Membership Resolution 1
Do you agree that the following changes should be made to the governance of Engineers Australia:

The Board
• The Council will be renamed as the Board.
• The Board will be the governing body of Engineers Australia.
• Councillors will be renamed as directors.
• The members of the Board will be:
  - 6 directors elected by National Congress
  - up to 2 directors co-opted by the Board (who are not necessarily members of Engineers Australia).
• Elected directors will have staggered 3 year terms, with a maximum of 2 full terms (unless a third term is specifically approved by National Congress).
• Any member of Engineers Australia will be eligible to nominate as an elected director (except students, companions and affiliates).
• National Congress will prescribe the nomination process for directors in consultation with the Board.

National Office Bearers
• The Board will elect the National President each year from those directors who are chartered professional engineers.
• The National President will have a maximum of 3 full 1 year terms.
• The positions of National Deputy President, Past National President and National Vice President will be abolished.

Note: The following resolutions will lapse if Membership Resolution 1 is not passed.

Membership Resolution 2
Do you agree that the size of National Congress should be reduced and that National Congress should be given increased flexibility to decide its own composition, as proposed in the amendments to the Charter and By-laws in Part 2 of Section B?

Membership Resolution 3
Do you agree that the directors of Engineers Australia should be able to be remunerated in accordance with criteria to be set by National Congress, as proposed in the amendments to the Charter and By-laws in Part 3 of Section B?

Membership Resolution 4
Do you agree that the Board should be able to appoint any member of Engineers Australia as Chief Executive Officer (except students, companions and affiliates), as proposed in the amendment to the By-laws in Part 4 of Section B?
Section B

THAT the voting members of The Institution of Engineers Australia ("Engineers Australia") resolve:

1. to petition His Excellency the Governor-General of the Commonwealth of Australia ("the Governor-General") to grant Engineers Australia a further supplemental charter in the form of the 2011 Royal Charter as amended by the membership resolutions in Section A ("the 2015 Charter");

2. to make by-laws in the form of the 2011 By-laws as amended by the membership resolutions in Section A ("the 2015 By-laws");

3. to petition the Governor-General to approve the 2015 By-laws; and

4. to authorise the Council of Engineers Australia to make any changes to the 2015 Charter and the 2015 By-laws required by the Governor-General in order to have the 2015 Charter granted and the 2015 By-laws approved.

Note: In the amendments that follow, references to provisions of the Charter are to the current 2011 Royal Charter, and references to provisions of the by-laws are to the current 2011 By-laws.

Part 1: amendments to give effect to Membership Resolution 1

1. Replace clauses E(d) and E(e) of the Preamble to the Charter with:
   (d) on 23 April 1998 – the fourth supplemental charter,
   (e) on 8 February 2006 – the fifth supplemental charter, and
   (f) on 26 September 2011 – the sixth supplemental charter.

2. Replace clauses 7–9 of the Charter with:

   7. National Congress

   7.1 The responsibilities and powers of the National Congress are:
   (a) to elect the members of the Board;
   (b) to develop and propose to the members of Engineers Australia membership resolutions to petition for the alteration of this charter and to alter the by-laws;
   (c) to review and approve before coming into effect any changes to the code of ethics, discipline regulations and regulations relating to additional titles or abbreviations of titles of membership;
   (d) to give advice and counsel to the Board about the manner in which the Board carries out its responsibilities, and
   (e) any other responsibilities and powers given by the by-laws.

   7.2 The by-laws must provide for the constitution of the National Congress, subject to clause 7.3.

   7.3 Employees of Engineers Australia are not eligible to be members of the National Congress.

   7.4 Engineers Australia must not remunerate members of the National Congress. This clause does not prevent Engineers Australia from reimbursing members of the National Congress for expenses properly incurred by them.

   7.5 Engineers Australia must not remunerate members of the Board. This clause does not prevent Engineers Australia from reimbursing members of the Board for expenses properly incurred by them.

3. In by-laws 7, 8 and 13.1, replace "clause 8(c)" with "clause 7.1(c)".

4. In by-law 20.2(d), delete "Deputy".

5. After by-law 22.1, insert:

   22.2 The National Congress must decide (and may change) in consultation with the Board the procedure for the nomination of directors to be elected under by-law 30.1.

6. Replace by-law 25 with:

   25. Membership

   25.1 The voting members of the National Congress are:
   (a) the directors elected under by-law 30.1,
   (b) 1 delegate elected by each Division Committee,
   (c) the delegates elected by the voting members of the Divisions,
   (d) 1 delegate selected from the voting members resident outside Australia in accordance with the regulations,
   (e) 1 delegate elected by each College Board, and
   (f) the delegates elected by the associated bodies.

