

**CONSTITUTION**

**OF**

**INTERNATIONAL SOCIETY OF  
ENGINEERING ASSET MANAGEMENT**

A Company Limited By Guarantee Not Having A Share Capital

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# CONSTITUTION

for

INTERNATIONAL SOCIETY OF ENGINEERING ASSET MANAGEMENT

A Company Limited By Guarantee Not Having A Share Capital

## 1 NAME

The name of the Company is:

**International Society of Engineering Asset Management.**

## 2 REPLACEABLE RULES

This Constitution displaces the Replaceable Rules in the Law.

## 3 DEFINITIONS AND INTERPRETATION

### 3.1 Definitions

In this Constitution unless otherwise provided or unless there is something in the subject matter which is inconsistent, the following expressions shall have the definitions or meanings provided below:-

"**Auditor**" means a person appointed as auditor of ISEAM;

"**Circular Resolution**" means a resolution of the directors of ISEAM, passed without a meeting in accordance with clause 18.8;

"**Corporate Body**" means a Corporate Body within the meaning of the Law;

"**Board**" means the board of Directors of ISEAM;

"**Director**" means a person named in SCHEDULE 2: Details of Directors and Secretary as a director upon incorporation or a person who is thereafter elected or re-elected to the Board of ISEAM;

"**Instantaneous Communication Device**" means any device by which the processes of a meeting may be conducted between person in different places and includes telephone, television or any other audio and/or visual device or technology which permits instantaneous (or near as practical thereto) communication.

"**Integrated Asset Management**" means the continuous process covering the whole-of-life cycle of an asset from conceptual design through to construction/manufacture, operational use, maintenance, rehabilitation and/or disposal.

"**ISEAM**" means the International Society of Engineering Asset Management;

"**the Law**" means the *Corporations Act 2001* (Cth);

"**person**" means a natural person;

"**the Seal**" means the common seal of ISEAM; and

"**Secretary**" means a person named in SCHEDULE 2: Details of Directors and Secretary as secretary upon incorporation or any person thereafter appointed to perform the duties of a Secretary of ISEAM.

### **3.2 Interpretation**

In this Constitution:

- (a) words importing any gender include the other genders;
- (b) the singular includes the plural and vice versa;
- (c) a reference to a statute, code or the Law (or to a provision of same) means the statute, code or the Law (or provisions of same) as modified or amended and in operation for the time being, or any statute, code or provision enacted (whether by the State or Commonwealth of Australia) in lieu thereof and includes any regulation or rule for the time being in force under the statute, code or the Law;
- (d) an expression used in a particular part or division of the Law that is given by that part or division a special meaning for the purpose of that part or division has, in any of these regulations that deals with the matter dealt with by that part or division, unless the contrary intention appears, the same meaning as in that part or division; and
- (e) headings are inserted for convenience and do not affect the interpretation of this Constitution.
- (f) Unless otherwise clear from the context that a different denomination of currency is intended a reference to \$ or to an amount of money shall be taken to mean a reference to Australian dollars and more generally to the Australian currency.

## **4 OBJECTS**

The objects for which ISEAM is established are:

- (a) to pursue charitable purposes, in particular the advancement of science and the advancement of education with a focus in the specific area of scientific knowledge known as integrated engineering asset management;

- (b) to conduct scientific research, and in particular to conduct an approved research institute within the meaning of section 73A of the *Income Tax Assessment Act 1936* (Cth); and
- (c) to do all things necessary for and incidental to the carrying out of objects (a) and (b) of this regulation and to prohibit or limit the conduct of ISEAM so that it does not do anything other than as set out in objects (a) and (b) of this regulation.

## **5 POWERS**

Solely for the purpose of carrying out the objects of ISEAM and not otherwise, ISEAM shall have all the powers of a natural person and any other powers of a company under the Law.

## **6 MEMBERSHIP**

### **6.1 Members on adoption of Constitution**

The initial members of ISEAM are the persons whose names and addresses are set out as the subscribers to this Constitution in SCHEDULE 1: List of Subscribers and the subscribers shall be admitted to the class of membership called fellow upon incorporation of ISEAM.

### **6.2 Unlimited Members**

The number of members of ISEAM is unlimited.

### **6.3 Register to be kept**

A register of members shall be kept in accordance with the Law.

### **6.4 Application for membership**

Any two (2) members may nominate a person for membership of a particular class and any two members may nominate Body Corporate for Corporate Membership. Any person or Corporate Body who wishes to make an application for membership shall do so on the form set out in SCHEDULE 3: Membership Application and Nomination Form, or in such form as may otherwise be approved by the Board from time to time specifying the class of membership to which they wish to be admitted.

