



Constitution  
of the

# Society of Automotive Engineers – Australasia

This Constitution is adopted as the Constitution of  
the Company by special resolution of the Members  
in general meeting on

27 April 2001

*and amended on*

29 May 2007

Suite B/Level 2  
70 Dorcas Street  
Southbank, Victoria, 3006

**CORPORATIONS LAW  
COMPANY LIMITED BY GUARANTEE  
CONSTITUTION  
OF  
THE SOCIETY OF AUTOMOTIVE ENGINEERS - AUSTRALASIA**

**1. PRELIMINARY**

1.1 In this Constitution unless the contrary intention appears:

'Auditor' means the Company's auditor;

'Automotive Engineering' means automotive, aeronautical, transportation, mobility and allied technology and related industries;

'Company' means the Society of Automotive Engineers Australasia;

'Constitution' means the constitution of the Company as amended from time to time;

'Director' includes any person occupying the position of director of the Company;

'Directors' means all or some of the Directors acting as a board;

'Executive Director' means the public title used by the person appointed as Secretary;

'Immediate Past President' means the retiring President as defined in clause 41.1 (e);

'Logo' means any logo or other identifying mark for the time being of the Company;

'Member' means a member under all grades as defined in Clause 5;

'Office' means the Company's registered office;

'President' means the President as defined in clause 41.3;

'President Elect' means the person selected in accordance with clauses 41.1 (a) & (b);

'Register' means the register of Members of the Company;

'Registered Address' means the last known address of a Member as noted in the Register;

'Representative' means a person appointed as such under clause 12;

'Seal' means the Company's common seal (if any);

'Secretary' means any person appointed by the Directors to perform any of the duties of a secretary of the Company and if there are joint secretaries, any one or more of such joint secretaries;

'Transfer Fee' means the fee required under clause 9;

'Voting Member' means a member in the grades of Honorary Member, Life Member, Fellow, Member, Corporate Member, Associate Member and Associate Member - T;

1.2 In this Constitution, unless the contrary intention appears:

- (a) the singular includes the plural and vice versa and words importing a gender include other genders;
- (b) words importing natural persons include corporations;
- (c) words and expressions defined in the Corporations Law have the same meaning in this Constitution;
- (d) headings are for ease of reference only and do not affect the construction of this Constitution; and
- (e) a reference to the Corporations Law is a reference to the Corporations Law as modified or amended from time to time.

1.3 Unless the contrary intention appears in this Constitution, an expression in a clause of this Constitution has the same meaning as in a provision of the Corporations Law that deals with the same matter as the clause.

1.4 The replaceable rules in the Corporations Law do not apply to the Company.

## 2. OBJECTIVES

2.1 The objectives for which the Company is established are:

- (a) the advancement of Australasian transportation technology in developing and delivering mobility to the community;
- (b) to recognise and reward excellence;
- (c) to encourage engineering education and promote Mobility Technology to all levels of the community;
- (d) to protect and conserve the interests of members of the Company;
- (e) facilitate the exchange of ideas and knowledge between members of the company and the community in general;
- (f) to assist the Australasian automotive profession in the employment of capable technical personnel;
- (g) to increase confidence of the general community in the employment of persons recognised by the Company by admitting to the respective grades of membership; and
- (h) to do all such lawful acts, matters and things as are incidental or conducive to the attainment of the objectives of the Company.

2.2 The Company may only exercise the powers in section 124(1) of the Corporations Law to:

- (a) carry out the objectives in this clause 2; and
- (b) do all things incidental or convenient in relation to the exercise of power under clause 2.2(a).

### **3. INCOME AND PROPERTY OF COMPANY**

3.1 The income and property of the Company will only be applied towards the promotion of the objectives of the Company set out in clause 2.

3.2 No income or property will be paid or transferred directly or indirectly to any Member of the Company except for payments to a Member:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent.

### **4. PAYMENTS TO DIRECTORS**

No payment will be made to any Director of the Company other than for expenses that have been pre-approved by the Directors and which are the payment of:

- (a) out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company;
- (b) any service rendered to the Company by the Director in a capacity other than in the capacity as Director, where the provision of the service has the prior approval of the Directors of the Company and where the amount payable is approved by the Directors of the Company and is not more than an amount which commercially would be reasonable payment for the service;
- (c) any salary or wage due to the Director as an employee of the Company where the terms of employment have been approved by the Directors of the Company; and
- (d) an indemnity, exemption or insurance premium in respect of a liability incurred in respect of a liability incurred as a Director to which subsection 212 (1) of the Corporations Law refers.