   25.2 The non-voting members of the National Congress are the directors (if any) co-opted under by-law 30.4.

   25.3 The National Congress must decide (and may change):
   (a) the number of delegates to be elected under each of by-laws 25.1(c) and 25.1(f), up to a total of 22;
   (b) the number of delegates to be elected by each Division for the purposes of by-law 25.1(c); and
   (c) the equitable grouping of associated bodies for the purposes of by-law 25.1(f), and the number of delegates to be elected by each grouping.

   25.4 The Board must make regulations for the conduct of the elections required by by-law 25.1.

Renumber current by-law 22.2 as by-law 22.3.

8. Board

8.1 The Board is the governing body of Engineers Australia.

8.2 Except as provided by clause 7.1, the Board:
   (a) is responsible for the governance and management of Engineers Australia; and
   (b) may exercise all powers of Engineers Australia on its behalf.

8.3 The by-laws must provide for the constitution of the Board, subject to clause 8.4.

8.4 Employees of Engineers Australia are not eligible to be members of the Board.

8.5 Engineers Australia must not remunerate members of the Board. This clause does not prevent Engineers Australia from reimbursing members of the Board for expenses properly incurred by them.
7. Replace by-law 26.2 with:
   26.2 A delegate who has held office for 3 full consecutive terms is not eligible to be a delegate again.

8. In by-law 27, replace "clause 8" with "clause 7.1".

9. After by-law 28.3, insert:
   28.4 Meetings of the National Congress may be held at more than 1 place, provided that the technology used enables each member present at all places the meeting is held to clearly and simultaneously communicate with every other such member.

10. Replace by-law 29 with:
   29. Membership
   The members of the Board are:
   (a) 6 directors elected under by-law 30.1, and
   (b) up to 2 directors co-opted under by-law 30.4.

11. Replace by-law 30 with:
   30. Directors
   30.1 The members of the National Congress must elect 2 directors before the annual general meeting each year for a 3 year term.
   30.2 Any voting member is eligible to be elected as a director, subject to the procedure for nominations decided by the National Congress under by-law 22.2.
   30.3 A member who has held office as an elected director for 2 full terms is not eligible to be elected as a director again, unless before the election the National Congress approves the nomination of that member for a third term.
   30.4 The Board may co-opt up to 2 additional directors.
   30.5 Any individual is eligible to be co-opted as a director.
   30.6 A delegate who becomes a director ceases to be a delegate.

12. In by-law 31.1, replace "clause 9" with "clause 8.2".

13. In by-law 32, replace "with at least 5 votes in favour" with "by a majority of the directors at the time".

14. In by-law 34.2, replace "5 members" with "a majority of the directors at the time".

15. Replace by-law 34.3 with:
   34.3 Directors are not entitled to appoint proxies for meetings of the Board.

16. In by-law 34.5, replace "member" where twice occurring with "director".

17. In by-law 34.6, replace "7 members of the Council" with "three-quarters of the directors at the time".

18. Replace Part 2.3 with:

   Part 2.3 – National President

   35. National President
   35.1 The directors must:
   (a) after the election of directors under by-law 30.1, and
   (b) before the annual general meeting each year, elect the National President for a 1 year term.

19. Replace Part 2.4 with:

   Part 2.4 – Term of office

   38. Term of office
   38.1 Delegates hold office for 2 years from 1 January in the year after they are elected, subject to by-law 38.5.
   38.2 Directors elected under by-law 30.1 hold office for 3 years from 1 January in the year after they are elected, subject to by-law 38.5.
   38.3 Directors co-opted under by-law 30.4 hold office for the term specified by the Board, subject to by-law 38.5.
   38.4 The National President holds office for 1 year from 1 January in the year after he or she is elected, subject to by-law 38.5.
   38.5 Delegates, directors and the National President cease to hold office if they:
   (a) resign by writing to the Chief Executive Officer;
   (b) cease to be eligible to be elected or appointed to the position;
   (c) become an employee of Engineers Australia; or
   (d) are removed by the body that elected or appointed them in accordance with the regulations.
   38.6 Casual vacancies must be filled for the remainder of the term of office:
   (a) in the case of delegates elected by Division Committees or College Boards – by election by that Committee or Board in accordance with the regulations;
   (b) in the case of directors elected under by-law 30.1 – by election by the members of the National Congress;
   (c) in the case of the National President – by election by the directors; and
   (d) otherwise – in accordance with the regulations.

20. Replace by-law 56(b) with:
   (b) meetings of the National Congress, and resolutions of the National Congress without a meeting under by-law 28.5, and

21. In those by-laws not already amended, replace "the Council" wherever occurring with "the Board", and replace "Councillor" wherever occurring with "director".

