



Australian Institute of Environmental Health

CONSTITUTION

THE AUSTRALIAN INSTITUTE OF ENVIRONMENTAL HEALTH

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CONSTITUTION

THE AUSTRALIAN INSTITUTE OF ENVIRONMENTAL HEALTH

Part 1 Preliminary

1. (a) The name of the association is the Australian Institute of Environmental Health Limited hereafter referred to as the 'Institute'.

The Institute is a company limited by guarantee; and the number of members of the Institute shall not be more than Five Thousand (5,000) but the Board may resolve from time to time to register an increase or decrease of members.

- (b) The income and property of the Institute shall be applied solely toward the promotion of the objects of the Institute as set forth in the Constitution; and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Institute. Provided that nothing herein shall prevent the payment, in good faith of reasonable and proper remuneration to any officer or employee, contractor or consultant or to any member of the Institute in return for any services rendered to the Institute.
- (c) Every member of the Institute undertakes to promote the profession of environmental health and the objects of the Institute.
- (d) Every member of the Institute undertakes to contribute to the assets of the Institute in the event of the same being wound up during the time that he/she is a member or within one year afterwards for payment of the debts and liabilities of the Institute contracted before the time at which he/she ceases to be a member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding the sum of twenty dollars (\$20.00).
- (e) The liability of members is limited.
- (f) True accounts shall be kept of the sums of money received and expended by the Institute and matters in respect of which such receipt and expenditure takes place, subject to the reasonable restrictions as to the time manner of inspecting the same that may be imposed by the Institute in accordance with this Constitution or the By-Laws that shall be open for the inspection by members.

Part 2. Definitions

"Act" means the Corporations Act 2001 (Commonwealth) as amended from time to time

'Annual General Meeting' is the annual general meeting of the members of the Institute called and convened by the Board as required by the Act and this Constitution

'Board' means the members for the time being of the board of Directors as constituted in accordance with this Constitution;

'Branch' means a Branch of the Institute of members residing or employed in a state or other geographical area established with the approval of the Board

'Branch Council' means the committee of management for a particular Branch the members of which are appointed by the members of that Branch.

'By-Laws' means the By-Laws made by the Board under the provisions of this Constitution that are for the time being in force.

'Chief Executive Officer' means any person appointed by the Board to perform the duties of a Chief Executive Officer of the Institute

'Financial Member' means a member who has been duly accepted as such by the Board in accordance with this Constitution and who has paid to the Institute all their current membership subscriptions or other dues payable in accordance with this Constitution or the By-Laws.

'Institute' is the Australian Institute of Environmental Health Limited

'Member' means a member who has attained that class prescribed in Article 6.

'Notice' includes posting on the AIEH website for a minimum of seven days, email to a member's nominated email address, posting by prepaid post written notification to a member's nominated postal address, facsimile to a member's nominated facsimile number, or telephone contact to a member's nominated contact telephone number.

"President" means the national president of the Institute and the chairman of the Board.

"Register" means the Register of Members kept pursuant to the Act.

Part 3. Mission and objectives

The mission and objects of the Institute are to contribute to the improvement in environmental health standards in Australia by:

- Developing and advancing the practices and policies of the environmental health profession;
- Co-ordinating and representing the views, concerns and interests of members;
- Disseminating knowledge on environmental health to individuals, the community, governments and other organisations;
- Promoting excellence in environmental health practice; and
- Advocating the objects and policies of the Institute including developing membership of the Institute.

Part 4 Membership

2. Membership of the Institute shall be divided into the following classes: Corporate Member; Life Fellow; Fellow; Honorary Fellow; Member; Associate; Affiliate and Student member.
3. Criteria, qualifications and procedures for admission as a member or advancement in membership classification shall be as prescribed in the By-Laws.
4. In the event that any member who has retired from the Institute due to age, ill health or other reason approved by the Board desires to retain his/her association with the Institute, they may upon written application made to it, retain the grade of membership held at the time of

retirement , and shall in the meantime have the word "Retired" recorded in the Register . A retired member shall not be eligible for election to any office or be entitled to vote on any matters.