### **5. MEMBERSHIP**

5.1 The number of Members with which the Company proposes to be registered is unlimited.

5.2 The Members of the Company will be:

- (a) the persons who consented to become Members in the Company's application for registration;

- (b) all persons who were Members of the company at the time of adoption of this constitution; and
  - (c) any other persons, corporations or organisations whom or which the Directors admit to membership in accordance with this Constitution.
- 5.3 Applications for membership shall be in writing, signed by the applicant, accompanied by the entrance fee and in a form approved by the Directors in their absolute discretion.
- 5.4 Every applicant for membership shall be proposed by a Voting Member or referee who shall certify to their personal knowledge of the candidate and the suitability for membership.
- 5.5 At the next meeting of Directors after the receipt of an application for membership, the application will be considered by the Directors. The Directors may establish a membership review committee to assist with the review of applications for membership and obtain local management recommendations. The Directors will:
  - (a) determine the admission or rejection of the applicant; or
  - (b) decide to call on the applicant to supply any evidence of eligibility that they consider reasonably necessary.
- 5.6 If the Directors:
  - (a) require further evidence under clause 5.5, determination of the application will be deferred until this evidence has been supplied;
  - (b) reject an application for membership, they will not be required to give reasons for the rejection, but will be required to refund the entrance fee to the applicant.
- 5.7
  - (a) As soon as practicable following acceptance of an application, the Secretary will send the applicant written notice of the acceptance and request payment of the applicant's first annual subscription.
  - (b) Subject to clause 5.8, an applicant will become a Member of the Company on payment of the amount due under clause 5.7(a).
- 5.8 If an amount due under clause 5.7 is not paid within 60 days after the date the applicant is notified of acceptance, the Directors may cancel their acceptance of the applicant for membership of the Company.
- 5.9 The rights and privileges of every Member will be personal to each Member and will not be transferable by the Member's own act or by operation of law.
- 5.10 A Member shall not be entitled to use or reproduce the Company Logo without the prior consent of the Directors.

## 6. MEMBERSHIP - Subscriptions

- 6.1 The Directors may determine the entrance fee and annual subscription payable by each Member or each category of Member.
- 6.2 Members in the grades of Honorary Member and Life Member will not be required to pay an entrance fee or annual subscription fee.
- 6.4 (a) The annual subscription period will commence on 1 January of each year, and the annual subscription will be due in advance of this date.
- (b) The first subscription payable by persons who consented to become Members in the application for the Company's registration will be payable within 30 days of the date from which subscriptions are determined by the Directors.
- 6.5 A financial member is a Member who has paid the current year's subscription and all arrears due. Subscriptions shall be defined as in arrears from January 31 if not paid for the current year by that date.
- 6.6 The Directors may determine that any Member admitted to membership between 30 June and 30 September will pay only one-half of the annual subscription until that Member's next annual subscription falls due.
- 6.7 The Directors may determine that if any Member is admitted to membership after 30 September the full subscription shall be paid and shall cover the rest of that year and the next succeeding year.
- 6.8 In lieu of payment of annual subscriptions, a Member may pay a lifetime subscription as a single computed sum as shall from time to time be prescribed by the Directors.
- 6.9 Subscription may be suspended or waived if in the Directors' opinion the circumstances of the Member warrant it. The suspension or waiver of a subscription shall be reviewed annually.
- 6.10 With the exception of Honorary and Life Members, if a Member does not pay a subscription within 3 months after it becomes due the Directors:
- (a) may give the Member notice of that fact; and
- (b) if the subscription remains unpaid for 1 month from the date of that notice, may declare that Member's membership suspended and cease to provide the Member with any correspondence or support from the Company, and/or that the Member's membership has been forfeited.

## 7. MEMBERSHIP - Grades

- 7.1 Members shall be divided according to their technical qualifications and experience into the following grades and corresponding distinguishing initials;
- (a) Honorary Member (HonMSAE-A);
- (b) Life Member (LMSAE-A);

- (c) Fellow (FSAE-A);
  - (d) Member (MSAE-A);
  - (e) Corporate Member (CorpSAE-A);
  - (f) Associate Member (AMSAE-A);
  - (g) Associate Member - T (AMTSAE-A);
  - (h) Affiliate (AffSAE-A);
  - (i) Student (SSAE-A);
- 7.2 (a) Members in the grades of Honorary Member, Life Member, Fellow, Member, Associate Member, Associate Member - T, Student and Affiliate shall be individuals. Corporations or Organisations are only entitled to membership in the grade of Corporate Member.
- (b) The membership grades recognise the following general criteria
- (i) Honorary Member.  
A special award to persons who have made exceptional contributions to the Australasian automotive engineering industry.
  - (ii) Life Member.  
A special award to persons who have made exceptional contributions to the Company.
  - (iii) Fellow.  
Persons who have contributed to the profession of automotive engineering to a noteworthy degree.
  - (iv) Member.  
Persons who are experienced automotive engineers engaged in a responsible activity.
  - (v) Associate Member.  
Professional engineers possessing the basic qualifications for Member grade but who have not yet attained the experience and level of responsibility to qualify for the grade of Member.
  - (vi) Associate Member - T.  
Trade and technically qualified persons engaged in mobility engineering related activities.
  - (vii) Affiliate.  
Persons not qualified for other grades of membership but active in or interested in automotive engineering.
  - (viii) Student.

Full time students engaged in post secondary education related to automotive engineering.

- (ix) Corporate Member.  
A Company or Organisation engaged in activities related to the automotive or allied industries;

- 7.3 (a) The Directors shall determine the membership qualifications from time to time and written summaries shall be made available to Members.
- (b) Honorary Member and Life Member grades shall be awarded as determined by the Board.
- (c) The Directors may establish committees to evaluate applications for membership of the Company; assess qualifications of applicants and Members for assignment to particular grades; or make recommendations on the award of Honorary and Life Membership. The Directors may also seek input from local management on applications for membership or upgrade.

For the time being, the existing Membership and Awards Committees will be retained on adoption of this Constitution.

