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MEMORANDUM

AND

ARTICLES OF ASSOCIATION

(AMENDED MAY, 1993, JUNE, 2001 AND JULY 2007)

**THE CORPORATION LAW
A COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION
OF
CONCRETE INSTITUTE OF AUSTRALIA**

1. The name of the Company is “CONCRETE INSTITUTE OF AUSTRALIA” (hereinafter called “the Institute”).
2. The objects for which the Institute is established are:-
 - (a) To take over the funds and other assets and the liabilities and generally the affairs of the present unincorporated body known as the “Australian Prestressed Concrete Group” as a going concern.
 - (b) To promote, encourage, foster, develop and protect:
 - (i) concrete technology and practice;
 - (ii) investigation, research and other scientific or technological development in connection with the manufacture, use and application of concrete and similar or associated products;
 - (iii) the application of the results of such investigation, research and development to design and construction and the improvement of standards in the concrete industry generally;
 - (iv) the education and training of persons in concrete technology and practice; and
 - (v) the exchange of information between all branches of the concrete industry.
 - (c) To provide for and be a central medium of useful information available for members of and those associated with and/or affiliated with the Institute and generally for the furtherance and promotion of their interests.
 - (d) To collect, verify and publish information relating to concrete.
 - (e) To establish, create or sponsor scholarships or bursaries at universities and/or other education establishments as the Institute may from time to time think fit.

- (f) To establish or assist in the establishment of and to manage libraries of technical and statistical material.
- (g) To organise, conduct, convene or hold conventions, lectures, conferences, meetings, symposia and site visits in the Commonwealth of Australia and abroad.
- (h) To establish, provide and maintain rooms, offices, libraries, lecture halls, consulting rooms, waiting rooms and other facilities.
- (i) To print, publish and make contributions to any newspapers, periodicals, books, leaflets, circulars and films and other literary or similar productions and to provide for lectures, exhibitions and demonstrations of the use of concrete and to adopt such other means of publicity and promotion as the Institute may think desirable for the promotion of its objects.
- (j) To subscribe to, become a member of and co-operate with any other institute, association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Institute, provided that the Institute shall not subscribe to or support with its funds an institute, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Institute under or by virtue of Clause 3 of this Memorandum.
- (k) To bring before legal or other tribunals, government, municipal, local departmental and other authorities and public bodies and associations and the officials thereof in all parts of the Commonwealth of Australia and elsewhere any matters affecting the concrete industry and to confer thereon.
- (l) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Institute's objects or any of them; and to obtain from any such government or authority any rights, privileges and concessions which the Institute may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (m) To open and maintain banking accounts and to operate or allow the same to be operated in such manner as the Institute may determine.
- (n) To pay the costs, charges and expenses of the formation and establishment of the Institute.
- (o) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and

personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Institute. Provided that in case the Institute shall take or hold any property which may be subject to any trusts the Institute shall only deal with the same in such manner as is allowed by law having regards to such trusts.

- (p) To invest and deal with the money of the Institute not immediately required in such manner as may be permitted by law for the investment of trust funds.
- (q) To borrow or raise or secure the payment of money in such manner as the Institute may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Institute in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Institute's property (both present and future), and to purchase, redeem or pay off any such securities.
- (r) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (s) In furtherance of the objects of the Institute to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Institute.
- (t) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Institute's property of whatsoever kind sold by the Institute, or any money due to the Institute from purchasers and others.
- (u) To receive any gift, contribution, devise or bequest either of money or real or personal property whether subject to any special trust or not, for any one or more of the objects of the Institute but subject always to the proviso in paragraph (o) of this Clause 2.
- (v) To take such steps either by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Institute, in the shape of donations, annual subscriptions or otherwise and to collect from the members of the Institute or otherwise provide funds for the purpose of carrying on or furthering the objects of the Institute or any of them and to apply the same towards the achievement of any such objects.

- (w) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Institute's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alterations or control thereof.
- (x) In furtherance of the objects of the Institute to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Institute and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Institute under or by virtue of Clause 3 of this Memorandum.
- (y) In furtherance of the objects of the Institute to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Institute is authorised to amalgamate.
- (z) In furtherance of the objects of the Institute to transfer all or any part of the property, assets, liabilities and engagements of the Institute to any one or more of the companies, institutes, societies or associations with which the Institute is authorised to amalgamate.
- (aa) To appoint, employ, remunerate, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Institute.
- (bb) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Institute or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- (cc) To make donations for patriotic or charitable purposes.
- (dd) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- (ee) To provide facilities for social intercourse between the members of the Institute and their friends and if thought fit to afford them all or

any of the usual privileges, advantages, conveniences and accommodation of a club.

(ff) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Institute.

