board of Directors, or any member using the procedure set out in article 10 (ii), brings before the said meeting,
  - c) appoint an Auditor or Auditors.
- (iv) A quorum for an Annual General Meeting shall be ten voting members present in person and entitled to vote.
  - a) A quorum for an Extraordinary General Meeting shall be ten voting members present in person and entitled to vote.
  - b) No business shall be transacted at any general meeting unless a quorum is present.
- (v) No business other than that set out in any notice convening a general meeting shall be transacted at a general meeting.

## 11. General Meetings

Board of Directors shall convene such other general meetings of members, as it deems proper.

### 11.1 Extraordinary General Meeting

Any member may deliver to the Secretary a request for the convening of an Extraordinary General Meeting provided that:

- (i) the request is signed by not less than ten financial voting members.
- (ii) the request clearly and fully states the purpose for which such meeting is required.

Board of Directors shall within fourteen clear days next after the date of the delivery of the request to the Secretary convene an Extraordinary General Meeting to be held within twenty eight clear days after the said date, and at a venue in close proximity to the Board of Directors normal place of meeting.

## 11.2 Failure to Convene

11.2.1 If the Board of Directors fails within the said fourteen days so to convene an Extraordinary General Meeting then the signatories of the request may within three calendar months next after the said date convene an Extraordinary General Meeting by forwarding to each member twenty eight clear days notice of that meeting provided that:

11.2.2 The notice is sent by prepaid post addressed to each member in the Register.

11.2.3 The notice clearly and fully states the purpose for which the meeting is convened.

11.2.4 The place of meeting is to be stipulated in said notice.

11.2.5 If within half an hour from the time appointed for the meeting, if convened upon the requisition of members, a quorum is not present, the meeting shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board of Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present (being not less than eighteen) shall be a quorum.

## 11.3 Quorum

11.3.1 For a Board of Directors meeting the quorum shall be seven.

11.3.2 For a General Meeting convened by the Board of Directors the quorum shall be ten voting members.

11.3.3 For an Extraordinary General Meeting the quorum shall be ten voting members

## 11.4 Minutes

11.4.1 Minutes of each meeting of the Board of Directors shall be recorded in a Minute book kept for that purpose.

11.4.2 Minutes of each General Meeting shall be recorded in a Minute book kept for that purpose.

11.4.3 Minutes shall be recorded by the person there unto directed by the Chairman of the meeting to which the minutes relate.

## 11.5 Chairman

11.5.1 The President, or his nominee, shall preside at all meetings of the Institute and the Board of Directors. In the President's absence, the Vice President, and in the absence of the Vice President, one of the members of the Board of Directors shall take the chair. Should no member of the Board of Directors be present, those present shall elect a Chairman from among themselves.

11.5.2 If there be doubt as to which of two or more members of the Board of Directors should preside the holder of the more or most senior office shall preside and if that does not determine the question then the member of the Board of Directors who has the longest period of membership shall preside.

11.5.3 Decisions at meetings shall be ascertained by show of hands unless a poll is demanded by the Chairman or by at least five members present and entitled to vote. Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes signed by the Chairman shall be sufficient evidence of the decision.

11.5.4 In the case of equality of votes, the Chairman shall both on a show of hands and on a poll have a deliberative and a casting vote.

## 11.6 Proxy Voting

Any member may vote by proxy at any duly convened meeting at which that member is entitled to attend and eligible to vote.

11.6.1 Proxy voting may be in the form of correspondence to the Secretary indicating a positive or negative vote, or

11.6.2 by empowering a fellow member in the form of signed authorisation to vote on behalf of the said member.

## 12. Notices

- 12.1 Any notice to be sent to a member shall be duly sent if forwarded by prepaid post addressed to the address appearing in the Register of Members.
- 12.2 It shall be the obligation of members to keep the Membership Registrar notified of their address and of any change to that address.
- 12.3 Any notice sent by prepaid post shall be deemed to have been received at the time at which it would in the ordinary course of post be delivered at the address to which it is directed.
- 12.4 Except where a certain length or period of previous notice is required notice of any meeting or other matter shall be such as the Board of Directors considers reasonable.
- 12.5 The accidental omission to give notice of any meeting to any member shall not invalidate the proceedings of that meeting.

