



RULES OF THE SOUTH AUSTRALIA BRANCH OF THE AUSTRALIAN INSTITUTE OF ENERGY

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These Rules were adopted at a General Meeting of the SA Branch on 4th December 2006.

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**RULES OF THE SOUTH AUSTRALIA BRANCH
OF
THE AUSTRALIAN INSTITUTE OF ENERGY**

SPECIAL PROVISIONS

1. These Rules are subject to the Constitution and By-Laws of the Australian Institute of Energy (the “Institute”) and shall, for the purpose of interpreting these Rules be read with the Constitution and the By-Laws of the Institute.

MEMBERSHIP OF THE BRANCH

2. Membership of the Branch shall comprise all members of the Institute whose permanent residence or, being a corporation, the registered address of which is within or closest to the area served by the Branch. The members shall have voting rights in all matters under the control of the Branch. A member may make a written request to the Board to be granted alternative membership of another Branch if they so desire, but shall not at any time have membership of more than one Branch.
3. Members of other Branches may at all times participate in the SA Branch's activities but shall have Branch voting rights only in their own Branch.

COMMITTEE

- 4.1 The business of the Branch shall be conducted by a Branch Committee of not more than twelve members of the Branch. Not more than eleven members of the Committee shall be elected by the members of the Branch by ballot as set out in Rules 6(1) and 6(2). One Committee position shall be filled by invitation of the elected Committee members following the Annual General Meeting, from any Branch members serving on the Board of the Institute at the time. If no Branch members are serving on the Board at the time, this Committee position shall remain vacant until a Branch member is appointed to the Board under Rule 7.
- 4.2 The Committee shall appoint from its own numbers executive officer bearers (the “Executive”) consisting of Chair, Vice Chair, Honorary Secretary and Honorary Treasurer who shall each serve for one year from the date of the first Committee Meeting after the Annual General Meeting of the Branch but shall be eligible for re-election.
- 4.3 At each Annual General Meeting held pursuant to Rule 9.2, the Committee, including the Executive, shall retire but shall be eligible for re-election to the Committee.

- 4.4 If any member of the Committee shall, without leave of the Committee, be absent for three or more consecutive meetings of the Committee, the Committee may resolve that this Committee position be vacated.
- 4.5 The Committee may fill by co-option any unfilled position or casual vacancy on the Committee which may arise between one Annual General Meeting and the next, and those so appointed shall retire at the succeeding Annual General Meeting but shall be eligible for immediate election for a full term.
- 4.6 Minutes shall be kept of all Committee Meetings, recording all significant business discussed and resolutions considered. Such minutes shall be confirmed at the following Committee Meeting.
- 4.7 The Committee may establish and dissolve subcommittees to facilitate the business of the Committee. The Chair of each subcommittee so established shall be a member of the Committee but the individual members of the subcommittee may be drawn from the total membership of the Branch.
- 4.8 Committee meetings shall be held at intervals determined by the Committee, normally monthly, provided that no longer than three months shall elapse between Committee Meetings. All Committee members shall receive adequate notice of the Committee Meetings.

CONFLICTS OF INTEREST

- 5.1 No member of the Committee shall directly or indirectly supply goods or services to the Institute, where such goods or services can be satisfactorily obtained elsewhere, without prior disclosure to the Committee.
- 5.2 Any member of the Committee who has a financial interest in any contract or arrangement made or proposed to be made with the Institute shall disclose their interest at the first meeting of the Committee at which the contract or arrangement is first taken into consideration if their interest then exists, or in any other case at the first meeting of the Committee after the acquisition of their interest. If they become interested in a contract or arrangement after it is made or entered into they shall disclose this interest at the first meeting of the Committee after they become so interested.
- 5.3 No member of the Committee shall remain present at any meeting of the Committee during consideration or discussion of, or the taking of any vote on any question with respect to any contract or arrangement in which they have a personal interest, and they shall disclose that interest at the first meeting of the Committee after they become so interested.

ELECTION OF BRANCH COMMITTEE

- 6.1 Nominations for membership of the Branch Committee should be submitted to the Branch Secretary in writing not less than thirty days before the Annual General Meeting. The nomination should have a proposer and a seconder both of whom are members of the Branch and should be signed by the nominee.