### **6.5 Requirement of application**

Each application for membership shall be signed by the applicant, the proposer nominating the member and the seconder.

## **6.6 Admission to membership**

The Board shall consider each application for membership at the next meeting of the Board following receipt of the application together with such additional information as it may require and, thereafter, may accept, reject or defer until the next meeting of the Board an application for membership without assigning any reason therefore but shall forthwith after making a final decision cause the applicant to be advised in writing of its decision. The Board may delegate this function to a subcommittee the Secretary or other officer of ISEAM appointed from time to time.

## **6.7 Approval of membership by Directors**

- (a) Without limiting clause 6.6, the Directors may consider an application for membership by emailing the application and all relevant documentation to all directors for their consideration in accordance with clause 18.8 and clause 6.7(b).
- (b) After considering the application the Directors may:
  - i. approve the application unconditionally;
  - ii. raise any concerns or questions to be referred back to the Secretary and/or the Chairman to resolve; or
  - iii. adjourn the matter until the next scheduled Directors' meeting for further discussion and consideration.
- (c) Without limiting any other clause in the Constitution, any member approved in accordance with this clause 6.7 must be approved by 51% of all Directors.

## **6.8 Joining Fee**

Upon making application the applicant shall furnish the joining fee (if any) and membership fee (if any) determined by the Board in accordance with regulation 10.1. If an applicant is refused membership under regulation 6.6 such fees shall be refunded to the applicant in full.

# **7 CLASSES OF MEMBERS**

## **7.1 Classes of Membership generally**

ISEAM has following classes of membership:

- (a) Fellows;
- (b) Ordinary Members;
- (c) Affiliate Members;
- (d) Student Members; and
- (e) Corporate Members.



## **7.2 Fellows**

The Board shall only accept into the class of membership called “Fellow” people distinguished in the field of Engineering Asset Management. Distinction in the field of Engineering Asset Management will usually be evidenced by significant postgraduate qualifications and being qualified for positions of academic tenure at a university but may be established by other exemplary exceptional practical or professional accomplishments demonstrated work experience of not less than ten (10) years and a significant contribution to the body of knowledge in Engineering Asset Management and having regard to the record of engagement to the Society.

Holders of this class of membership are entitled to utilise the post-nominal of Fellow of the International Society of Engineering Asset Management (FISEAM).

## **7.3 Ordinary Members**

The Board may accept into the class of membership called “Ordinary Member” people experienced and qualified in the field of Engineering Asset Management. Experience and qualification in the field of Engineering Asset Management will usually be evidenced by proof a minimum of five (5) years employment or work in the field of Integrated Engineering Asset Management and at least a bachelors degree in a discipline of study relevant to work in the field of Engineering Asset Management but may be established by other relevant practical or professional accomplishments.

Holders of this class of membership are entitled to use the post-nominal of Ordinary of the International Society of Engineering Asset Management (MISEAM)

## **7.4 Affiliate Members**

The Board may accept into the class of membership called “Affiliate Member” people interested in the field of Engineering Asset Management. An applicant for Affiliate Membership does not have to evidence experience or be qualified in the field of Integrated Engineering Asset Management.

No post- nominal is available for this class of membership.

## **7.5 Student Members**

The Board may accept into the class of membership called “Student Member” people studying in the field of Engineering Asset Management or who otherwise evidence an interest in learning about Integrated Engineering Asset Management. An applicant for student membership does not have to evidence experience or be qualified in the field of Integrated Engineering Asset Management.

No post-nominal is available for this class of membership.

## **7.6 Corporate Members**

The Board may accept into the class of membership called “Corporate Member” any Corporate Body which the board considers to have involvement in the field of asset management

No post-nominal is available for this class of membership

## **8 MEMBERSHIP RIGHTS**

### **8.1 Voting rights of members**

At a general meeting of ISEAM only Fellows, Ordinary Members and Corporate Members may vote and each such member has only one vote.

### **8.2 Election to Board**

Only a Fellow or an Ordinary Member may seek election to any position on the Board.

### **8.3 Notice of meetings**

All members including Student Members, Affiliate Members and Corporate Members have the right to receive notices of general meetings and to speak at all such general meetings subject to the rulings of the Chairman at such meetings.