5. Procedures for resignation of membership shall be as prescribed in the By-Laws.
6. A Life Fellow, Fellow, Member, Associate member, Affiliate member, Honorary Fellow or Honorary Member may use the following letters after his/her name:
 - Life Fellow, the letters LFAIEH
 - Fellow, the letters FAIEH
 - Member, the letters MAIEH
 - Associate member, the letters AAIEH
 - Affiliate member, the letters AIEH (Aff.)
 - Honorary Fellow, the letters FAIEH (Hon.)
 - Honorary Member, the letters MAIEH (Hon.)
 - Retired member, the letters the member was entitled to use immediately prior to such retirement with the additional letters (Ret.)

No member shall use or cause to be used any words or letters except those prescribed above to indicate that he/she is a member.

7. All applications for membership will be made in writing to the Chief Executive Officer and accompanied by the appropriate subscription fees payable. Once approved, the CEO shall forward to each member notification of their approval together with a copy of this Constitution, the By-Laws, and members' code of conduct.
8. The Board shall fix the annual subscription payable by the members, payable on the first day of the financial year of the Institute (being 1 July each year); and may in respect of any member of the Institute suspend or remit the whole, or any part of the fees and subscriptions.
9. On admission to the Institute or advancement in membership classification, a certificate of membership, showing membership classification, shall be issued by the Chief Executive Officer to the member in the form prescribed by the Board.
10. Every certificate of membership issued or made by the Institute shall, notwithstanding the payment of any fees, remain the property of the Institute and shall be returned upon demand by the Board. If any person neglects or refuses to return or deliver up any such certificate on demand legal proceedings may be instituted by the Board in making the demand for the recovery of the certificate and/or for that sum being its agreed value as decided from time to time by the Board.
11. The Board may resolve to expel a member from the Institute or suspend the membership of a member with or without conditions (which resolution may but need not state the facts, grounds or opinions on which it is based) if :
 - The member has refused or neglected to comply with a provision of the Constitution, the By-Laws, code of conduct or policy; or
 - The member has in the opinion of the Board, acted in a manner or is guilty of conduct that is deemed by the Board to be detrimental to the interests or standing of the Institute or the profession; or

- The member has ceased to hold the qualifications for membership prescribed by this Constitution or the By-Laws; or
 - The member has become bankrupt or insolvent unless the Board is satisfied that circumstances of the bankruptcy arose from misfortune and not discreditable conduct on the part of the member; or
 - The member's admission to the Institute was deemed by the Board, to be obtained by improper means; or
 - The member has failed to pay any fine, subscription or other sum of money owing by him/her to the Institute
 - PROVIDED ALWAYS THAT
 - (a) At least fourteen (14) days before the meeting at which such resolution is passed the member concerned shall have been notified in writing of the intended resolution so that he/she shall at the meeting before which such resolution is passed have had an opportunity of providing written submissions in his/her defence to the alleged breach which he/she may think fit;
 - (b) The meeting shall be held within three (3) months of the date of the reporting or discovery by the Board of the alleged offence ; and
 - (c) Any resolution under this Constitution requires for its passing the affirmative vote of not less than two-thirds of the members of the Board present at such meeting in person or proxy (in the format annexed hereto) and the decision of the Board shall be final.
12. (a) Any member may make written complaint to the Board if they have reason to believe that another member (or members) have contravened the Constitution, By-Laws or Code of Conduct or policy, or has acted in a manner detrimental to the interests or standing of the Institute or the profession.
- (b) On receipt of a complaint, the Board may resolve to further investigate the complaint and may appoint a committee to perform the investigation . The Chief Executive Officer must provide a minimum of twenty-one (21) days notice in writing to all members involved in the complaint—
- (i) Of the resolution of the Board to investigate the complaint and the grounds on which it is based;
- (ii) (ii) Inviting the member to forward information to the committee in the form of written submissions which the member feels is relevant relating to the complaint, within seven (7) days of receipt of the notice from the CEO..
- (c) Upon the receipt by the committee of any relevant information in writing provided to it, the committee shall draft a report and its recommendations for the consideration of the Board.
- (d) On receipt of the report the Board will make a determination on the complaint and by resolution determine what penalties, if any, will apply.
- (e) The Chief Executive Officer must, within seven days of the Board's determination, give the member who is subject to the complaint written notice of the Board's decision.
- (f) A resolution to expel or suspend a member takes effect from the time of the Board's resolution.