### 13 Special Committees

- 13.1 So often as it deems it prudent so to do the Board of Directors may appoint a committee of its members resident in any place within or without the Commonwealth of Australia and delegate to any such committee such duties, powers and functions as may be desirable in the interests of the Institute and the furtherance of its objects.
- 13.2 Board of Directors may also set up ad hoc committees as it thinks fit to consider and advise the Board of Directors.

### 14. Branches

The Institute may set up Branches of the Institute at any place or places within or beyond the Commonwealth of Australia. Committees of Management shall manage branches of the Institute on behalf of the Institute for the purpose of pursuing the objects of the Institute as stated in the Constitution.

- 14.1 In particular the Board of Directors shall appoint such a Committee for each of the capital cities of the Commonwealth of Australia and thereafter members of that Branch will elect those committees.
  - 14.1.1 The Branch Committee shall convene a General Meeting annually for the purpose of elections and financial administration. The Branch General meeting must be held at least 60 days prior to the National Annual General Meeting.
- 14.2 Each Branch Committee shall comprise of Branch President, Branch Vice President, Branch Secretary, Branch Treasurer and up to a maximum of eight committee members.
- 14.3 Branch President, Branch Vice President, Branch Secretary, Branch Treasurer shall comprise the Branch Executive.

14.4 Branch President can only be elected from those holding the grade of voting Member or above.

#### 14.5 Elections

Branch elections shall be held annually.

##### 14.5.1 Nominations

Each Branch Secretary shall notify all members within their respective Branches at least twenty eight days prior to the Branch Annual General Meeting, the names of committee members due to retire and calling for nominations for those positions.

##### 14.5.2 Branch President and Branch Vice President

The Branch President and Branch Vice-President shall be elected at the Branch Annual General Meeting. The period of office shall be twelve months but they shall be eligible for re-election as though duly nominated. The maximum term of office shall be three consecutive years and after a period of twelve months has elapsed since last holding office they shall be eligible for re-election.

##### 14.5.3 Branch Secretary and Branch Treasurer

Secretaries and Treasurers shall be elected at the Branch Annual General Meetings. The period of office shall be twelve months but they shall be eligible for re-election as though duly nominated.

##### 14.5.4 Committee Members

Committee members shall retire from the committee in rotation one-third at each Branch Annual General Meeting. The one third to retire at any Annual General Meeting shall be the one third who have at that time held office as members of the committee for a then continuous period longer than that of any of the other two thirds, and in the event of it being impossible or impracticable in the opinion of the committee thus to determine who shall so retire, the committee shall draw lots to determine who shall so retire. A retiring committee member is eligible for re-election as if already duly nominated and proposed as a candidate for election.

##### 14.5.5 Nomination of Candidates

Nomination of candidates for election shall be lodged with the Branch Secretary on the approved form not less than 28 clear

days before the Annual General Meeting at which the election is to be held.

#### 14.5.6 Notice of Meeting

Not less than fourteen clear days before each Annual General Meeting, the Branch Secretary shall send to each member within that Branch, and to the Secretary, notice of the time and place of the meeting, and if an election is to be held at that meeting, shall send to each member a ballot paper. The ballot paper shall show clearly the names in alphabetical order of all candidates for election.

### 15. Seal

The Board of Directors may, if it thinks fit, procure and use a Common Seal for the Institute. This seal shall be kept at the registered office of the Board of Directors and shall not be used except upon the authority of the Board of Directors and only in the joint presence of three Executive Members of the Board of Directors. All three shall sign their names in authentication of the due and proper use of the seal.

### 16. Rules

- 16.1 The Board of Directors may from time to time amend, alter and make such Rules not inconsistent with the Constitution of the Institute, as it deems prudent for the better conduct of the affairs of the Institute.
- 16.2 Board of Directors may from time to time approve, rescind or amend any Rule.
- 16.3 Notwithstanding clause 5.8, every amendment, addition, or deletion endorsed by Board of Directors may be submitted to the next practicable Annual General Meeting for notation by that meeting.
- 16.4 Any changes to the Rules by the Board of Directors shall have immediate effect and shall not be invalidated by the members at the Annual General Meeting.
- 16.5 Until new Rules are made by the Board of Directors of the Institute the existing Rules of the body known as the Institute of Hospital Engineering, Australia shall be followed so far as applicable and not inconsistent with these Constitution.
- 16.6 Board of Directors shall cause true copies of the said Constitution and of the Rules to be printed.

Name	Address	Position
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Dated this seventh day of September, two thousand and six.

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