

IECA (Australasia) Constitution

Name

1. The name of the Chapter shall be “Australasian Chapter of the International Erosion Control Association”.

2. The objects of the Chapter shall be:

- (a) to offer professional development opportunities to its membership, the public and the erosion and sediment control industries throughout Australia, New Zealand and internationally;
- (b) to provide environmental educational opportunities through conferences, short courses, seminars and publications, at both a local and international level;
- (c) to be a service organisation for the erosion and sediment control industries;
- (d) to establish standards for erosion and sediment control materials and installation procedures; and
- (e) to provide technical expertise for people, organisations and governments seeking assistance in the fields of erosion and sediment control and their effect on air, land and water quality.

Membership

3. Members shall be of two classes, ordinary and honorary. The Board of Directors may admit to ordinary membership any person engaged in the erosion control industry.

4. The Board of Directors may elect to honorary membership any person who in its opinion has rendered eminent service to the chapter. Honorary members shall enjoy all the rights and privileges of ordinary membership.

Management

5. The Chapter shall be governed by a Board of Directors that is subject to any direction from a general meeting of the Chapter. The Board of Directors shall consist of the president, vice-president, treasurer, and secretary.

6. An auditor shall be appointed by the Board of Directors annually, and no member of the Chapter shall be eligible for this appointment. If for any reason a vacancy occurs in the office of auditor, a new appointment shall be made by the Board of Directors.

7. The Board of Directors may invest any moneys of the Chapter not immediately required for any of its objects in such manner as it may from time to time decide.

8. The Board of Directors may appoint committees to examine subjects of interest to the Chapter, a Committee shall report to the Board of Directors and the Board of Directors may disband it any time.

9. The Board of Directors shall have power to make or amend bylaws within the framework of the constitution.

Publications

10. At least annually, the Board of Directors shall issue members a publication covering the activities of members, events of interest and such other matters as the Board of Directors may decide.

11. At least twice each year, the Board of Directors shall ensure that a Chapter newsletter is published. Copies shall be issued to all members.

Sub-branches

12. Ten financial members may, with the approval of the Board of Directors, form a sub-branch. The Board of Directors may by an absolute majority disband any sub-branch if its membership falls below ten.

13. Sub-branches shall have the right to frame bylaws for the conduct of their own affairs. Such bylaws shall be formed within the framework of the constitution of the Chapter.

14. Each sub-branch shall elect a president and such officers as are necessary to conduct its business.

Alterations to the Constitution

15. Alterations to the constitution may be requested in writing by not less than ten financial members. A ballot shall then be taken using hard copy or digital means. Notice of the proposed alterations must be given to the secretary who shall circulate the notice with the necessary ballot papers to all financial members at least two months before the ballot is taken, circulation will occur within four weeks of receiving the request.

16. Approval for alterations is given if at least three quarters of the valid votes cast by financial members of the Chapter are in favour of the propositions.

Seal of the Chapter

17. The seal of the Chapter shall be as a rubber stamp, inscribed with the name of the Chapter encircling the word "Seal".

18. The seal of the Chapter shall not be affixed to any instrument except by the authority of the Board of Directors. The affixing of the seal shall be attested by the signatures:

- either of two members of the Board of Directors
- or of one member of Board of Directors and such other person as the Board may appoint for that purpose, and that attestation is sufficient for all purposes that the seal was affixed by authority of the Board of Directors.

19. The seal shall remain in the custody of the secretary.

Distribution of Dividends and Assets

20. The Chapter shall not distribute any dividend or bonus to members.

21. The Chapter may, by resolution passed according to its rules, decide to transfer all its property (real and personal) to any other body (corporate or incorporate), formed for promoting objects similar to its own, but not to individual members of the Board of Directors.

Bylaws

ARTICLE 1: General Purpose

The general purpose for which this corporation is organised is to unite interested parties into a group of the discovery, collection, preservation and dissemination of knowledge towards the attainment of practical, effective and economical methods of preventing erosion of the earth and consequent pollution to air, land and waterways elsewhere.

ARTICLE 2: Membership and Fees

Section 1

Any subscribers to the Association who are duly accepted by the Board of Directors may become a member upon payment of the annual fees as provided by the bylaws.