13. If the subscription of any member is overdue by one month, a notice of such fact shall be sent to the member by the CEO. If payment is not received within thirty (30) days from the date of the notice the member's name will be removed from the Register.
14. The removal of the name of any member from the Register shall be without prejudice to the right of the Board to recover from the member all arrears including the subscription of the year then current and all certificates of the Institute.
15. Whenever any person ceases to be a member they shall from such date cease to have any claim upon or interest in the funds and property of the Institute or any part thereof, and will forfeit all rights which they enjoyed as a member of the Institute.
16. A person who has been expelled from membership of the Institute may apply at any time for reinstatement and may be reinstated upon such terms and conditions and upon giving such information and explanation as the Board may deem fit but the Board shall not be compelled to reinstate such person and may refuse to assign any reason therefore. The decision of the Board shall be final.

Part 5 Board of Directors

17. The Board:
 - (a) will govern the affairs of the Institute;
 - (b) will perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Institute; and
 - (c) will ensure that all requirements of the Act, this Constitution and resolutions of Annual General Meetings are complied with efficiently and effectively.
18. The Board may make, alter and repeal By-Laws as it deems necessary for the proper conduct and management of the Institute and the regulation of member's professional conduct. The Board may provide penalties for those members who commit a breach of any such By-Laws.
19. The Board may delegate any of its powers, authorities and discretions except this power of delegation to any branch council, committee or to the Chief Executive Officer or any other person or committee on such conditions and for such period as the Board may think fit and it may at any time revoke such delegation.
20. Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed as a determination of the Board. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
21. The Board may meet adjourn and otherwise regulate meetings as it shall think fit provided that the Board shall meet at least once in every calendar year. Notice of a meeting of the Board will be determined by the Board.
22. A resolution in writing, agreed to by a majority of the Directors for the time being entitled to receive notice of meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.
23. Any act or thing done, or purporting to have been done, by the Board is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board.

24. The Chairman may at his or her absolute discretion:
 - (a) exclude the Chief Executive Officer from any Board discussions at any time;
 - (b) exclude from any Board meeting, a member attending as an observer.
25. A meeting of the Board shall be convened at any time upon the request of the President, or any three or more members of the Board.
26. The Board shall each year shall elect from its numbers a President a Senior Vice-President and a Vice-President, and such elections shall be held by ballot amongst Board Members at the first meeting of the Board of each new term.
27. Any four voting members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
28. No business will be transacted by the Board unless a quorum is present.
29. At meetings of the Board the President or in the absence of the President, a Vice-President, shall preside.

Part 6 Composition of the Board of Directors

30. The Board will consist, unless otherwise determined by resolution of the members at an Annual General Meeting, of nine (9) Directors. Of this number:
 - (a) One director will be elected from each Branch, by the members of that particular Branch;
 - (b) Three (3) directors will be elected directly from the general national membership provided that not more than two (2) directors in total shall be elected from any one Branch; and
 - (c) Members will be entitled to have two (2) votes for the purpose of electing the Board, one vote for electing a director from their particular Branch and another vote to elect a director from the general national membership.
31. Members seeking nomination and election as a Director must be a Financial Member of the Institute and be of good professional and personal standing and provide evidence of the benefits to the Institute upon nomination.
32.
 - (a) In accordance with clause 26, a President; Senior Vice-President and Vice-President will be elected by the Board at its first meeting of each new term:-
 - (b) a President, Senior Vice-President and Vice-President shall hold office for a period of one (1) year and may be re-elected at the expiry of their terms;
 - (c) The Board may establish a Board Executive to facilitate management of the Institute;
 - (d) The Board may appoint Executive Directors to carry out specific tasks and responsibilities;
 - (e) The term of office of Directors elected pursuant to clause 30(a) will be for an initial term of one (1) year at the first meeting and thereafter shall be for two (2) years with Directors retiring and being eligible for re-election;