### **8.4 Rights of Corporate members**

A Corporate Member may only exercise the rights given it under this Constitution, by appointing a representative who is a natural person or by reliance upon the rights set out in this constitution to appoint a proxy. A Corporate Member may appoint a Representative in the form set out in SCHEDULE 6: Corporate Member Representative Appointment Form, or in such other form as may be approved by the Board from time to time. A Corporate Member’s duly appointed representative in addition to any rights such person may have as a member in their own right (if any) is entitled to speak on behalf of and vote on behalf of the Corporate Member.

## **9 CESSATION OF MEMBERSHIP**

### **9.1 When membership ceases**

A member of any class shall cease to be a member of ISEAM if:

- (a) the member resigns, in which case the member shall be deemed to cease being a member of ISEAM from the date of the receipt of the member's

resignation by the Secretary or other officer or from the date mentioned in the letter of resignation whichever is the later; or

- (b) the member fails to pay any membership fee, including any fee on renewal of membership and the member has been previously notified in writing of the amount outstanding and a further 3 months has then elapsed. The Board may reinstate a member on payment of all arrears if the Board thinks fit to do so; or
- (c) if the member becomes bankrupt; or
- (d) the member, if a Corporate Body, has a liquidator, provisional liquidator, receiver, receiver and manager or administrator appointed to it or resolves to wind up or is subject to an order to wind up;
- (e) the member dies; or
- (f) the Board terminates the member's membership on the basis set out in sub-regulation 9.2 below.

## **9.2 Unsatisfactory and unbecoming conduct**

If any member wilfully refuses or neglects to comply with the provisions of this Constitution or is guilty of any conduct, which, in the opinion of the Board, is unbecoming of a member or prejudicial to the interests of ISEAM, the Board may by resolution passed by a simple majority,

- (a) censure, or
- (b) revoke the member's entitlement to a particular class of membership, and re-categorize the member's entitlement to membership, or
- (c) suspend for such period as it decides, or
- (d) expel the member from ISEAM.

## **9.3 Procedure for unsatisfactory and unbecoming conduct**

If the board is of the opinion that a member has refused or neglected to comply with the provisions of this constitution or is guilty of any conduct which in the opinion of the Board is unbecoming of a member and intends to act pursuant to regulation 9.2 the board must, before such action is taken:

- (a) Give the member notice in writing, to the last known address of the member, of its intention so to act, setting out the basis for its concern that the member has engaged in such conduct; and
- (b) Give member an opportunity to be heard in response to the concerns raised by the board; and

- (c) Allow the member the opportunity to offer either orally or in writing any explanation or defence the member may think fit; and
- (d) Consider all and any reasons and explanations offered by the member.

## **9.4 Liability for fees**

If a member's membership is terminated for any reason, notwithstanding anything else to the contrary in this Constitution, the member shall continue to be liable for any annual membership fee and all arrears due and unpaid at the date of the cessation of membership and for all moneys due by that member to ISEAM.

# **10 MEMBERSHIP FEES**

## **10.1 Setting of fee**

The Board may set such joining fees and membership fees as it may determine from time to time.

## **10.2 Time for payment**

The Board will determine the time when membership fees are to be paid.

# **11 GENERAL MEETINGS**

## **11.1 Annual general meeting of members**

An annual general meeting of ISEAM shall be held in accordance with the provisions of the Law. All general meetings other than annual general meetings shall be called special general meetings.

## **11.2 Convening a special meeting**

Any member of the Board may, whenever he or she thinks fit with the written concurrence of one other member of the Board, convene a special general meeting. The notice convening a special general meeting shall state the particular matter or matters to be discussed at the meeting and no business other than that specified in the notice shall be transacted.

## **11.3 Member convening special meeting**

The Board shall, on the requisition signed by not less than twenty-five per centum (25%) of the members stating the object of such requisition, call a special general meeting of ISEAM to be held not later than two months after the receipt of a duly

signed requisition. If the Board does not direct the Secretary to summon a special general meeting within twenty one days after receipt of any such requisition, the requisitionists may convene such meeting. The notice convening such special general meeting shall specify the particular matter or matters to be discussed at the meeting and no business other than that specified in the requisition shall be transacted.

#### **11.4 Convening a meeting by notice**

Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, unless otherwise required by law, at least twenty-one days' notice (exclusive of the day on which the notice is served or deemed to be served and exclusive of the day for which notice is given) specifying the place, the day and the time of meeting and otherwise complying with the Law shall be given to such persons as are entitled to receive notices from ISEAM either by advertisement or in accordance with regulation 25.