Section 2

Annual fees of the members of this Association shall be such as may be fixed from time to time by the Board of Directors and shall be payable in advance. The fees become due on the anniversary of the members original application. In the event any member of this Association shall have failed to pay his/her fees within three months after they become due and payable, he/she shall be notified to pay, the delinquent fees then in arrears. If such fees are not paid within thirty days from the date of such notice, the rights of such members shall be automatically terminated. Any member, whose membership has been so terminated, may be reinstated by the Board of Directors upon such terms and conditions as it may provide.

Section 3

Any member may apply for and obtain an inactive status of membership. Such membership shall carry no right to vote or share in property or privileges of the Association. However, inactive status shall carry the right for the member to be reinstated to active status any time fees are paid for the current year in which reinstatement is sought.

Section 4

There shall be two categories of honorary membership: honorary, and honorary for life.

(a) Honorary membership shall be restricted to visitors. The Board of Directors shall decide the duration of an honorary membership in each individual case. When notifying a person that he/she has been made an honorary member, the Board shall inform him/her of the duration of the honorary membership.

(b) Honorary membership for life shall be restricted to persons who have retired from active service and have rendered eminent service to the Chapter or to the erosion and sediment control industries. Not more than four members shall be elected in any one calendar year (1 January to 31 December). Nominations shall be submitted by sub-branches not later than the thirtieth day of September in any year and shall be considered by a committee comprising the president, vice-president, and immediate past president for recommendation to the Board of Directors at its first meeting after the thirty first day of December. Unsuccessful nominations in one year may be carried over for consideration in the following year. Nominations will not be considered unless accompanied by sufficient background information and justification.

ARTICLE 3: Members' Meetings

Section 1

The annual meeting of the members shall be held each year at such place and time as the Board of Directors may direct. Notice of meetings and agenda shall be sent to all members entitled to vote. The purpose of the meeting shall include election of members to the Board of Directors and such other business as may properly come before it.

Section 2

A special meeting of the members may be called any time by the president or by the Board of Directors or upon the written request of not less than one-tenth of the members entitled to vote.

Section 3

Notice of meetings shall be sent to each member entitled to vote at his / her last known digital or postal contact address not less than ten days before any regular or special meeting.

Section 4

No member shall be entitled to vote whose fees remain unpaid for three months after the anniversary of their renewal.

Section 5

A quorum at any meeting of the members shall consist of eight or more members, but a lesser number may meet and adjourn from time to time until a quorum is secured.

ARTICLE 4: Directors

Section 1

The Board of Directors of this Association shall consist of nine members divided into three groups of three directors each. The term of office of directors shall be for three years, except that of the first Board of Directors elected by the members shall be for the following terms: three directors for a term of three years; three directors for a term of two years; and three directors for a term of one year.

At all times, each country represented by the Chapter, whose member numbers make up 10% or more of the total Chapter membership, will have at least one person on the Board unless there are no nominations forthcoming to facilitate this requirement. Appropriate rules will be established during the voting process to ensure this rule is applied.

Section 2

The Board of Directors shall have authority to:

- take charge of the business and affairs of the Association
- fix compensation and terms of employment of any employees
- fix the annual fees for members of the Association
- make, prescribe and enforce all rules necessary for the conduct of the business of the Association
- perform such other acts as may be necessary or proper in carrying out the business of the Association.

Section 3

Nominations and elections for directors shall be made by hard copy or digital means before an Annual General Meeting of the members.

Section 4

The Board of Directors shall fill all vacancies that may occur either on the Board or in any other office or the Association, and the person so chosen shall hold office for the unexpired term of his/her predecessor in office.

Section 5

Any director may be removed from office by the vote of three-fourths of the members of the Association attending any regular or special meeting called for that purpose, provided a quorum is present.

Section 6

Any director may be removed from office who misses two consecutive, regular Board meetings or two regular Board meetings during the term year, by majority vote of the Board of Directors.