3. The income and property of the Institute, whencesoever derived, shall be applied solely towards the promotion of the objects of the Institute as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever 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 servant of the Institute, or to any member of the Institute, in return for any services actually rendered to the Institute, nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being, being charged by Bankers in Sydney for overdrawn accounts on money lent, or reasonable and proper rent for premises demised or let by any member to the Institute; but so that no member of the council of management or governing body of the Institute shall be appointed to any salaried office of the Institute, or any office of the Institute paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Institute to any member of such council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Institute. Provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the council of management or governing body may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

4. No addition, alteration or amendment shall be made to or in the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the members of the Association by Special Resolution as defined by the Act.
5. The third clause of this Memorandum contains conditions on which a licence is granted by Australian Securities and Investments Commission in pursuance of Section 151 of the Act.
6. The liability of the members is limited.
7. Every member of the Institute undertakes to contribute to the assets of the Institute, in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Institute contracted before he or she ceases to be a member, and of the costs, charges, and expenses

of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding Twenty dollars (\$20.00).

8. If upon the winding up or dissolution of the Institute there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Institute, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Institute, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 3 hereof, such institution or institutions to be determined by the members of the Institute at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.
9. True accounts shall be kept of the sums of money received and expended by the Institute, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits, and liabilities of the Institute; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Institute for the time being in force, shall be open to inspection of the members. Once at least in every year, the accounts of the Institute shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.
10. The names, addresses and occupations of the subscribers are as follows:-

William Piper BROWN
Consulting Engineer
43 Power Street
HAWTHORNE VIC 3122

George Robert GOFFIN
Company Manager
7 Mossman Drive
HEIDELBERG VIC 3084

Kevin John CAVANAGH
Director
43 Pleasant Avenue
EAST LINDFIELD NSW 2070

Edward Miles BIRKETT
Consulting Engineer
7a Rathmines Street
TOORAK VIC 3142

Phillip Daryl ISAACS
Consulting Engineer
74 Burns Road
WAHROONGA NSW 2076

Geoffrey Page COOK
Company Manager
22 Lynbara Avenue
ST IVES NSW 2075

Frank Alexander BLAKEY
Research Engineer
11 Fuge Street
HIGHETT VIC 3190

Denison CAMPBELL-ALLEN
Professor
24 Lynbrae Avenue
BEECROFT NSW 2119

James Selby ROBSON-SCOTT
Company Manager
86 Livingstone Avenue
PYMBLE NSW 2073

William Raeburn COPELAND
Company Manager
8 Taylor Street
EAST GORDON NSW 2072

William Gordon BARNES
Consulting Engineer
86 Watson Avenue
ROSE PARK SA 5067

Nicholas CARIS
Manager
27 Coreen Avenue
BEAUMARIS VIC 3193

Charles John McMONAGLE
Consulting Engineer
22 Blackstone Street
INDOOROOPILLY QLD 4068

Albert FRIED
Engineer
104 Clyde Street
NORTH BONDI NSW 2026

11. The Subscribers are desirous of being formed into a Company in pursuance of this Memorandum of Association and respectively agree to take the number of shares in the capital of the Company set opposite their respective names in the last preceding paragraph thereof.

Signature of Subscribers	Witness to Signature and Addresses
W.P. BROWN	C.T. Naughton 54 Heathfield Rise BOX HILL VIC 3129 Estimator
G.R. GOFFIN	M. Akie 14 Beaumont Street CANTERBURY VIC 3126 Engineer
K.J. CAVANAGH	P.I. Mahaffey 8 Balmoral Place CARLINGFORD NSW 2118 Chartered Engineer
E.M. BIRKETT	M.J. Kerger 967 Canterbury Road BOX HILL VIC 3129 Accountant
P.D. ISAACS	R. Hagar 23 Devonshire Street CROWS NEST NSW 2065
G.P. COOK	V.B. Stanway 140 Headland Road NORTH CURL CURL NSW 2099 Assistant Accountant
F.A. BLAKEY	C.T. Naughton 54 Heathfield Rise BOX HILL VIC 3129 Estimator
D. CAMPBELL-ALLEN	P.I. Mahaffey 8 Balmoral Place CARLINGFORD NSW 2118 Chartered Engineer

DATED this 17th day of April, 1970.

Signature of Subscribers	Witness of Signature and Addresses
J.S. ROBSON-SCOTT	M.C. Pilcher 18 Kaban Street DOONSIDE NSW 2767 Stenographer
W.R. COPELAND	L.M. Pullen 36 Binalong Road WENTWORTHVILLE NSW 2145 Secretary
W.G. BARNES	K.D. Campbell 27 Ashbourne Avenue KINGSWOOD SA 5062 Chartered Engineer
N. CARIS	J.G. Howden 7/305 Dandenong Road WINDSOR VIC 3181 Marketing Supervisor
C.J. McMONOGLE	R. Gallagher 33 Georgina Street SALISBURY QLD 4107
A. FRIED	G. Cunningham 136 George Street HOMEBUSH NSW 2140 Engineer

DATED this 17th day of April, 1970.