22. In by-law 61.1(b), replace "sixth" with "seventh", and replace "26 September 2011" with "[date to be inserted]".

23. Replace by-laws 61.1(d) and 61.1(e) with:
   (d) "delegate" means a member of the National Congress under by-laws 25.1(b)–25.1(f);
   (e) "director" means a director elected or co-opted under by-law 30;
24. Replace by-law 62 with:

62. Transitional

62.1 In this by-law:
(a) “1 January 2016” means:
   (i) if the commencement date is before 1 July 2015 – 1 January 2016; or
   (ii) if the commencement date is on or after 1 July 2015 – the date after 1 January 2016 and before 1 July 2016 set by the Board;
(b) “31 December 2015” means the day before 1 January 2016;
(c) “commencement date” means the date on which this by-law comes into effect;
(d) “the new by-laws” means the by-laws in force immediately after the commencement date; and
(e) “the previous by-laws” means the by-laws in force immediately before the commencement date.

62.2 This by-law applies despite anything to the contrary in the new by-laws.

62.3 From the commencement date to 31 December 2015:
(a) the National Office Bearers (as defined in by-law 38.1 of the previous by-laws) in office under the previous by-laws continue in office in those positions;
(b) the members of the National Congress in office under the previous by-laws continue in office as members of the National Congress;
(c) the National Congress in office under the previous by-laws continues in office as the National Congress;
(d) the members of the Council in office under the previous by-laws continue in office as directors under the new by-laws;
(e) the Council in office under the previous by-laws continues in office as the Board under the new by-laws; and
(f) by-laws 38.6 and 38.7 of the previous by-laws apply to the National Office Bearers and members of the National Congress and the Board.

62.4 The National Deputy President elected by the National Congress in 2014:
(a) holds office as National Deputy President from 1 January 2015 until 31 December 2015;
(b) holds office as National President from 1 January 2016 until 31 December 2016; and
(c) holds office as a director from 1 January 2016 until 31 December 2017.

62.5 The Councillor first elected by the National Congress in 2014:
(a) holds office as a Councillor from 1 January 2015 until 31 December 2015; and
(b) holds office as a director from 1 January 2016 until 31 December 2017.

62.6 The 2 Councillors next elected by the National Congress in 2014:
(a) hold office as Councillors from 1 January 2015 until 31 December 2015; and
(b) hold office as directors from 1 January 2016 until 31 December 2016.

62.7 By-laws 62.4–62.6 of the new by-laws are subject to by-law 38.5 of the new by-laws.

62.8 In by-law 30.3 of the new by-laws, “elected director” includes Councilor under the previous by-laws.

62.9 This by-law is deleted on 1 January 2018.

25. In by-law 20.2(c), replace “by-law 53.3” with “by-law 51.3”.

26. In by-law 43.1(a), replace “by-law 44” with “by-law 42”. In by-law 43.1(b), replace “by-law 45” with “by-law 43”. In by-law 43.1(c), replace “by-law 46” with “by-law 44”.

27. In by-law 61.1(a), replace “by-law 43.1” with “by-law 41.1”.


Part 2: amendments to give effect to Membership Resolution 2

1. Replace by-law 25.1(c) with:
   (c) the delegates (if any) elected by the voting members of the Divisions,

2. Replace by-law 25.1(f) with:
   (f) the delegates (if any) elected by the associated bodies.

3. Replace by-law 25.3 with:
   25.3 The National Congress must decide (and may change):
   (a) the number of delegates (if any) to be elected under each of by-laws 25.1(c) and 25.1(f), up to a total of 10;
   (b) the number of delegates (if any) to be elected by each Division for the purposes of by-law 25.1(c); and
   (c) the equitable grouping of associated bodies for the purposes of by-law 25.1(f), and the number of delegates (if any) to be elected by each grouping.

4. Renumber by-law 60.9 as by-law 60.10. After by-law 60.8, insert:
   60.9 Despite by-law 25 of the new by-laws:
   (a) the delegates elected by the voting members of the Divisions under by-law 25.1(f) of the previous by-laws, and
   (b) the delegates elected by the associated bodies under by-law 25.1(i) of the previous by-laws, continue to hold office as delegates and members of the National Congress from 1 January 2016 for the term of office for which they were elected, subject to by-law 36.5 of the new by-laws.

Part 3: amendments to give effect to Membership Resolution 3

1. Delete clause 8.5 of the Charter.

2. After by-law 30.6, add:
   30.7 Engineers Australia may remunerate directors in accordance with criteria set by the National Congress.

Part 4: amendment to give effect to Membership Resolution 4

Replace by-law 46.2 with:

46.2 The Chief Executive Officer must be a voting member.