ARTICLE 5: Director's Meetings

Section 1

A quorum of the Board of Director's shall consist of a majority of it, except for filling vacancies on the Board, which shall require a majority of the existing directors for a quorum. The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 2

A regular meeting of the Board of Directors shall be held immediately before each annual meeting of the members.

Section 3

Special meetings of the Board of Directors may be held any time and place upon the call of the president or upon the request of three or more directors.

Section 4

Notice of all meetings of the Board of Directors, shall be given by hard copy or digital means at least ten days ahead of it.

ARTICLE 6: Officers

Section 1

The officers of the Association shall consist of a president, a vice-president, a secretary and a treasurer. Any two or more offices may be held by the same person except the office of president.

Section 2

The president, vice-president, secretary and treasurer shall be elected by the Board of Directors annually at the first meeting of said Board before the annual general meeting of the members of the Association.

The officers so elected shall serve for a term of one year, and until their successors are elected and qualified.

Section 3

The president shall preside at all meetings and perform generally the duties customarily required such officer and as required by the Board of Directors. In the absence of the president, the vice-president shall act.

Section 4

The vice-president shall preside at all meetings in the absence of the president and perform generally, the duties customarily required of such officer, and such duties as may be delegated to him/her by the Board of Directors.

Section 5

The Secretary or executive director shall:

- have charge of the seal and corporate books and records of the Association
- issue notices of meetings
- with the president, execute and sign such instruments as require his/her signature or attestation
- perform such other duties as are incident to his/her office.

Section 6

The treasurer or executive director shall:

- have the custody of the money and securities of the Association
- account to the Association there of.

The Treasurer shall

- (i) perform all duties customarily incident to such office, or which may be delegated to him/her by the Board of Directors; and
- (ii) keep an accurate record of all monies received and disbursed by the Association.

All funds of the Association shall be held in such depository as the Board of Directors may designate. The disbursement of funds shall be by internet banking, cheque or secure digital means signed by either the communications officer, treasurer, executive director, president or secretary. Payments over \$500 must be approved by the Treasurer before payment can be made.

Section 7

In case of absence or disability of any officer, the Board of Directors may delegate, for the time being, the powers and duties of such officer to any other person qualified to perform the same.

Section 8

Any officer of this Association may be removed from office by vote of three-fourths of the directors attending any regular or special meeting of the Board of Directors, provided a quorum is present.

ARTICLE 7: Gifts and Donations

Section 1

Donations and gifts to the Association shall be accepted subject to the approval or confirmation of the Board of Directors.

Section 2

No gift or donation shall be accepted which shall or might require the payment of any annuity or other charge from the funds or resources of the Association, except from the income or principal of such gift or donation so made.

Section 3

All contributions or gifts shall be payable to IECA (Australasia) and deposited in the name of the Association in the depository selected there for. A complete record of all gifts received shall be kept by the treasurer of the Association.

ARTICLE 8: Order of Business

The order of business for the conduct of general meetings of this Association shall be as follows:

- consideration of previous minutes
- business arising
- Secretary's report
- Treasurer's report
- President's report
- committee reports
- general business
- next meeting

ARTICLE 9: Sub-Chapters

Section 1

The Board of Directors may establish sub-chapters that would operate under the policy and bylaws of the International Erosion Control Association (Australasia).

Section 2

Sub-chapter membership shall consist of members of the Australasian Chapter of the International Erosion Control Association according to Article 2, Section 1 above.

Section 3

Sub-chapter officers shall consist of president, vice-president, secretary and treasurer as elected by the majority of sub-chapter members. Sub-chapter officers shall serve a term of one calendar year.

Section 4

Sub-chapter officers may establish sub-chapter fees, separate from and in addition to Association fees.

Section 5

The sub-chapter officers shall:

- have charge of the business and affairs of the sub-chapter
- authority to fix compensation and terms of employment of all employees
- from time to time fix the sub-chapter fees for members of the sub-chapter
- have authority to make, prescribe and enforce all needed rules for the conduct of the business of the sub-chapter
- perform such other acts as may be necessary or proper in carrying out the business of the sub-chapter.

Section 6

The sub-chapter president, or his/her representative, shall liaise with the Chapter Directors.

Section 7

New sub-chapter bylaws shall be vested in the Board of Directors.