- 7.4 Members who were in the grade of Associate prior to May 1994 may continue in this grade but may in future be transferred to another of the defined grades in the Directors' absolute discretion.
- 7.5 Admission to a grade shall be in the Directors absolute discretion and the Directors shall not be required to state any reason for the decision, except in the case of a Student or Affiliate where admission shall be granted if satisfactory proof of qualification is received.

## 8. **MEMBERSHIP - Certificate**

- 8.1 Each Member shall upon payment of any required entrance fee and first annual subscription fee, receive a certificate of membership and shall be entitled to hold the certificate for the duration of their membership.
- 8.2 No fee shall be charged for certificates of membership issued to new Members or re-graded Members. On all other occasions Other Members shall be entitled to a certificate on payment of a fee which shall be determined by the Directors.

## 9. **MEMBERSHIP - Grade transfers**

- 9.1 Members may apply to transfer from one grade of membership to another.
- 9.2 Transfer applications shall be in the form prescribed by the Directors, and approval of any re-grading transfer shall be at the sole discretion of the Directors. The Directors may refer applications for transfer to a membership committee for review and recommendation and obtain local management recommendations.
- 9.3 The Directors may prescribe a Transfer Fee.



9.4 Subject to prior approval by the Directors, Transfer will take effect from the date that the member begins to pay the fee applicable to the new grade of membership.

## 10. MEMBERSHIP - Ceasing to be a Member

10.1 A Member's membership of the Company will cease:

- (a) if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
- (b) if at least three-quarters of the Directors present and voting at a meeting of Directors by resolution terminate the membership of a Member
  - (i) whose conduct in their opinion is not in line with the best interests or objectives of the Company and renders it undesirable that the Member continue to be a Member of the Company;
  - (ii) only after the Member has been given at least 21 days' notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;
- (c) if membership is forfeited under clause 6.10(b);
- (d) where the Member is an individual, if the Member:
  - (i) dies;
  - (ii) becomes of unsound mind or whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
  - (iii) is convicted of an indictable offence;
- (e) where the Member is a Corporate Member, if:
  - (i) a liquidator is appointed in connection with the winding-up of the Member; or
  - (ii) an order is made by a Court for the winding-up or deregistration of the Member.

10.2 Any Member ceasing to be a Member:

- (a) will not be entitled to any refund (or part refund) of a subscription,
- (b) will remain liable for and will pay to the Company all subscriptions and moneys which were due at the date of ceasing to be a Member, and
- (c) must return their certificate of membership to the Company.

## 11. **MEMBERSHIP - Powers of attorney**

- 11.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's membership in the Company, that Member must deliver the instrument appointing the Attorney to the Company for notation.
- 11.2 If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.
- 11.3 The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

## 12 **MEMBERSHIP - Representatives of Corporate Members**

- 12.1 Any corporation or organisation which is a Corporate Member may by written notice to the Secretary:
- (a) appoint an individual to act as its Representative in all matters connected with the Company as permitted by the Corporations Law; and
  - (b) remove a Representative.
- 12.2 A Representative is entitled to:
- (a) exercise at a general meeting all the powers which the corporation or organisation which appointed him or her could exercise if it were a natural person; and
  - (b) be counted towards a quorum on the basis that the Member corporation or organisation is to be considered personally present at a general meeting by its Representative.
- 12.3 The Representative may be a Member of another grade as an individual whilst representing a Corporation in the Corporate Member grade.
- 12.4 A certificate executed in accordance with section 127 of the Corporations Law is rebuttable evidence of the appointment or of the removal of the appointment (as appropriate) of the Representative.
- 12.5 The chairperson of a general meeting may allow a Representative to vote on the condition that he or she subsequently establishes his or her status as a Representative within a period prescribed by and to the satisfaction of the chairperson of the general meeting.
- 12.6 The appointment of a Representative may set out restrictions on the Representative's powers.

## 13. **GENERAL MEETINGS - Convening general meeting**

- 13.1 The Directors may, at any time, convene a general meeting.
- 13.2 A Member may:
- (a) only request the Directors to convene a general meeting in accordance with section 249D of the Corporations Law; and

- (b) not convene nor join in convening a general meeting except under section 249E or 249F of the Corporations Law.

#### 14. GENERAL MEETINGS - Notice of general meeting

- 14.1 Subject to the provisions of the Corporations Law allowing general meetings to be held with shorter notice, at least 21 days' written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.
- 14.2 A notice convening a general meeting:
  - (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
  - (b) must state the general nature of the business to be transacted at the meeting; and
  - (c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.
- 14.3
  - (a) The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting convened as the result of a request under clause 13.2).
  - (b) The Directors must give notice of the postponement or cancellation to all persons entitled to receive notices from the Company.
- 14.4 The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

#### 15. PROCEEDINGS AT GENERAL MEETINGS - Member

In clauses 16, 17, 19 and 23, 'Member' includes a Member present in person or by proxy, attorney or Representative.

#### 16. PROCEEDINGS AT GENERAL MEETINGS - Quorum

- 16.1 No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.
- 16.2 A quorum of Members is 10 Voting Members.
- 16.3 If a quorum is not present within 30 minutes after the time appointed for a meeting:
  - (a) if the meeting was convened on the requisition of Members, it is automatically dissolved; or
  - (b) in any other case:
    - (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and

- (ii) if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is automatically dissolved.