- 6.2 Ballots shall be conducted in accordance with the Constitution and the By-Laws of the Institute. A Ballot paper for the election of members to the Branch Committee shall be issued to all financial members of the Branch no later than twenty one days before the Annual General Meeting. Completed Ballot papers are to be returned to the Returning Officer no later than seven days before the Annual General Meeting. Completed Ballot papers shall be collected and votes counted by the Returning Officer appointed for the purpose by the Chair. The result of the Ballot shall be announced at the Annual General Meeting.
- 6.3 In the event that insufficient nominations are received for the number of Committee positions, all nominations shall be declared elected at the Annual General Meeting, and any unfilled positions shall be treated as casual vacancies and filled at the discretion of the Committee.

REPRESENTATION ON THE BOARD

7. If the Branch does not have one of its members elected as a Director on the Board of the Institute by the full membership of the Institute under Clause 54(1) of the Constitution, the Committee shall select from the Committee members or from the members of the Branch as the Committee deems appropriate, a member to represent the Branch on the Board under Clause 54(2) of the Constitution until the next Annual General Meeting of the Institute.

FINANCE

- 8.1 The Treasurer shall keep proper records of all financial transactions of the Branch. Such records shall be made up to the last day of June of each year and at the retirement of the Treasurer.
- 8.2 Such records shall be subject to audit by an auditor appointed at the Annual General Meeting of the Branch. The audit shall be carried out annually. The audited Branch accounts shall be received at the next Branch Annual General Meeting.
- 8.3 A copy of the audited Branch accounts shall be forwarded to the Board via the Board's Treasurer, no later than 31st August each year, for incorporation into the annual accounts of the Institute.
- 8.4 All accounts for payment shall be approved at meetings of the Committee. Payments shall be made by cheque or electronic funds transfer. The Committee may authorise the Treasurer to pay normal operating accounts, which are received between Committee meetings, providing that those payments shall be ratified by the Committee at its next meeting. All payments shall be authorised and cheques shall be signed by the Honorary Treasurer or any one of up to three additional current members of the Committee registered as signatories to the Branch's accounts. The signatories of the Branch's accounts are selected by the Committee and reviewed from time to time with changes in its members and executive officers. No signatory, including the Treasurer, can approve payments or sign cheques addressed to themselves.

- 8.5 For any financial year where the Committee decides to seek an allocation of funds from the Board, the Treasurer shall prepare a budget of Branch activities for that financial year, have it approved by the Branch Committee and present it to the Board, with a request and justification for the allocation of funds, no later than 30th June of the previous financial year.
- 8.6 The Branch shall register with the Australian Taxation Office as a separate branch of the Institute for Goods and Services Tax (GST) reporting purposes. The Treasurer shall complete and submit with payment of any tax owing, the Business Activity Statements (BAS) for the GST for the Branch, to the schedule required by the Australian Taxation Office. The Treasurer shall forward copies of all communication with and reports to the Australian Taxation Office, including BAS statements, to the Board via the National Treasurer.
- 8.7 The Committee shall not enter into any financial commitment which exceeds the value of the accumulated reserves held by the Branch, without obtaining the prior approval of the Board.

MEETINGS

- 9.1 Branch meetings shall be held at such time and place as the Committee may appoint and conducted subject at all times to the provisions of the Constitution and By-Laws of the Institute.
- 9.2 The Branch shall in each year hold one meeting as its Annual General Meeting of members (“the Annual General Meeting”) in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. The Annual General Meeting shall be held at such time and place as the Committee shall determine, after receipt by the Committee of the audited accounts for the year to the 30th June. The Annual General Meeting shall be held on a day after the 1st July and before the 30th of November.
- 9.3 The purposes of the Annual General Meeting are as follows:-
- (a) to confirm the minutes of the previous Annual General Meeting and General Meeting, if any, no discussion being permitted thereon except as to their accuracy;
 - (b) to receive the report of the Committee and audited statements of accounts for the year to 30th June preceding;
 - (c) to appoint the Branch auditors for the current year;
 - (d) to declare the result of the election of the members of the Committee in place of those retiring; and
 - (e) for the transaction of any Special Resolution of which at least twenty one days notice has been given.

- 9.4 All General Meetings of members of the Branch other than Annual General Meetings shall be called Extraordinary General Meetings.