**THE CORPORATION LAW
A COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION
OF
CONCRETE INSTITUTE OF AUSTRALIA**

INTERPRETATION

1. In these regulations where the context shall reasonably permit the following words shall have the meanings respectively attributed to them herein that is to say:-

“The Act” means the Corporation Law.

“The Articles” means the Articles of Association of the Institute for the time being in force.

“Company Member” means a person or company admitted as such having a special interest in the objects of the Institute and in its continued development, and wishing to participate in its activities as an organisation, or in the case of a firm or company, its nominated representative or representatives.

“The Council” means the Council of Management of the Institute as a body or quorum of the members thereof at a Council Meeting.

“Financial Member” means a member of the Institute whether a Company Member, an Individual Member or a Student Member, who is not in default in payment of any subscription or of any fees payable by him in accordance with the Regulations of the Institute.

“Firm” means a firm or partnership carrying on business in any State of the Commonwealth of Australia and registered in accordance with the statutory requirements (if any) of such State.

“Honorary Member” means any person admitted as such whom the Council considers has made an outstanding contribution to the development and use of concrete in Australia.

“Life Member” means any person admitted as such whom the Council considers has given long and other meritorious service to the Concrete Institute of Australia.

“The Institute” means the Concrete Institute of Australia.

“Member” means a Company Member, an Individual Member, a Student Member, a Life Member or an Honorary Member of the Institute.

“Individual Member” means a person admitted as such having an interest in concrete technology and practice.

“Student Member” means a person pursuing a course of study related to concrete technology and practice. Applicants for student membership must present proof of their bona fides.

“The Seal” means the common seal of the Institute.

“Secretary” means any person appointed to perform the duties of a Secretary and Treasurer of the Institute and includes an honorary Secretary-Treasurer.

“State” means the State of New South Wales.

Expression referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Words or expressions contained in these regulations shall be interpreted in accordance with the provisions of the Interpretation Act 1897 and of the Act as in force at the date at which these regulations become binding on the Institute.

2. The Institute is established for the purposes set out in the Memorandum of Association.

MEMBERSHIP

3. The number of members with which the Institute proposes to be registered is Three thousand (3,000) but the Council may from time to time register an increase of members.
4. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with these regulations shall be members of the Institute.

5. If the whole of the funds and other assets of the unincorporated body become the absolute property of the Institute forthwith after its incorporation then every person who at the date of incorporation of the Institute is a member of the unincorporated body and who by written notification addressed and delivered to the Secretary indicates his or her wish to become a member of the Institute shall be admitted by the Council to membership of the Institute.
6. Every applicant for Company, Individual and Student Membership of the Institute (other than subscribers to the Memorandum of Association and members of the unincorporated body referred to in Article 5) shall be proposed by one member of the Institute. The application for membership shall be made in writing, signed by the applicant and his or her proposer and shall be in such form as the Council from time to time prescribes and every applicant shall furnish to the Council all information which the Council may require concerning the applicant's eligibility or fitness to become a member.
7. At the next meeting of the Council after the receipt of any application for membership, such application shall be considered by the Council who shall thereupon determine upon the admission or rejection of the applicant. The Council shall have full power to determine the eligibility and fitness of every applicant for membership and may grant any application for membership or may refuse any application without giving any reason for such refusal and every decision of the Council on the question of the eligibility and fitness of any applicant for membership or as to whether any member has ceased to be qualified as a member shall be final and conclusive.
8. When the applicant has been accepted for membership, the Secretary shall forthwith send to the applicant written notice of his or her acceptance and a request for payment of his or her first annual subscription. Upon payment of his or her first annual subscription, the applicant shall become a member of the Institute, provided nevertheless that if such payment be not made within two calendar months after the date of the notice, the Council may in its discretion cancel its acceptance of the applicant for membership of the Institute; provided also that an applicant becoming a member in the last quarter of the Institute's financial year shall be deemed to have paid his or her annual subscription for the following year.
9. The annual subscription payable by members of the Institute shall be fixed for the following calendar year at the last meeting of Council prior to 1st January of the following year.
10. All annual subscriptions shall become due and payable in advance on the first day of January in every year.

11. The Council may elect as an Honorary Member of the Institute any person who in the opinion of the Council is considered to have made an outstanding contribution to the development of concrete technology and practice provided that not more than two such Honorary Members shall be elected in any one year. Except as expressly stated herein an Honorary Member shall have all the rights and privileges enjoyed by an Individual Member but shall not be required to pay any subscription.
- 11A. The Council may elect as a Life Member of the Institute any person who in the opinion of the Council has given long and other meritorious service to the Institute and such person may be an individual or a representative of a Company Member. The Life Member shall receive notices of all meetings and such other rights and privileges as Council may from time to time determine, but shall not be required to pay an annual subscription.
12. Council may from time to time fix a publication subscription, the payment of which will entitle members to receive publications nominated by the Council.