## 17. PROCEEDINGS AT GENERAL MEETINGS - Chairperson

17.1 The chairperson, or in the chairperson's absence the deputy chairperson, of Directors' meetings will be the chairperson at every meeting of Members.

17.2 If:

- (a) there is no chairperson or deputy chairperson; or
- (b) neither the chairperson nor deputy chairperson is present within 15 minutes after the time appointed for holding the meeting; or
- (c) the chairperson and deputy chairperson are unwilling to act as chairperson of the meeting, the Directors present may elect a chairperson.

17.3 If no election is made pursuant to clause 17.2, then:

- (a) the Members may elect one of the Directors present as chairperson; or
- (b) if no Director is present or is willing to take the chair, the Members may elect one of the Members present as chairperson.

17.4 If there is a dispute at a general meeting about a question of procedure, the chairperson may determine the question.

## 18. PROCEEDINGS AT GENERAL MEETINGS - Adjournment

18.1 The chairperson of a meeting at which a quorum is present:

- (a) in his or her discretion may adjourn a meeting with the meeting's consent; and
- (b) must adjourn a meeting if the meeting directs him or her to do so.

18.2 An adjourned meeting may take place at a different venue to the initial meeting.

18.3 The only business that can be transacted at an adjourned meeting is the unfinished business of the initial meeting.

18.4 Notice of an adjourned meeting must be given in accordance with clause 14.1 if a general meeting has been adjourned for more than 21 days.

## 19. PROCEEDINGS AT GENERAL MEETINGS - Decision of questions

19.1 Subject to the Corporations Law in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.

19.2 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the Corporations Law.

19.3 Unless a poll is demanded:

- (a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
- (b) an entry to that effect in the minutes of the meeting, are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

19.4 The demand for a poll may be withdrawn.

19.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the meeting was not entitled to do so.

## 20. **PROCEEDINGS AT GENERAL MEETINGS - Taking a poll**

20.1 A poll will be taken when and in the manner that the chairperson directs.

20.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.

20.3 The chairperson may determine any dispute about the admission or rejection of a vote.

20.4 The chairperson's determination, if made in good faith, will be final and conclusive.

20.5 A poll demanded on the election of the chairperson or the adjournment of a meeting must be taken immediately.

20.6 After a poll has been demanded at a meeting, the meeting may continue for the transaction of business other than the question on which the poll was demanded.

## 21. **PROCEEDINGS AT GENERAL MEETINGS - Casting vote of chairperson**

The chairperson shall have a casting vote in addition to the chairperson's votes as a Member, proxy, attorney or Representative.

## 22. **PROCEEDINGS AT GENERAL MEETINGS - Offensive material**

A person may be refused admission to, or required to leave and not return to, a meeting if the person:

- (a) refuses to permit examination of any article in the person's possession; or
- (b) is in possession of any:
  - (i) electronic or recording device;
  - (ii) placard or banner; or
  - (iii) other article,

which the chairperson considers to be dangerous, offensive or liable to cause disruption.

## 23. **VOTES OF MEMBERS - Entitlement to vote**

- 23.1 A Member is not entitled to vote at a general meeting if the member's annual subscription is more than one month in arrears at the date of the meeting.
- 23.2 Only Voting Members shall be entitled to vote.
- 23.3 A Member entitled to vote has one vote.
- 23.4 A Member entitled to vote who is also the nominated representative of a Corporate Member, may cast a second vote as the Corporate Member Representative.
- 24. VOTES OF MEMBERS - Objections**
- 24.1 An objection to the qualification of a voter may only be raised at the meeting or adjourned meeting at which the voter tendered their vote.
- 24.2 An objection must be referred to the chairperson of the meeting, whose decision is final.
- 24.3 A vote which the chairperson does not disallow because of an objection is valid for all purposes.
- 25. VOTES OF MEMBERS - Votes by proxy**
- 25.1 If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may vote on a show of hands.
- 25.2 A proxy may demand or join in demanding a poll.
- 25.3 A proxy or attorney may vote on a poll.
- 26. VOTES OF MEMBERS - Instrument appointing proxy**
- 26.1 A Member who is a natural person may appoint a proxy by a written appointment signed by the appointor or the appointor's attorney.
- 26.2 A Member which is a corporation may appoint a proxy by a written appointment executed in accordance with section 127 of the Corporations Law or the appointor's attorney duly authorised in writing.
- 26.3 A proxy need not be a Member.
- 26.4 (a) An appointment of a proxy must be in a form approved by the Directors.
- (b) Schedule 1 sets out a form which will be taken to be approved by the Directors unless they resolve to use a different form.
- 26.5 A proxy may vote or abstain as he or she chooses except to the extent that an appointment of the proxy indicates the manner in which the proxy will vote on any resolution. The proxy must vote or abstain on a poll in accordance with any instructions on the appointment.
- 26.6 A proxy's appointment is valid at an adjourned meeting.
- 27. VOTES OF MEMBERS - Lodgment of proxy**

- 27.1 The written appointment of a proxy or attorney must be received by the Company, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
- (a) the time for holding the meeting or adjourned meeting at which the appointee proposes to vote; or
  - (b) the taking of a poll on which the appointee proposes to vote.
- 27.2 The Company receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:
- (a) the Office;
  - (b) a facsimile number at the Office; or
  - (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

## 28. **VOTES OF MEMBERS - Validity**

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

- (a) died;
- (b) became of unsound mind; or
- (c) revoked the proxy or power,

unless any written notification of the death, unsoundness of mind or revocation was received by the Company before the relevant meeting or adjourned meeting.