### **12 CONDUCT OF BUSINESS AT GENERAL MEETINGS**

#### **12.1 Quorum**

A quorum of members in present when the number of persons entitled to vote in attendance in person or by proxy is not less than twice the number of directors plus one. For the purposes of this Constitution a Corporate Member is deemed to be in attendance whenever their duly appointed representative or proxy is present.

#### **12.2 No business without quorum**

No business shall be transacted at any annual general meeting or any special general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purpose of this regulation, "member" includes a person attending as a proxy.

#### **12.3 Presence of quorum**

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 in accordance with regulation 11.3, 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 Board may determine.

#### **12.4 Chairman preside at meeting**

The Chairman shall preside at every general meeting of ISEAM, or if the Chairman is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall elect one of their number

to be Chairman of the meeting.

## **12.5 Adjournment of meeting**

The Chairman may with the consent of any meeting (decided by simple majority) at which a quorum is present 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. With the exception of the above, it shall not be necessary to give any notice of an adjournment or business to be transacted at an adjourned meeting.

## **12.6 Resolution at meeting**

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 3 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, shall be conclusive and an entry to that effect shall be made in the book containing the minutes of the proceedings of ISEAM 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 persons who originally demanded a poll may withdraw the demand for a poll at any time.

## **12.7 Poll requested**

If a poll is duly demanded, it shall be taken in such a 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 without debate or adjournment.

## **12.8 Equality of votes**

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.

## **12.9 Voting at meeting**

A member entitled to vote may vote in person or by proxy and on a show of hands every person present who is a member and entitled to vote or holds a proxy for such a member shall have one vote and on a poll every member entitled to vote who is present in person or by proxy shall have one vote. If a person attends a meeting in his or her own right and as representative or proxy of another member the person is entitled to their own vote and a vote for each person for whom the person is a representative or holds a proxy.

## **12.10 Meeting by electronic communication**

For the purpose of this Constitution, the contemporaneous linking together by Instantaneous Communication Device of a number of consenting members not less than the quorum together with the Chairman, whether or not any one or more of the members is out of Australia, shall be deemed to constitute a general meeting of the members and all the provisions of this Constitution as to the general meetings of the members shall apply to such meetings held by Instantaneous Communication Device so long as the following conditions are met:

- (a) all the members for the time being entitled to receive notice of the general meeting shall be entitled to notice of a meeting by Instantaneous Communication Device and to be linked by Instantaneous Communication Device for the purposes of such meeting. Notice of any such meeting shall be given on the Instantaneous Communication Device or in any other manner permitted by this Constitution;
- (b) each of the members taking part in the meeting by Instantaneous Communication Device and the Chairman must be able to hear each of the other members taking part at the commencement of the meeting; and
- (c) at the commencement of the meeting each member must acknowledge his or her presence for the purpose of the general meeting to all the other members taking part.

## **12.11 Requirement to be present**

A member may not leave the meeting by disconnecting his or her Instantaneous Communication Device unless he or she has previously obtained the express consent of the Chairman of the meeting and a member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by Instantaneous Communication Device unless he or she has previously obtained the express consent of the Chairman of the meeting to leave the meeting.

## **12.12 Minutes of electronic communication**

A minute of the proceedings at such meeting by Instantaneous Communication Device shall be sufficient evidence of such proceedings and of the observance of all

necessary formalities if certified as a correct minute by the Chairman of the meeting and by the Secretary.

### **12.13 No voting where unsound mind**

A member who is of unsound mind and whose person or estate is liable to be dealt with in any way under any law relating to mental health may vote, whether on a show of hands or on a poll, by his committee or by his trustee or by such other person who properly has the management of his estate, and any such committee, trustee or other person may vote by proxy or attorney.

### **12.14 No voting without fees paid**

Any member is entitled to vote at any annual or special general meeting whether or not all fees their fees have been paid unless the member has been previously notified in writing of the amount of any fees outstanding and a further 7 days have elapsed.

### **12.15 Appointment of Proxy**

The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member entitled to vote shall be entitled to instruct his, her or its proxy to vote in favour of or against any proposed resolution. Unless otherwise instructed, the proxy may vote as they think fit. A proxy must be a member of ISEAM but need not be a Fellow or Ordinary Member.

### **12.16 Form of notice**

The instrument appointing a proxy may be in the form set out in SCHEDULE 5: Appointment of Proxy Form in such common or usual form as the Board may determine from time to time.

### **12.17 Lodging of proxy**

The instrument appointing a representative for a Corporate Member proxy, a power of attorney or other authority (if any) under which it is signed or a certified copy of that power of authority shall be provided to the Chairman or Secretary 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 forty eight hours before the time appointed for the taking of the poll and, in default, the instrument of proxy shall not be treated as valid.