NOTICE OF MEETING

- 10.1 Notice of an Annual General Meeting shall be made in writing by the Secretary of the Committee and must be sent to the members by ordinary post or other agreed method of delivery as described in Rule 12, at least twenty one days prior to the date of the Annual General Meeting
- 10.2 The Secretary shall issue and send a notice calling for the passing of a Special Resolution at a General Meeting, upon the written requisition of at least six members of the Committee or of at least ten members of the Branch. The notice of the General Meeting shall state the proposed Special Resolution, and should also state that no business shall be transacted at the General Meeting except that for the business relating to the Special Resolution.
- 10.3 Notice of a General Meeting calling for the passing of a Special Resolution shall be made in writing by the Secretary and must be sent to the members by ordinary post or other agreed method of delivery as described in Rule 12 at least twenty one days before the date of the General Meeting.
- 10.4 Notice of a General Meeting shall be prepared by the Secretary and must be sent to the members by ordinary post or other agreed method of delivery as described in Rule 12, at least fourteen days before the date of the General Meeting.
- 10.5 The notices referred to in this Rule 10 shall be exclusive of the day on which they are posted and exclusive of the day for which they are given, and shall specify the place, the day and the hour of the meeting, and in the case of special business, the general nature of that business and shall be given by the Secretary in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Branch in the General Meeting, to all members of the Branch who are entitled to receive such notices.
- 10.6 On every notice convening a General Meeting there shall appear with reasonable prominence a statement that a member who is entitled to attend and vote, is entitled to appoint a proxy as described in Clauses 48 to 53 of the Institute's Constitution.
- 10.7 The omission, unless willfully made, to give notice of the General Meeting or Annual General 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 that meeting.

PROCEEDINGS AT ANNUAL GENERAL MEETINGS AND GENERAL MEETINGS

- 11.1 All business at a General Meeting, and at an Annual General Meeting with the exception of the consideration of the accounts, balance sheet, and reports of the Committee and Auditors, the declaration of the result of the election of the members of the Committee in place of those retiring and the appointment of the Auditors, shall be deemed to be Special Resolutions.

- 11.2 The quorum at a General Meeting or an Annual General Meeting of the SA Branch shall be nine members or half of the Branch members, whichever is the lesser, personally present and entitled to be present and vote, and no business shall be transacted at a General Meeting or Annual General Meeting unless the quorum be present at the commencement of business.
- 11.3 If within half an hour from time to time appointed for a General Meeting or an Annual General Meeting a quorum is not present, the Meeting, if convened upon the requisition of members (in accordance with Rule 10.2 above), 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 Committee 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, not being less than six, present shall be a quorum but no business shall be transacted other than that notified in the notice convening the meeting.
- 11.4 The Chair, or failing him or her, the Vice Chair (being a member of the Branch), shall act as Chair of General Meetings and Annual General Meetings. If neither of these officer bearers is present within 15 minutes after the time appointed for the holding of the Meeting and willing to act, the Branch Committee members present shall elect one of their number to be Chair of the Meeting, or failing them the members of the Branch present shall elect one of their number to act as Chair of the Meeting.
- 11.5 The Chair may, with the consent of a General Meeting or an Annual General Meeting at which a quorum is present (and shall, if so desired by the Meeting), adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a General Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.
- 11.6 At a General Meeting or an Annual General Meeting a motion put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- (a) by the Chair; or
- (b) by at least three members present in person or by proxy.

Unless a poll be so demanded a declaration by the Chair that a resolution has by a show of hands been carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Minutes of the Branch shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such a resolution. The demand for a poll may be withdrawn.

- 11.7 If a poll is duly demanded it shall be taken in such manner as the Chair directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

- 11.8 In the case of an equality of votes, whether on a show of hands on a poll, the Chair of the Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 11.9 A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chair of the Meeting directs, any business other than that upon which a poll has been demanded may be conducted pending the taking of the poll.
- 11.10 The Secretary shall keep Minutes of all transactions at General Meetings and Annual General Meetings of the Branch.

COMMUNICATION WITH BRANCH MEMBERS

12. Notices of all meetings, the Annual General Meeting and any General Meetings shall be posted to all members of the Branch in writing. However, with the agreement of individual members, such notices may be transmitted by accepted electronic means or facsimile under the conditions specified in Clause 101 of the Constitution of the Institute. However, Ballot papers shall be provided and returned by post in hard copy form to maintain the integrity of the ballot.

BRANCH CLOSURE

13. In the event of a decision to close or suspend the operations of the Branch, the Committee shall transfer control of the assets of the Branch to the Board of the Institute.

AMENDMENTS

14. These Rules may only be approved or amended at an Annual General Meeting or a General Meeting of the Branch called for that purpose. All Rules or amendments so agreed must be submitted to the Board of the Institute for approval and shall not take effect until after such approval is granted.

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