## 29. **APPOINTMENT AND REMOVAL OF DIRECTORS - Number of Directors**

- 29.1 The number of Directors shall be eleven unless the Company in general meeting changes the maximum number and subject to Clause 29.2
- (a) The retirement of the Immediate Past President shall not be considered to create a vacancy in the number of Directors.
- 29.2 In order to assist with special skills or projects, the Directors may appoint up to two additional Directors for periods not exceeding 12 months. Extension of the time beyond 12 months must be ratified by a general meeting of the Company. A minimum of two thirds (2/3) of the total number of Directors must vote in favour of any such additional Director appointments.
- 29.3 At the annual general meeting following adoption of this constitution all existing Directors, other than the President, shall retire and nine new Directors shall be elected.

## 30. **APPOINTMENT AND REMOVAL OF DIRECTORS - Appointment and removal of Directors**

- 30.1 When a Director retires at a general meeting, subject to clause 33 the Company may by ordinary resolution elect a Voting Member to fill the vacated office.
- 30.2 The Company may by resolution passed in general meeting:
- (a) increase or reduce the number of Directors;
  - (b) remove any Director before the end of the Director's period of office; and
  - (c) appoint another Voting Member in the Director's place.
- 30.3 A person appointed under clause 30.2 (c) will hold office for the period for which the Director replaced would have held office if the Director had not been removed.
- 30.4 (a) If the conduct or position of any Director is such that continuance in office appears to the majority of the Directors to be prejudicial to the interests of the Company, a majority of Directors at a meeting of the Directors specifically convened for that purpose may suspend that Director.
- (b) Within 14 days of the suspension, the Directors must call a general meeting, at which the Members may either confirm the suspension and remove the Director from office in accordance with clause 30.1(b) or annul the suspension and reinstate the Director.
- 30.5 Directors must be Voting Members.

### 31. **APPOINTMENT AND REMOVAL OF DIRECTORS - Additional and Casual Directors**

- 31.1 Subject to clause 29.1, the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors.
- 31.2 A Director appointed under clause 31.1 will hold office until the next general meeting of the Company when the Director may be re-elected.
- 31.3 Additional Director appointments beyond the number of eleven may only be made by the Directors subject to the Clause 29.2.

### 32. **APPOINTMENT AND REMOVAL OF DIRECTORS - Retirement**

- 32.1 A Director, other than the President, Immediate Past President and President Elect, must retire from office at the conclusion of the third annual general meeting after the Director was elected, except that:
- (a) three Directors elected at the annual general meeting which adopts this constitution shall be elected to serve a two year term; and
  - (b) three Directors elected at the annual general meeting which adopts this constitution shall be elected to serve a one year term; so that one third of the Directors retire at each succeeding annual general meeting.
- 32.2 A director will be eligible for election for only two consecutive three year terms of office. After two consecutive terms, a retiring director will not be eligible for re-election until the second annual general meeting following their retirement.



**33. APPOINTMENT AND REMOVAL OF DIRECTORS - Nomination of Director**

33.1 A person is not eligible for election appointment as a Director at a general meeting unless the person, or a Member who intends to propose the person, has left at the Office a written notice signed by him or her:

- (a) giving the proposed Director's consent to the nomination; and
- (b) stating either that the person is a candidate for the office of Director or that the Member intends to propose the person for election.

33.2 A notice given in accordance with clause 33.1 must be left at the Office at least 28 days before the relevant general meeting.

33.3 If the nominations received for the positions of Director exceed the number of vacancies, then an election will be held.

- (a) The ballot may be conducted via post and/or any electronic means that may reasonably be available.
- (b) A preferential voting system will be used. The figures 1,2,3, -- etc. shall be placed against each candidate's name. Counting and recording of votes shall be as for voting for the Australian House of Representatives.
- (c) Additional time allowance may be provided for the issues of ballot papers and recording of votes from overseas locations, such as New Zealand.
- (d) Elections for office bearers of local divisions, sections or groups that may be established shall follow this preferential system.

33.4 The persons appointed as Directors to fill vacant positions, including those elected via ballot as defined in clause 33.3, will be announced at the annual general meeting and may also be announced to members in any journal or publications of the company and via electronic means.

**34. APPOINTMENT AND REMOVAL OF DIRECTORS - Vacation of office**

The office of a Director immediately becomes vacant if the Director:

- (a) is prohibited by the Corporations Law from continuing as a Director;
- (b) becomes bankrupt or makes any general arrangement or composition with his or her creditors;
- (c) cannot manage the Company because of his or her mental incapacity and is a person whose estate or property has had a personal representative or trustee appointed to administer it;
- (d) resigns by notice in writing to the Company;
- (e) is removed by a resolution of the Company;

- (f) is absent from Directors' meetings for 3 consecutive meetings without leave of absence from the Directors and declared to vacate the office by three-fourths majority of the Directors;
- (g) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Corporations Law;
- (h) is the Chief Executive Officer (or equivalent) of a Corporate Member that ceases to be a Member under clauses 6.10 and 10.1;
- (i) is an individual and ceases to be a Member of the Company; or
- (j) allows their subscription to be 3 months in arrears.