## **12.18 Validity of vote by proxy**

A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding that the principal has revoked the instrument or the authority under which the instrument was executed or has died or become a person whose person or estate is liable, to be dealt with in any way under any law relating to mental health, if no intimation in writing of such revocation, death or mental health disability as aforesaid has been received by the Chairman or Secretary before the commencement of the meeting or adjourned meeting at which the instrument is used.

## **12.19 Voting where interested**

A member may vote at a meeting of the company if directly or indirectly interested in the outcome of the vote provided all other obligations under these regulations and the law are discharged.

## **12.20 Business of annual general meeting**

The business to be transacted at every annual general meeting must include all matters required by the Law and if not expressly required by law shall include the following unless the company otherwise resolves:

- (a) the consideration of the annual financial report, Directors' report and Auditor's reports;
- (b) the election of Directors;
- (c) the appointment of the Auditor;
- (d) the fixing of Auditor's remuneration (if any); and
- (e) any other business of which proper notice has been given.

## **12.21 Motion to rescind act of Board**

If at any special general meeting requisitioned in accordance with regulation 11.3 a motion is put disapproving of or calling for a rescission or variation of any act of the Board (except for the appointment of a person to fill a vacancy in the Board), such motion shall require a majority of at least seventy five per centum (75%) of the members present, entitled, and actually voting before such motion is passed and, if such motion is passed, the Board shall act in accordance with the motion as soon as is practical thereafter provided it is then possible to rescind or vary the act of the Board the subject of the motion.

## **13 PATRON**

There may be a patron of ISEAM. The Board may from time to time appoint and remove the patron.

## **14 DIRECTORS**

### **14.1 A majority of directors must be Fellows**

A Board of not less than three (3) Directors, the majority of whom must be Fellows shall govern ISEAM.

### **14.2 First Directors**

The first Directors of ISEAM and the Secretary are set out in SCHEDULE 2: Details of Directors and Secretary.

### **14.3 Number of Directors**

Subject to the requirements of the Law ISEAM may from time to time by ordinary resolution passed at a general meeting increase or decrease the number of Directors.

### **14.4 Board to be members of ISEAM**

All Directors must be Fellows or Ordinary Members of ISEAM at the time of their election to office.

### **14.5 Election of Directors**

The election of members to the Board shall take place in the following manner:

- (a) Any two members shall be at liberty to nominate any Ordinary Member or Fellow to serve as a Director.
- (b) The nomination must be in writing and signed by the nominee, the proposer and seconder, and shall be in the form provided in SCHEDULE 4: Director Nomination Form and shall be provided to the Chairman or Secretary not less than (14) days before the annual general meeting at which the election is to take place.
- (c) Each Fellow, Ordinary Member and Corporate Member present at the annual general meeting shall be entitled to vote in a first past the post secret ballot for the election of Directors to the Board subject to the limitation set out in the following sub-clauses of this sub-regulation.

- (d) Where on first counting of the ballots the number of Fellows who would be elected to the Board is less than or equal to the number of Ordinary Members elected to the board then the Ordinary Member (or Ordinary Members if more than one) who would otherwise have been elected to the Board but with the least number of votes shall not be elected to the Board but rather the Fellow (or Fellows if more than one is required to ensure a majority of Fellows) receiving the next highest number of votes in descending numerical order shall fill the vacant places until Fellows fill the majority of places on the Board.
- (e) If there is not a sufficient number of candidates from either the class of Fellows or the class of Ordinary Members nominated in accordance with the above procedure, nominations may be accepted from the floor at the annual general meeting. Each nomination must be moved and seconded by any two members and the nominee must signify his or her acceptance.

## **14.6 Office of Directors**

Each Director shall take office at the first meeting of the Board after the general meeting at which he or she is elected.

## **14.7 Retirement of Directors**

At each annual general meeting, one-third of the Directors for the time being, or if their number is not a multiple of three, the number nearest one-third, shall retire from office. Those to retire are those who have been longest in office since their last election, and as between persons who became Directors on the same day, those to retire shall (unless otherwise agreed among themselves) be determined by lot.

## **14.8 Eligibility to re-nominate**

A retiring Director shall be eligible for re-election following re-nomination.

## **14.9 Subcommittees**

Directors may be appointed to any one or more subcommittees that the Board may think fit to establish.

# **15 CHAIRMAN**

## **15.1 Election of Chairman**

The Chairman shall be elected for one year by a majority decision of the Board from their number at the first meeting after each annual general meeting.