CESSATION OF MEMBERSHIP

13. If the subscription of a member shall remain unpaid for a period of three calendar months after it becomes due then the member may after notice of the default shall have been sent to him or her by the Secretary be debarred by resolution of the Council from all privileges of membership and his or her name may be removed by the Council from the Register of Members provided that the Council may reinstate the member and restore his or her name to the Register on payment of all arrears if the Council thinks fit to do so.
14. Any member may at any time by giving notice in writing to the Secretary resign his or her membership of the Institute but shall continue liable for any annual subscription and all arrears due and unpaid at the date of his or her resignation and for all other moneys due by him or her to the Institute and in addition for any sum not exceeding Twenty dollars (\$20.00) for which he or she is liable as a member of the Institute under Clause 7 of the Memorandum of Association of the Institute.
15. If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum or Articles of Association of the Institute or shall be guilty of any conduct which in the opinion of the Council is unbecoming of a member or prejudicial to the interests of the Institute, the Council shall have to expel the member from the Institute and erase his or her name from the Register of Members provided that at least one week before the meeting of the Council at which a resolution for his or her expulsion is passed the member shall have had notice of such meeting and of what is alleged against him or her and of the intended resolution of his or her expulsion and that he or her shall at such meeting and before the passing of such resolution have had an opportunity of

giving orally or in writing any explanation or defence he or she may think fit and provided further that any such member may by notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution for his or her expulsion is to be considered by the Council, elect to have the question of his or her expulsion dealt with by the Institute in general meeting and in that event an extraordinary general meeting of the Institute shall be called for the purpose and if at the meeting a resolution for the expulsion of the member be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot), the member shall be expelled and his or her name removed from the Register of Members.

16. A member shall –
- (i) also cease to be a member of the Institute
 - (a) if he or she shall die;
 - (b) if he or she shall be declared a mentally ill person within the meaning of the Mental Health Act or other similar legislation;
 - (c) if he or she shall become bankrupt or compound with his creditors;
 - (d) if being a company, an effectual order be made or a resolution be passed for the winding-up of such company otherwise than for the purposes of reconstruction.
 - (ii) being a firm cease to be a member of the Institute if it shall dissolve but shall not cease to be a member by reason only of any change in the constitution of the firm.

GENERAL MEETINGS

17. The first general meeting shall be held at such time, not being more than three months after the incorporation of the Institute and at such place as the Council may determine.
18. An Annual General Meeting of the Institute shall be held in accordance with the provisions of the Act. All general meetings, other than the Annual General Meetings, shall be called extraordinary general meetings.
19. An extraordinary general meeting of the Institute may be called at any time by the Council and shall be called by the Council on the written request of at least two members of the Council or at least twenty-five members of the Institute or in default may be convened by such requisitionists as provided by the Act.

20. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, twenty-one days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business, the general nature of that business shall be given to such persons as are entitled to receive such notices from the Institute.
21. All business shall be special, that is transacted at an extraordinary general meeting.
22. The ordinary business of the Annual General Meeting shall be:-
 - (a) to receive the report of the Council and/or the President and/or the Secretary upon the proceedings of the past financial year;
 - (b) to receive the balance sheet and financial statement of the Institute;
 - (c) to notify the results of the elections for officers and other members of the Council;
 - (d) to appoint and fix the remuneration of the Auditors.

All other business shall be deemed to be special business and notice of any special business shall be given to members in the notice convening the meeting at which the special business is to be considered and the notice shall set out the nature and general substance of the proposed business.

PROCEEDINGS AT GENERAL MEETINGS

23. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided twenty members present in person shall be a quorum. For the purposes of this Article "member" includes a person attending as a proxy.
24. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the President, or failing him or her the person present in person at the meeting entitled to preside in accordance with the Articles may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than two) shall be a quorum.

25. The President shall preside as Chairman at every general meeting of the Institute, or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act, then the members present shall elect one of their number to be Chairman of the meeting.
26. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
27. The Chairman may in his or her discretion allow any matter to be brought before the meeting for discussion and may allow any motion to be submitted to the meeting notwithstanding that no notice or insufficient notice of such motion was included in the notice convening the meeting but no resolution passed upon such motion shall be binding as a resolution of the Institute but shall serve only as an expression of opinion of those members personally present at the meeting and the Council shall be at liberty to take such action as it thinks fit in the light of the opinion of the meeting so expressed.
28. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded –
 - (a) by the Chairman; or
 - (b) by at least three members present in person or by proxy.