### 35. **POWERS AND DUTIES OF DIRECTORS**

35.1 The business of the Company is managed by the Directors who may exercise all powers of the Company that this Constitution and the Corporations Law do not require to be exercised by the Company in general meeting.

35.2 Without limiting the generality of clause 35.1, the Directors may exercise all the powers of the Company to:

- (a) borrow money;
- (b) charge any property or business of the Company;
- (c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person; and
- (d) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.

- 35.3 (a) The Directors shall establish and publish policies to guide the operation and decision making of the Company and provide direction to Members and employees in areas not otherwise covered by the Corporations Law or this Constitution.
- (b) Policies established by the Directors in accordance with 35.3 (a), must be endorsed by a 75% majority of Directors voting on such policies.

### 36. **PROCEEDINGS OF DIRECTORS - Directors' meetings**

- 36.1 (a) A Director may at any time, and the Secretary must on the request of a Director, convene a Directors' meeting.
- (b) A Directors' meeting must be convened on at least 48 hours written notice of a meeting to each Director.

- 36.2 (a) Subject to the Corporations Law, a Directors' meeting may be held by the Directors communicating by any technological means by which they are able simultaneously to hear each other and to participate in discussion.

- (b) The Directors need not all be physically present in the same place for a Directors' meeting to be held.
  - (c) Subject to clause 38, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting. Clause 36.3 applies to meetings of Directors' committees as if all committee members were Directors.
- 36.3 The Directors may meet together, adjourn and regulate their meetings as they think fit.
- 36.4 A quorum is six Directors.
- 36.5 Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the chairperson may convene a general meeting of Members to deal with the matter.
- 36.6 Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.
- 37. PROCEEDINGS OF DIRECTORS - Decision of questions**
- 37.1 Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and, subject to clause 38, each Director has one vote.
- 37.2 The chairperson of a meeting shall have a casting vote in addition to his or her deliberative vote.
- 38. PROCEEDINGS OF DIRECTORS - Directors' interests**
- 38.1 Every Director who has a direct or indirect interest in a matter that is to be considered at a Directors' meeting:
- (a) must not vote on the matter or be present while the matter is being considered at the Directors' meeting; and
  - (b) will not be counted in a quorum in relation to that matter, if to do so would be contrary to the Corporations Law.
- 38.2 Each Director must disclose to the Company any direct or indirect interest in a matter before the Directors and, in the case of a contract, provide the Company with the names of the parties to the contract, particulars of the contract and the Director's interest in the contract. Failure by a Director to disclose under this clause will not render void or voidable a contract in which the Director has an interest.
- 38.3 A Director may join in executing in accordance with section 127 of the Corporations Law any document relating to a contract or arrangement or proposed contract or arrangement in which the Director has an interest.
- 39. PROCEEDINGS OF DIRECTORS - Alternate Directors**
- 39.1 Directors of the Company may not appoint alternate Directors.

40 **PROCEEDINGS OF DIRECTORS - Remaining Directors**

40.1 The Directors may act even if there are vacancies on the board.

40.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to:

- (a) appoint a Director; or
- (b) convene a general meeting.

41. **PROCEEDINGS OF DIRECTORS - President and chairperson**

41.1 The Directors must from time to time select a President for a term of approximately two years. In special circumstances the Directors may extend the term of office of a President by a maximum of 12 months.

- (a) The Directors shall seek to select the next President approximately six months and not more than twelve months prior to the end of the incumbent President's term of office. Circumstances may result in the selection occurring on shorter timing than the foregoing desired timing. The person selected shall be known as the President Elect.
- (b) The President Elect shall be a Director of the Company from the time of their acceptance of the position.
- (c) The President Elect shall be appointed as President, for a term of approximately 2 years at the next annual general meeting or at a general meeting convened for the purpose of appointing the President, subject to ratification of their appointment as President by a majority vote of the Members at an annual general meeting or general meeting of the company.
- (d) The President shall be a Director of the company.
- (e) The retiring President shall be known as the Immediate Past President and shall continue as a Director for the following 12 months, at which time they must retire as a Director. A former President may subsequently seek election or be appointed as a Director under Clauses 29, 30, 31, 32 and 33 of this Constitution.
- (f) If the President Elect is selected from among the existing elected directors, this shall create a vacant Director position, which may be filled by the Directors. Refer Clause 31.

41.2 The person elected as President shall not serve more than one term.

41.3 The President's role shall be:

- (a) representative of the Company; and
- (b) Chairperson of Director's meetings

41.4 The President may nominate Directors to the positions of Senior Vice President and Vice President, subject to ratification by a majority of Directors at a Directors meeting.