## **15.2 Chairman to preside**

The Chairman shall preside at all general meetings of ISEAM and all meetings of the Board. In their capacity as Chairman of the Board or Chairman of a general meeting, the Chairman shall have a deliberative vote and a casting vote in the event of a tied vote.

## **15.3 Chairman's membership of subcommittees**

The Chairman is an ex-officio member of all subcommittees from time to time created and shall be notified of the time and place of all meetings of subcommittees unless the Chairman or the Board otherwise directs.

# **16 VACANCIES IN BOARD**

## **16.1 Vacancy in Board**

A vacancy shall occur in the Board if any Director shall:

- (a) die;
- (b) retire or resign their position by notice in writing to the Secretary;
- (c) cease to be a Fellow or Ordinary Member of ISEAM;
- (d) become bankrupt or have any criminal conviction for a crime involving dishonesty, or any criminal conviction which is punishable by imprisonment recorded against him or her;
- (e) be absent from three (3) consecutive meetings of the Board without the leave of the Board;
- (f) be prohibited from being a Director of ISEAM by reason of any order made under the Law; or
- (g) become of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health.

## **16.2 Filling of vacancy**

If the number of Directors is less than the number determined by the Board pursuant to regulation 14.1 and 14.2, the vacancy may be filled by a member of ISEAM appointed for that purpose by the Board until the next annual general meeting.

## **17 POWERS AND DUTIES OF THE BOARD**

### **17.1 Powers and duties of the Board**

Subject to the Law and to any other provisions of this Constitution, the Board:

- (a) shall have the control and management of the activities, property and funds of ISEAM;
- (b) may pay all expenses incurred in forming ISEAM; and
- (c) may exercise all the powers of ISEAM except any powers that, by the Law or by this Constitution are required to be exercised by ISEAM in general meeting.

### **17.2 Specific powers of Board**

Notwithstanding the generality of the regulation 17.1, the Board shall have the following powers:

- (a) to make and from time to time repeal or alter by-laws as to the management of ISEAM and the affairs thereof and as to the duties of any officers or servants of ISEAM and as to the conduct of business by the Board or any subcommittee or as to any of the matters or things within the power or under control of the Board. No by-law may be inconsistent with this Constitution, or with the provisions of the Law and any by-law in relation to any subcommittee responsible for the management of a tax deductible fund must not be inconsistent with the conditions of such tax deductibility;
- (b) to authorise any Director or other person nominated by the Board to sign all cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and to sign all receipts for money paid to ISEAM as the case may be; and
- (c) to authorise payment by ISEAM of an insurance premium in respect of liability incurred as an officer of ISEAM to which Section 212 of the Law refers.

### **17.3 Minutes to be kept**

The Board shall cause minutes to be made of:

- (a) the time, date, location and attendance at all meetings of ISEAM and of the Board; and
- (b) all proceedings and resolutions of ISEAM and of the Board.

Such minutes shall be signed as a certification that they are a true record by the Chairman of the meeting at which the proceedings were held or by the Chairman of

the next succeeding meeting upon confirmation by a simple majority of such meeting.

## **18 PROCEEDINGS OF THE BOARD**

### **18.1 Regulation of meeting**

The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Two or more Directors or the Chairman alone may at any time, and the Secretary shall on their or his requisition, summon a meeting of the Board.

### **18.2 Decisions by majority**

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board present shall for all purposes be deemed to be a determination of the Board. In case of an equality of votes, the Chairman of the meeting shall have not only a deliberative vote but also a casting vote.

### **18.3 Quorum**

The quorum necessary for the transaction of the business of the Board shall be a majority of the total number of Directors.

### **18.4 Acting when vacancy**

The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing member or members may act for the purposes of increasing the number of members of the Board so that a quorum might be formed or, alternatively, for the purposes of summoning a general meeting of ISEAM but for no other purpose.

### **18.5 Delegation of powers to subcommittees**

The Board may delegate any of its powers and functions (not being duties imposed on the Board as the Directors of ISEAM by the Law or the general law) to one or more subcommittees consisting of such members of the Board as the Board thinks fit. Any subcommittee so formed shall conform to any by-laws that might be imposed by the Board and, subject thereto, shall have power to co-opt any member or members of ISEAM.

## **18.6 Notice of meeting**

Notice of every meeting of the Board, stating in general terms all business to be considered at such meeting, shall be sent to each Director at least three days before such meeting is due to be held unless urgent circumstances require shorter notice.