Unless a poll is so demanded a declaration by the Chairman 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 book containing the minutes of the proceedings of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

29. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

30. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
31. A member of the Institute which is a company or firm may appoint as its attorney or proxy one of its directors, officers or partners as the case may be, or a director, officer or partner of any other company or firm which is a member of the Institute.
32. A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
33. Every attorney or proxy who under these provisions is entitled to represent a member at any general meeting or adjourned general meeting of the Institute shall have the like right to attend, speak, demand a poll and vote thereat as he or she would have had if he or she had himself or herself been a member.
34. No member shall be entitled to vote at any general meeting if his or her annual subscription or any fees payable to the Institute shall be more than one month in arrears at the date of the meeting.
35. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or of his or her attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of a Director or Secretary thereof. A proxy may, but need not, be a member of the Institute. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
36. Where it is desired to afford members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

CONCRETE INSTITUTE OF AUSTRALIA

I, _____ of _____
 being a member of the abovenamed Institute, hereby appoint
 of _____ or _____ failing him or her _____ of _____
 as my proxy to vote for me on my behalf at the (annual or extraordinary,
 as the case may be) general meeting of the Institute, to be held on the
 day _____ of _____ 20____
 and at any adjournment thereof.
 SIGNED this _____ day _____ of _____

This form is to be used in favour of/against the resolution.

* Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he or she thinks fit).

37. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Institute, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
38. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Institute at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

COUNCIL AND OFFICERS

39. The management and control of the Institute and of its assets, business affairs, activities and undertaking shall be vested in the Council which may exercise all powers, authorities and discretions of the Institute except only such as under the Act or these Memorandum or the Articles of Association are expressly directed to be exercised by the Institute in general meeting.
40. The principal management and general superintendence of the business of the Institute shall be in a location determined by Council and Branches of the Institute may be established in States in the Commonwealth of Australia when so requested by one or more of the members in that State and with such powers in and local management and superintendence as the Council may from time to time determine.
41. The Council shall be constituted as follows:-
 - (a) The President and Vice President elected in accordance with Article 43 and a Secretary-Treasurer elected in accordance with Article 44.
 - (b) Eight Councillors elected by postal ballot of all financial members of the Institute of whom not more than four shall be representatives of Company Members and not less than four of whom shall be Individual Members.

- (c) One Councillor nominated by the committee of each State Branch (if any) of the Institute; and
 - (d) The Immediate Past President who shall ex-officio be a member of the Council;
 - (e) One Councillor without the right to vote nominated by the Cement and Concrete Association of Australia.
- 41A. Election and nomination of Councillors must take place before the biennial conference of the Institute held in the second calendar year after the calendar year in which the last election and nomination of Councillors took place or, if there is no biennial conference in that year, then before 31st December of that year.
42. The election of the eight Councillors by postal ballot of all financial members of the Institute shall take place in the following manner:-
- (a) Any two financial members shall be at liberty to nominate any other financial member to serve as a member of the Council.
 - (b) The nomination which shall be in writing and signed by the member and his or her proposer and seconder shall be lodged with the Secretary at least twenty-one days before the annual general meeting.
 - (c)
 - (i) Balloting lists in the format prescribed containing the names of all financial members nominated shall be posted to each financial member at least fourteen (14) days immediately preceding the annual general meeting.
 - (ii) The names of nominees for election of the eight Councillors for postal ballot shall appear on the balloting lists required using the Robson Rotation System.
 - (d) Each financial member shall be entitled to vote for eight of such candidates and to exercise his or her vote shall post his or her completed ballot list to the Secretary at the office of the Institute not less than seventy-two hours before the time of the holding of the Annual General Meeting provided that a ballot shall be invalid if a member votes for less than or more than the required number of vacancies.
 - (e) The balloting lists so received shall be opened and votes shall be counted by the Institute's Auditors at or prior to the Annual General Meeting.
 - (f) In case there shall not be a sufficient number of candidates nominated, the Council shall fill the remaining vacancy or vacancies from among financial members.

43. At a meeting of the Council held prior to the close of nominations for the election of Councillors for the ensuing period, there shall be elected by the members of the Council from amongst the existing members of the Council a President and a Vice-President who will each hold office until the conclusion of the biennial conference held in the second calendar year after the calendar year of their appointment or if no such conference is held then until 31st December of that year. The President shall not hold office for consecutive terms.
44. At a meeting of the Council held prior to the close of nominations for the election of Councillors for the ensuing period there shall be elected by the members of the Council a Secretary-Treasurer who will hold office until the conclusion of the biennial conference held in the second calendar year after appointment and if there is no such conference in that year then until 31st December of that year. A retiring Secretary-Treasurer shall be eligible for re-election.
45. Members of the Council will hold office until the conclusion of the biennial conference held in the second calendar year after the calendar year in which they are appointed or nominated, or if there is no biennial conference in that year, then until 31st December of that year. A retiring member of Council shall be eligible for re-election to the Council.
46. The officers of the Institute shall consist of a President, Vice-President and a Secretary-Treasurer all of whom shall be members of the Institute.
47. The following subscribers to the Memorandum of Association shall constitute the first Council and the first officers shall be as set out below:-
- | | |
|----------------------|--------------------------|
| President: | William Piper Brown |
| Vice-President: | George Robert Goffin |
| Secretary-Treasurer: | Kevin John Cavanagh |
| Council Members: | Edward Miles Burkitt |
| | Phillip Daryl Isaacs |
| | Geoffrey Page Cook |
| | Frank Alexander Blakey |
| | Denison Campbell-Allen |
| | James Selby Robson-Scott |
| | William Raeburn Copeland |
| | William Gordon Barnes |
| | Nicholas Caris |
| | Charles John McMonagle |
| | Albert Fried |
48. If a casual vacancy shall occur amongst Councillors nominated by the Committee of a particular State Branch, the Committee of that State Branch may fill such casual vacancy and any such nominee shall, subject to the Articles, hold office until the close of the next succeeding Annual General Meeting.