- (a) The Senior Vice President will undertake the duties assigned to the President in the case of absence or incapacity of the President.
  - (b) The Vice President will undertake necessary duties in the absence of both President and Senior Vice President
  - (c) Either the Senior Vice President or the Vice President will be assigned as one of their primary roles, the championing of Member value and the oversight, representation and promotion of any Local Management roles established by the Directors – refer to Clause 46.
- 41.5 If at any Directors' meeting the chairperson is not present within ten minutes after the time appointed for the meeting to begin, the Directors shall elect a Director to be chairperson of the meeting.
42. **PROCEEDINGS OF DIRECTORS - Directors' committees**
- 42.1 (a) The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to a committee or committees.
- (b) The Directors may at any time revoke any delegation of power to a committee.
- 42.2 A committee must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.
- 42.3 A committee may be authorised to sub-delegate all or any of the powers for the time being vested in it, with prior approval by the Directors.
- 42.4 Meetings of any committee will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors.

#### 43 **PROCEEDINGS OF DIRECTORS - Written resolutions**

- 43.1 The Directors may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.
- 43.2 For the purposes of clause 43.1, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 43.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- 43.4 The minutes of Directors' meetings must record that a meeting was held in accordance with this clause 43.
- 43.5 This clause applies to meetings of Directors' committees as if all members of the committee were Directors.

#### 44. **PROCEEDINGS OF DIRECTORS - Validity of acts of Directors**

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director, or member of a Directors' committee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Directors or the Directors' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

#### 45. **PROCEEDINGS OF DIRECTORS - Minutes and registers**

- 45.1 The Directors must cause minutes to be made of:
- (a) the names of the Directors present at all general meetings, Directors' meetings and meetings of Directors' committees;
  - (b) all proceedings and resolutions of general meetings, Directors' meetings and meetings of Directors' committees;
  - (c) all resolutions passed by Directors in accordance with clause 43;
  - (d) all appointments of officers;
  - (e) all orders made by the Directors and Directors' committees; and
  - (f) all disclosures of interests made pursuant to clause 38.
- 45.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.
- 45.3 The Company must keep all registers required by this Constitution and the Corporations Law.

46. **LOCAL MANAGEMENT - Local management (divisions)**

46.1 The Directors may provide for the management and transaction of the affairs of the Company in any places and in such manner as they think fit.

46.2 Without limiting clause 46.1 the Directors may:

- (a) establish local boards (or divisions or sections) for managing any of the affairs of the Company in a specified place and appoint any persons to be members of those local boards or divisions or sections;
- (b) delegate to any person appointed under clause 46.2(a) any of the powers, authorities and discretions which may be exercised by the Directors under this Constitution, on any terms and subject to any conditions determined by the Directors.
- (c) The initial nomination of persons for appointment to local boards (or divisions or sections) that may be made under 46.2 (a) will be undertaken through local elections amongst members resident in the specified places;

46.3 The Directors may at any time revoke or vary any delegation under this clause.

46.4 In addition to the Senior Vice President or Vice President, one other of the Directors will be assigned a specific portfolio responsibility for divisional and membership matters. For the time being, the existing structure of divisions and related sections, groups, and activities will be retained on adoption of this constitution.

47. **LOCAL MANAGEMENT - Appointment of attorneys and agents**

47.1 The Directors may from time to time by resolution or power of attorney executed in accordance with section 127 of the Corporations Law appoint any person to be the attorney or agent of the Company:

- (a) for the purposes;
- (b) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);
- (c) for the period; and
- (d) subject to the conditions,

determined by the Directors.

47.2 An appointment by the Directors of an attorney or agent of the Company may be made in favour of:

- (a) any member of any local board established under this Constitution;
- (b) any company;
- (c) the members, directors, nominees or managers of any company or firm; or

- (d) any fluctuating body of persons whether nominated directly or indirectly by the Directors.
- 47.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.
- 47.4 The Directors may appoint attorneys or agents by facsimile transmission, telegraph or cable to act for and on behalf of the Company.
- 47.5 An attorney or agent appointed under this clause 47 may be authorised by the Directors to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

#### **48. SECRETARY**

- 48.1 There must be at least one secretary of the Company appointed by the Directors for a term and at remuneration and on conditions determined by them.
- 48.2 The Secretary is entitled to, and shall, wherever reasonable, attend and take minutes, and be heard on any matter, at all Directors' and general meetings.
- 48.3 The Directors may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.
- 48.4 The Secretary shall have the public title of Executive Director, SAE-A.

#### **49. SEALS - Common seal**

- 49.1 If the Company has a Seal:
  - (a) the Directors must provide for the safe custody of the Seal;
  - (b) the Seal must not be used without the authority of the Directors or a Directors' committee authorised to use the Seal;
  - (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Directors to countersign the document;
  - (d) a record of the use of the Seal shall be kept.

#### **50. SEALS - Duplicate seal**

- 50.1 If the Company has a Seal, the Company may have one or more duplicate Seals of the Seal each of which:
  - (a) must be a facsimile of the Seal with the addition on its face of the words 'Duplicate Seal';
  - (b) must not be used except with the authority of the Directors.

#### **51. INSPECTION OF RECORDS**



51.1 Except as otherwise required by the Corporations Law, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members other than Directors.

51.2 A Member other than a Director does not have the right to inspect any financial records or other documents of the Company unless the Member is authorised to do so by a court order or a resolution of the Directors.

51.3 A Director may inspect financial records and other documents of the Company and may make reasonable requests to the Directors to be provided with copies of such records or documents.

## 52. **NOTICES - Service of notices**

52.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution:

(a) by serving it on the person; or

(b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.