- (f) The term of office of Directors elected pursuant to clause 30(b) will be for two (2) years with Directors retiring and being eligible for re-election;
 - (g) Directors shall hold office until they are removed by resolution of an Annual General Meeting of members or an Extraordinary General Meeting of members or until their office becomes vacant pursuant to this Constitution or pursuant to the Act; and
 - (h) The Board shall have the power at any time, and from time to time, to appoint any member to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but only so that the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution. Any additional members appointed as a Director either to fill a casual vacancy or as an additional member of the Board, shall hold office until the next Annual General Meeting when he or they shall retire but shall be eligible for re-election.
 - (i) The office of a director is vacated if the person holding the office:
 - Ceases to be a member of the Institute; or
 - Resigns or vacates his/her seat on the Board or council; or
 - Is absent from three consecutive meetings without the consent of the Board; or
 - Becomes bankrupt or insolvent or makes an assignment for the benefit of his/her creditors or takes or attempts to take benefit of any statutory provision for the liquidation of his/her assets or affairs; or
 - Is requested to resign by resolution by the majority of members of the Board; or
 - Becomes a patient or a protected person or an incapable person within the meaning of any Mental Health Act; or
 - Is not a Financial Member; or
 - Becomes prohibited from being a director of a company under the Act or any other Law.
 - (j) The remaining directors may continue to act until such time as the vacancy pursuant to clause (i) above, is filled.
- 33.
- (a) The Chief Executive Officer will call for nominations for positions of Director at least 60 days before the Annual General Meeting in any year that the term of office of any Director expires.
 - (b) The notice of the call for nominations for Directors will specify the date by which the nominations must be received.
 - (c) Each nomination will be:
 - in writing,
 - signed by two (2) Financial Members of the Institute;
 - include the written consent of the candidate; and
 - be received by the Chief Executive Officer on the date and time specified in the notice.
 - (d) If there are more nominees than Directors positions vacant then a ballot will be conducted in such manner as the Board may direct.

Part 7 Chief Executive Officer

34. (a) A Chief Executive Officer (CEO) shall be appointed by the Board for such term and upon such conditions as the Board thinks fit and any CEO may be removed by a special resolution of the Board.
- (b) Subject to this Constitution and Rules, and to any directions of the Board, the duties of the Chief Executive Officer will be to –
- manage all professional staff;
 - be subject to the direction and control of the Board and give effect to all decisions of the Board and general meetings;
 - monitor the financial status of the Institute and provide regular reports to the Board as directed;
 - be in attendance, unless excused by the Board, at all Board and General Meetings and keep, or cause to be kept, minutes of the proceedings of the meetings;
 - report to the Board on the election of Directors and other elected officers
 - perform all acts and take all necessary steps for the promotion and future benefit and advantage of the Institute and its members consistent with the approved CEO Position Description.
- (c) The Board shall cause to be kept by the Chief Executive Officer:
- a record of the business transacted at all meetings of the Board; and
 - the maintenance of the Register;
- (d) The Chief Executive Officer shall cause to be issued:
- notices of all resolutions, decisions, amendments of the Rules; and
 - all notices and returns required to be given by the Institute under the Act.

Part 8 Branch and Branch Councils

35. The Board may at any time establish in any State or Territory (or combination thereof) a Branch for the State/Territory or other place and the Branch Council may exercise the powers, authorities and discretions conferred on it by the Board. Branch Councils are responsible to the Board for the implementation of policy and delivery of services in accordance with approved budgets. Branch Councils will constitute a sub-committee of the Board.
36. The Board may also dissolve a Branch or Branch Council. The appointment and composition of each Branch Council of each Branch and requirements for Branch meetings of members shall be as provided in the By-Laws.
37. The Board has the right to and may from time to time, re-define or alter the geographic area or boundaries of any Branch.
38. Any committee established by any Branch Council shall be elected by members in that particular Branch.
39. The office of a member of Branch Council is vacated if the person holding the office:
- Ceases to reside in the Branch, or
 - Resigns his/her seat on the Council, or

- Is absent from three consecutive meetings without the consent of the Council, or
- Becomes bankrupt or insolvent under administration, or
- Becomes a patient or a protected person or an incapable person within the meaning of any Mental Health Act, or
- Is no longer a Financial Member, or
- Is requested by notice in writing to resign by the majority of members of council