49. If any other casual vacancy shall occur amongst the Councillors, the Council shall have power from time to time to appoint any financial member to the Council to fill such vacancy. Any person so appointed shall hold office only until the close of the next succeeding Annual General Meeting.
50. The members of the Council for the time being may exercise the powers of the Council notwithstanding any vacancies in the Council.
51. Upon appointment of a Councillor and upon revocation of any appointment by the Committee of any State Branch, notice of such appointment or revocation shall forthwith be given by the State Branch to the Secretary. No such appointment or revocation shall be effective until such notice has been given.
52. Every Councillor shall stand in a fiduciary or quasi-trustee relationship to the members generally of the Institute and shall exercise his or her judgement and at all times act in the best interests of the Institute and of its members generally and not otherwise. A Councillor appointed by the Committee of a State Branch shall keep the Council informed of any conditions prevailing in that State affecting the members or the industry in that state which should be taken into Account by the Council to the intent that the Council shall as far as practicable be informed of and may take into account all relevant matters through the Commonwealth of Australia in its deliberations and in its administration of the Institute's affairs.
53. The office of a member of the Council shall become vacant if the member:
 - (a) ceases to be a member of the Council by virtue of the Act;
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (c) becomes prohibited from being a Director of a company by reason of any order made under the Act;
 - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) resigns his or her office by notice in writing to the Institute;
 - (f) for more than six months is absent without permission of the Council from meetings for the Council held during that period;
 - (g) holds any office of profit under the Institute;

- (h) ceases to be a member of the Institute or to be resident in the State by whose State Branch Committee he was nominated or if elected as the nominated representative of a Business Member ceases to be that nominated member;
- (i) has his or her nomination revoked by resolution of the State Branch by which he or she was nominated; or
- (j) is directly or indirectly interested in any contract or proposed contract with the Institute provided, however, that a member shall not vacate his or her office by reason of his or her being a member of any corporation, society or association which has entered or proposes to enter into a contract with the Institute if such corporation, society or association is among the class of companies referred to in the proviso Clause 3 of the Memorandum of Association of the Institute and if he or she shall have declared the nature of his or her interest in manner required by the Act.

Provided always that nothing in this Article shall affect the operation of Clause 3 of the Memorandum of Association of the Institute.

54. If a vacancy shall occur in the office of President, Vice-President or Secretary-Treasurer, the Council may fill such vacancy from amongst its own members or from amongst the financial members of the Institute and the persons so appointed shall hold office until the conclusion of the next Biennial Conference or if no such conference is held, then until 31st December of that year.

POWERS AND DUTIES OF THE COUNCIL

55. The business of the Institute shall be managed by the Council who may pay all expenses incurred in promoting the registering the Institute, and may exercise all such powers of the Institute as are not, by the Act or by these regulations, required to be exercised by the Institute in general meeting subject, nevertheless, to any of these regulations to the provisions of the Act and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Institute in general meeting; but no regulation made by the Institute in general meeting shall invalidate any prior act of the Council which would have been valid if that regulation has not been made.
56. The Council may exercise all the powers of the Institute to borrow money and to mortgage or charge its property or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Institute.
57. All cheques, promissory notes, drafts, bill of exchange and other negotiable instruments, and all receipts for money paid to the Institute shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two members of the Council or by such other

person or persons and in such other manner as the Council may from time to time determine.

58. The Council shall cause minutes to be made:
- (a) of all appointments of officers and servants;
 - (b) of names of members of the Council present at all meetings of the Institute and of the Council; and
 - (c) of all proceedings at all meetings of the Institute and of the Council.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting if the minutes are confirmed at that meeting.

PROCEEDINGS OF THE COUNCIL

59. The Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Council may at any time and the Secretary shall on the requisition of a member of the Council summon a meeting of the Council.
60. Subject to these regulations, questions arising at any meeting of the Council shall be decided by a majority of votes and a determination by a majority of the members of the Council shall for all purposes be deemed a determination of the Council. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
61. A member of the Council shall not vote in respect of any contract or proposed contract with the Institute in which he or she is interested, or any matter arising thereout, and if he or she does so vote his or her vote shall not be counted.
62. A quorum necessary for the transaction of the business of the Council shall be four or such greater number as may be fixed by the Council.
63. The President shall preside as Chairman at every meeting of the Council, or if at any meeting he or she is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairman at the meeting.
64. A member of the Council may attend and vote at a meeting of the Council both in his or her own right and as a proxy for an absent member provided that before the commencement of the meeting he or she shall have lodged with the Chairman of the meeting a proxy or power of attorney in his or her favour signed by the absent member. The

Chairman shall forthwith inform the meeting of the contents of any such proxy or the power of attorney.