## **18.7 Validity of acts of Board**

All acts done by any meeting of the Board or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or the person acting as aforesaid, or that the members of the Board 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 Board.

## **18.8 Resolution in writing**

- (a) The members of the Board may pass a circular resolution without a directors' meeting being held.
- (b) A circular resolution is passed if 51% or more of all Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 18.8(d) or clause 18.8(e).
- (c) A Director must respond in relation to a circular resolution within seven (7) days of it being sent or is otherwise deemed to have abstained from voting on that resolution.
- (d) Each Director may sign:
  - i. a single document setting out the resolution and containing a statement that they agree to the resolution; or
  - ii. separate copies of that document, as long as the wording of the resolution is the same in each copy.
- (e) The company may send a circular resolution by email to the Directors and the Directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- (f) A circular resolution is passed at the earlier of the following:
  - i. when the last director has responded to the resolution in the manner set out in clause 18.8(d) or clause 18.8(e); and
  - ii. when seven (7) days have expired in accordance with clause 18.8(c), so long as sufficient affirmative votes are obtained in accordance with clause 18.8(b) above).

## **18.9 Electronic communication**

For the purposes of this Constitution, the contemporaneous linking together by Instantaneous Communication Device of a number of consenting directors not less than the quorum, whether or not any one or more of the directors is out of Australia, shall be deemed to constitute a meeting of the directors and all the provisions of this Constitution as to the meetings of the directors shall apply to such meetings held by Instantaneous Communication Device so long as the following conditions are met:

- (a) all the directors for the time being entitled to receive notice of the meeting of directors shall be entitled to notice of a meeting by Instantaneous Communication Device and to be linked by Instantaneous Communication Device for the purposes of such meeting. Notice of any such meeting shall be given on the Instantaneous Communication Device or in any other manner permitted by this Constitution;
- (b) each of the directors taking part in the meeting by Instantaneous Communication Device (and the Secretary if in attendance) must be able to hear each of the other Directors taking part at the commencement of and throughout the meeting; and
- (c) at the commencement of the meeting each director must acknowledge his or her presence for the purpose of a meeting of the Board to all the other Directors taking part.

## **18.10 Requirement to be present**

A Director may not leave the meeting by disconnecting his or her Instantaneous Communication Device unless he or she has previously obtained the express consent of the Chairman of the meeting and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by Instantaneous Communication Device unless he or she has previously obtained the express consent of the Chairman of the meeting to leave the meeting.

## **18.11 Minutes of electronic communication**

A minute of the proceedings at such meeting by Instantaneous Communication Device shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairman of the meeting and by the Secretary.

# **19 TRANSACTION WITH DIRECTORS**

## **19.1 Compensation and expenses**

Directors shall not receive any salary or dividend for their services as Directors. By resolution of the Board, a reasonable sum for expenses (if any) may be allowed for



attendance by a Director at each general meeting of ISEAM or meeting of Directors.

## **19.2 Directors may not contract with ISEAM**

A Director shall not be at liberty to enter into any contract with ISEAM either as vendor, purchaser or otherwise for a reward or remuneration provided that if a Director becomes aware of a direct or indirect interest in any such contract with ISEAM, he shall disclose the same to the Board at or prior to the meeting of the Board at which the contract is considered and, provided that he shall not, unless invited by the Board so to do, take part in any discussion or debate and shall not vote on any resolution relating to any such contract as aforesaid.

## **20 RESEARCH AND OTHER SUBCOMMITTEES**

### **20.1 Subcommittee meetings**

A subcommittee constituted pursuant to regulations 18.5 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 of the subcommittee shall refer the matter to the Board for a casting vote.

### **20.2 Research subcommittee additional responsibility**

If the subcommittee is responsible for the management of a fund to which tax deductible gifts may be made, such as a fund for approved research, then in addition to any duties imposed upon the subcommittee by the Board the subcommittee shall also ensure that the fund is administered in accordance with all of the conditions and the requirements appertaining to such deductibility.

## **21 SECRETARY**

The Secretary shall in accordance with the Law be appointed by the Board for such term upon such conditions as it thinks fit and any Secretary so appointed may be removed by it. The Secretary does not have right to vote.

## **22 SIGNING ON BEHALF OF THE COMPANY**

### **22.1 Signing by company**

The Company may execute a document without using a common seal if the document is signed by:

- (a) 2 Directors of the Company; or
- (b) a Director and a Secretary of the Company.