Part 9 General Meetings of the Institute

40. An Annual General Meeting of the Institute shall be held at least once in every calendar year and shall be held, conducted and notices given in accordance with the requirements of the Act.
41. General Meetings of the Institute may be held at any time as determined by the Board or by requisition, and must be convened and conducted, and have notice given according to the requirements of this Constitution and the Act.
42. A quorum for an Annual General Meeting or a General Meeting of the Institute shall be ten members personally present and entitled to vote.
43. If at an Annual General Meeting or at any General Meeting of the Institute convened other than on requisition, a quorum is not present within half an hour after the time appointed for the meeting, the members present (being not less than two) shall be a quorum.
44. If at a General Meeting of the Institute convened on requisition a quorum be not present within half an hour after the time appointed for the meeting the meeting shall lapse.
45. Only Financial Members of the status of Life Fellow, Fellow, Member, the nominee of a Corporate Member, or Associate member shall be entitled to be present and vote at an Annual General Meeting or General Meeting of the Institute.
46. An Honorary Fellow, Honorary Member, Affiliate member, Retired member or Student member shall not be entitled to vote at any meeting or postal ballot.
47. The President shall take the chair at every Annual General Meeting or General Meeting of the Institute. If the President is not present within fifteen minutes after the appointed time for the holding of the meeting or is unwilling to chair the meeting, the Vice-President shall preside, or if the Vice-President is not available or is unwilling to chair the meeting, the members present shall elect one of their number to be Chairperson of the meeting.
48. Unless a poll is demanded each motion submitted to a Meeting, shall be decided in the first instance by a show of hands by those present and by proxy.
49. A declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the proceedings of the Institute shall be conclusive evidence of the votes recorded in favour of or against the resolution.
50. At a meeting a declaration by the Chairperson that a motion has been decided in the affirmative or negative shall be final and conclusive unless such declaration be immediately challenged and five members demand a division. If a division is demanded it shall be taken forthwith in such manner as the Chairperson directs.

51. In the case of an equality of votes, whether on a show of hands or on a poll the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled in addition to their deliberative vote to have a casting vote.
52. If at any Annual General Meeting or a General Meeting of the Institute the whole of the business appointed to be done be not completed the Chairperson may with the consent of the Meeting adjourn the Meeting but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Part 10 Referendum

53. The Institute at an Extraordinary General Meeting may by resolution agreed to by not less than one-fortieth of all members or the Board refer any question to the members of the Institute by way of referendum.
54. The whole or any part or either of this Constitution may be rescinded, or varied and other Rules, in addition or in substitution for these Rules may be made by a special resolution of the Institute duly passed by way of referendum.
55. No such resolution shall be passed unless at an Annual General Meeting or an Extraordinary General Meeting of the Institute especially called for that purpose of which due notice has been given to the members of the Institute setting out the full text of all proposed changes that are to be made to the Constitution. The majority required for passing such a resolution shall be seventy five percent (75%) of the aggregate of Financial Members present and voting at such meeting.

Part 11 Winding-up of Institute

56. If on the winding up of the Institute there remains any property after satisfaction of all debts and liabilities, it must be transferred to some other organisation having objects consistent with the objects of the Institute.

That organisation must —

- (a) prohibit the distribution of its income or property among its members at least to the extent imposed under rule of this Constitution; or
 - (b) be an organisation recognised by the Federal Commissioner of Taxation under the *Income Tax Assessment Act*; and
 - (c) be determined by the members of the Institute in General Meeting by a resolution passed by at least three quarters of the votes of members cast by its members in person or by proxy.
57. All Directors at the time of the winding up will remain as Directors of the Institute until such winding up has been finalised.

Part 12 General

58. The ownership and copyright of any products, intellectual property, ideas, and services developed by any members either collectively or individually will vest with the Institute unless a prior written agreement has been entered into between the relevant parties.
59. The Board may deem certain information obtained or collected as part of the activities of Institute to be privileged and confidential and such information may not be disclosed by any member to any party unless prior written permission is granted by the Board.