65. The Council may delegate any of its power to sub-committees consisting of such member or members of the Council as they think fit; any sub-committee so formed shall in the exercise of the powers so delegated to conform with any regulations that may be imposed on it by the Council.
66. A sub-committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
67. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the Chairman shall have a second or casting vote.
68. All acts done by any meeting of the Council or of a sub-committee or by any person acting as a member of the Council shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Council or person acting as aforesaid, or that the members of the Council or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.
69. A resolution in writing signed by all members to the Council for the time being entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Council.

STATE BRANCHES

70. The members in any particular State in the Commonwealth of Australia may, with the approval of the Council, form a State Branch of the Institute for that State and:-
 - (a) May elect a State committee for the general management and control of the State Branch which State committee will not have less than three and not more than ten elected members;
 - (b) Members of the Committee of a State Branch will be elected for two years by the members resident in that State at the Annual General Meeting of the State Branch in the same year as the Council elections.

- (c) The Committee of a State Branch will every second year elect a State President, a State Vice-President and an Honorary Secretary and an Honorary Treasurer from amongst the existing members of the Committee prior to the Annual General Meeting of the State Branch at which the State President, the State Vice-President, the Honorary Secretary and the Honorary Treasurer take office.
- (d) The State President, the State Vice-President and the Immediate Past State President shall be ex-officio members of the Committee of a State Branch.
- (e) Members of the Council will be ex-officio members of the Committee of the State Branch of the State in which they reside.
- (f) The Australian Capital Territory shall be deemed to be part of the State of New South Wales and the Northern Territory shall be deemed to be part of the State of South Australia.
- (g) For the purpose of these Articles, a person shall be deemed to be resident in the State in which is his or her principal place of residence and a company and a firm shall be deemed to be resident in the State in which is its registered office or principal place of business provided that a firm or company may elect to take out more than one business membership and to nominate a representative in respect of each such membership provided also that each membership is in a different State;
- (h) No State shall have more than one State Branch.
- (i) A person elected to the Committee of a State Branch shall hold office until:-
 - (i) his or her appointment be revoked by resolution of the members of the State Branch in general meeting;
 - (ii) he or she resigns;
 - (iii) he or she ceases to hold his or her residential and/or other qualifications;
 - (iv) the close of the Annual General Meeting of the State Branch next succeeding the date of his or her appointment and in the year of the Council elections;
 - (v) he or she ceases to be a member of the Committee of the State Branch by virtue of the Act;
 - (vi) he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;

- (vii) he or she becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (viii) he or she is absent for more than six months without permission of the Committee from meetings of the Committee held during that period.
 - (j) Unless otherwise determined by the Council, the quorum for a general meeting of a State Branch shall be five members and a quorum for a meeting of the Committee for a State Branch shall be three members.
71. Subject to the Articles and to the directions of the Council, it shall be the duty of the Committee of each State Branch to:-
- (a) carry out in such State such functions as may from time to time be delegated to it by the Council;
 - (b) forward to the Secretary such information as the Council may from time to time require in respect of its State.
72. Unless expressly or impliedly excluded by Articles 70 or 71, those Articles relating to the Council and its officers the powers and duties of the Council and the proceedings of the Council shall apply mutatis mutandis to the Committee and officers of a State Branch and powers and duties of the Committee of a State Branch and the proceedings of the Committee of a State Branch.

DELEGATION TO COMMITTEE

- 72A. The Council and each State Committee may delegate any of its powers or functions (not being duties which by these Articles, the Law or the general law may only be exercised or performed by the Council or the State Committee) to one or more sub-committees consisting of such persons as the Council or the State Committee establishing the sub-committee thinks fit. Each sub-committee established by the Council must have one member who is a Councillor of the Council and each sub-committee established by a State Committee must have one member who is a member of that State Committee. A member of a sub-committee will not, by virtue of such membership, become a member of the Council or State Committee which established the sub-committee.
- 72B. Any sub-committee formed pursuant to Article 72A will conform to any directions or regulations which may be given or imposed by the Council or State Committee which established it.

- 72C. The provisions of Articles 65 to 68 inclusive will apply to the powers and proceedings of any sub-committee. A sub-committee will not have a power of delegation.
- 72D. A sub-committee will have power to obtain such assistance as it considers appropriate from Members or from others.