52.2 A notice sent by post is taken to be served:

(a) by properly addressing, prepaying and posting a letter containing the notice; and

(b) on the day after the day on which it was posted.

52.3 A notice sent by facsimile transmission or electronic notification is taken to be served:

(a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and

(b) on the day after its dispatch.

52.4 If a Member has no Registered Address a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Office.

52.5 A Member whose Registered Address is not in Australia may specify in writing an address in Australia to be taken to be the Member's Registered Address within the meaning of this clause.

52.6 A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.

52.7 Subject to the Corporations Law the signature to a written notice given by the Company may be written or printed.

52.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

## 53. **NOTICES - Persons entitled to notice**

53.1 Notice of every general meeting must be given to:

- (a) every Member;
- (b) every Director; and
- (c) any Auditor.

53.2 No other person is entitled to receive notice of a general meeting.

#### 54. **AUDIT AND ACCOUNTS**

54.1 The Directors must cause the Company to keep written financial records in relation to the business of the Company in accordance with the requirements of the Corporations Law.

54.2 The Directors must cause the financial records of the Company to be audited in accordance with the requirements of the Corporations Law.

#### 55. **WINDING UP**

55.1 If the Company is wound up:

- (a) each Member; and
- (b) each person who has ceased to be a Member in the preceding year,  
undertakes to contribute to the property of the Company for the:
  - (c) payment of debts and liabilities of the Company (in relation to clause 55.1(b), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
  - (d) adjustment of the rights of the contributors amongst themselves,

such amount as may be required, not exceeding \$2.

55.2 If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another corporation or institution having objects similar or in part similar to those of the Company and which, by its constitution, is:

- (a) required to pursue charitable purposes only;
- (b) required to apply its profits (if any) or other income in promoting its objects; and
- (c) prohibited from making any distribution to its members or paying fees to its directors, such corporation to be determined by the Members at or before the winding up and in default, by application to the Supreme Court for determination.

#### 56. **INDEMNITY AND INSURANCE**

56.1 To the extent permitted by law and that the officer is not indemnified by directors' and officers' liability insurance maintained by the Company, the Company indemnifies every person who is or has been an officer of the Company against any liability:

(a) incurred by that person as such an officer to another person other than the Company or a related body corporate of the Company unless the liability arises out of conduct involving a lack of good faith; and

(b) for costs and expenses incurred by the person as such an officer:

(i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or

(ii) in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Law.

56.2 The Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Company against a liability:

(a) incurred by the person as such an officer unless the liability arises out of conduct involving:

(i) a willful breach of duty in relation to the Company; or

(ii) without limiting subparagraph (i), a contravention of subsection 232 (5) or (6) of the Corporations Law; or

(b) for costs and expenses incurred by the person as such an officer in defending proceedings, whether civil or criminal and whatever their outcome.

56.3 In this clause 56:

'indemnify' has the same meaning as in section 241 of the Corporations Law;

'officer' means a Director, secretary or executive officer of the Company; and

'pay' has the same meaning as in section 241A of the Corporations Law.

**SCHEDULE 1.**

**The Society of Automotive Engineers Australasia**

**GENERAL MEETING**

**PROXY FORM**

The Secretary  
The Society of Automotive Engineers Australasia  
[address]

I/We .....  
(please print)  
of .....  
(please print)

being a Member(s) of the Society of Automotive Engineers Australasia appoint:

Name of proxy .....

Address of proxy .....

or, in his/her absence:

Name of proxy .....

Address of proxy .....

or, if I/we have not nominated a proxy or if the nominee is absent from the meeting, the chairperson of the meeting as my/our proxy to vote on my/our behalf at the general meeting of the Society of Automotive Engineers Australasia to be held on .....at ..... am/pm and at any adjournment of that meeting.

**Proxy instructions**

To instruct your proxy how to vote, insert 'X' in the appropriate box against each item of business set out below. If you do not instruct your proxy how to vote on a resolution, your proxy may vote as he/she thinks fit or abstain from voting.

I/We instruct my/our proxy to vote as follows:

**Resolution**

**For**

**Against**

**Abstain**

The Society of Automotive Engineers Australasia

**GENERAL MEETING**

This proxy must be signed by each appointing Member or the Member's attorney.

Dated:.....

SIGNATURE(S).....

NAME (print) .....

This proxy and any power of attorney or other authority under which it is signed (or a certified copy) must be lodged at:

- (a) the registered office of the Society of Automotive Engineers Australasia;
- (b) a facsimile number at the registered office of the Society of Automotive Engineers Australasia; or
- (c) the place, facsimile number or electronic address specified for this purpose in the notice of meeting by [time] on [date], being at least 48 hours before the meeting.

Notes:

1. A member who is entitled to vote at the meeting may appoint:
  - (a) one proxy if the member is only entitled to one vote; or
  - (b) one or two proxies if the member is entitled to more than one vote.
2. Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes in which case any fraction of votes will be disregarded.
3. If you require an additional proxy form, the company will supply it on request.
4. A proxy need not be a member of the company.

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CORPORATIONS LAW

CONSTITUTION

of

THE SOCIETY OF AUTOMOTIVE ENGINEERS AUSTRALASIA

This Constitution is adopted as the Constitution of the Company by special resolution of the Members in general meeting on 27 April 2001 and amended by approved motion at the Annual General Meeting of Members on 25 June 2002.

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