SEAL

73. The Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council or of a sub-committee of members to the Council authorised by the Council in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the Council and shall be counter-signed by the Secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

ACCOUNTS

74. The Council shall cause to be kept true accounts of all receipts, credits, payments and liabilities of the Institute and the manner in which its income and expenditure take place and of all other matters necessary for showing the true financial position of the Institute.
75. The Council shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report thereon as required by the Act provided, however, that the Council shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to a date not more than six months before the date of the meeting.
76. The books of account shall be kept at such place and in such custody as the Council shall think fit.
77. The Council shall from time to time determine in accordance with Clause 9 of the Memorandum of Association at what times and places and under what conditions or regulations the accounting and other records of the Institute shall be open to the inspection of members not being members to the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or paper of the Institute except as conferred by Statute or by Clause 9 of the Memorandum of Association or authorised by the Council or by the Institute in general meeting.

AUDIT

78. A properly qualified Auditor or Auditors shall be appointed and his or her or their remuneration fixed and duties regulated in accordance with the Act and Clause 9 of the Memorandum of Association.

NOTICES

79. A notice may be given by the Institute to any member either personally or by sending it by post to him or her at his or her registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting an envelope containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the envelope would be delivered in the ordinary course of post. Notice to a business member shall be deemed to have been given when the notice is served on its nominated representative in the manner prescribed above.
80. (1) Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (a) every financial member; and
 - (b) the Auditor or Auditors for the time being of the Institute.
- (2) No other person shall be entitled to receive notices of general meetings.

BANK ACCOUNT

81. The Council shall open and maintain one or more banking accounts in the name of the Institute and any such account shall be operated upon in the name of the Institute by such person or persons and in such manner as the Institute shall from time to time determine.
82. All moneys received by the Institute or by any officer on its behalf shall be forthwith paid without deduction to the credit of the Institute's banking account.

WINDING UP

83. The provisions of Clause 8 of the Memorandum of Association relating to the winding-up or dissolution of the Institute shall have effect and be observed as if the same were repeated in these regulations.

INDEMNITY

84. Every member of the Council, Auditor, Secretary and other officer for the time being of the Institute shall be indemnified out of the assets of the

Institute against any liability arising out of the execution of the duties of his or her office which is incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application under the Act in which relief is granted to him or her by the Court in respect of any negligence, default, breach of duty or breach of trust.

TRANSITIONAL

85. Consequent upon the changes made to these Articles to provide for the appointment of Councillors and of the Secretary-Treasurer biennially, those who comprise the Council and the person who is the Secretary-Treasurer after the conclusion of the Annual General Meeting of the Institute held in May, 1993 will remain in office until the conclusion of the next biennial conference of the Institute to be held in 1995 or until 31st December, 1995, whichever shall first occur. Those persons will hold office for that period even though they were elected under the prior provisions of these Articles providing for annual appointment of Councillors and of the Secretary-Treasurer. Their successors shall be elected in accordance with these Articles.

WE, the several persons whose names and addresses and descriptions are subscribed being subscribers to the Memorandum of Association hereby agree to the foregoing Articles of Association.

Signature of Subscribers	Witness to Signature and Addresses
W.P. BROWN	C.T. Naughton 54 Heathfield Rise BOX HILL VIC 3129 Estimator
G.R. GOFFIN	M. Akie 14 Beaumont Street CANTERBURY VIC 3126 Engineer

Signature of Subscribers	Witness to Signature and Addresses
K.J. CAVANAGH	P.I. Mahaffey 8 Balmoral Place CARLINGFORD NSW 2118 Chartered Engineer
E.M. BIRKETT	M.J. Kerger 967 Canterbury Road BOX HILL VIC 3129 Accountant
P.D. ISAACS	R. Hagar 23 Devonshire Street CROWS NEST NSW 2065
G.P. COOK	V.B. Stanway 140 Headland Road NORTH CURL CURL NSW 2099 Assistant Accountant
F.A. BLAKEY	C.T. Naughton 54 Heathfield Rise BOX HILL VIC 3129 Estimator
D. CAMPBELL-ALLEN	P.I. Mahaffey 8 Balmoral Place CARLINGFORD NSW 2118 Chartered Engineer

DATED this 17th day of April, 1970.

Signature of Subscribers	Witness of Signature and Addresses
J.S. ROBSON-SCOTT	M.C. Pilcher 18 Kaban Street DOONSIDE NSW 2767 Stenographer
W.R. COPELAND	L.M. Pullen 36 Binalong Road WENTWORTHVILLE NSW 2145 Secretary

W.G. BARNES	K.D. Campbell 27 Ashbourne Avenue KINGSWOOD SA 5062 Chartered Engineer
N. CARIS	J.G. Howden 7/305 Dandenong Road WINDSOR VIC 3181 Marketing Supervisor
C.J. McMONOGLE	R. Gallagher 33 Georgina Street SALISBURY QLD 4107
A. FRIED	G. Cunningham 136 George Street HOMEBUSH NSW 2140 Engineer

DATED this 17th day of April, 1970.