## **22.2 Common seal**

The Company may use a common seal. If the seal is fixed to a document the Seal is to be witnessed by:

- (a) 2 Directors of the Company; or
- (b) a Director and a Secretary of the Company.

## **23 ACCOUNTS**

### **23.1 Accounts Generally**

The Board shall cause proper accounting and other records of ISEAM to be kept and shall distribute by any of the methods referred to in regulation 25 to each member a copy of the financial reports made up to the end of each financial year just passed (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Law. The Board shall cause the financial reports to be laid before the annual general meeting next following the end of each financial year.

### **23.2 Subcommittee bank accounts**

Any subcommittee bank accounts established by authority of the Board shall be opened at the bankers for the time being of ISEAM and all cheques on each such account shall be signed by such person or persons as the Board shall appoint for that purpose. A subcommittee shall not open a bank account without the authority of the Board.

### **23.3 Accounts in relation to tax deductible funds**

In addition to the obligations set out in regulation 23.1 and 23.2 ISEAM and any subcommittee of ISEAM must conduct all and any accounts in relation to tax deductible funds in accordance with the conditions of such tax deductibility and must keep the Auditor of such funds aware of all and any particular obligations in relation to such funds.

## **24 AUDIT**

### **24.1 Audits generally**

ISEAM must appoint a properly qualified Auditor who shall report and otherwise discharge his or her duties as auditor of ISEAM under the Law.

## **24.2 Audits in relation to tax deductible funds**

In addition to all and any duties of the Auditor set out in sub-regulation 24.1 the Auditor shall also separately audit and report on any tax deductible fund in accordance with the particular conditions and requirements of such fund.

## **25 NOTICES AND REPORTS**

### **25.1 Form of notice or report**

A notice or report is to be given by ISEAM to any member or Director personally or by sending it either:

- (a) by post to the member or Director at the member's or Director's registered address; or
- (b) by facsimile to the member's or Director's registered facsimile number; or
- (c) by email to the member's or Director's email address; or
- (d) by any other means authorised by the Law.

### **25.2 Notice by post**

Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, prepaying and posting a letter containing the notice, whether the notice forms part of or is accompanied by other material, 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 letter would be delivered in the ordinary course of post.

### **25.3 Notice by facsimile**

Where a notice is sent by facsimile, service of the notice shall be deemed to be effected on the date of its transmission.

### **25.4 Notice by email**

Where a notice is sent by email, service of the notice shall be deemed to be effected when notification that the email has been delivered is received from the members email server.

### **25.5 Manner of notice**

Notice of every general meeting shall be given in any manner authorised in this Constitution to every member eligible to attend and whether or not eligible to vote at

general meetings and whose name and address are recorded in the Register.

## **25.6 Non-delivery of notice or report**

The non-delivery of any notice or report shall not invalidate the proceedings at any meeting of ISEAM.

## **26 INDEMNITY**

### **26.1 Indemnity of Board**

Subject to the Law, every member of the Board, the Secretary and any employee that the Board nominates shall be indemnified out of the funds of ISEAM, against, and it shall be the duty of ISEAM to pay, all costs, losses and expenses which any such person may incur or become liable to by reason of any contract entered into, or act or thing done by him as such member of the Board, the Secretary or as an employee, or in any way in the discharge of his duties as such except such (if any) as shall be incurred or sustained by or through their own wilful neglect or default.

### **26.2 Indemnity out of funds**

Subject to the Law, every member of the Board, the Secretary of ISEAM shall be indemnified out of the funds of ISEAM against all liability incurred by him as such in defending any proceedings, either civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the law, granted to him by the Court.

## **27 ALTERATION OF CONSTITUTION**

### **27.1 Method of altering Constitution**

This Constitution or any other constitution for the time being in force, may be altered, rescinded or repealed and a new constitution may be adopted by special resolution passed by at least seventy five percent (75%) of the votes cast by members of ISEAM present in person or by proxy and entitled to vote on the resolution in a general meeting in the manner prescribed by the Law.

### **27.2 Alterations to comply with the Law**

Any alteration to the Constitution must comply with Section 150 of the Law. The Board must notify the Australian Securities Commission if the Constitution is modified to remove any of the requirements or prohibitions specified in Section 150 of the Law.

## **28 APPLICATION OF INCOME AND PROPERTY**

### **28.1 No distribution to members or directors**

The income and property of ISEAM shall be applied solely towards the promotion of the objects of ISEAM and no portion shall be paid or transferred directly or indirectly by way of bonus, dividends or otherwise howsoever by way of profit to the members of ISEAM or as fees to the Directors of ISEAM provided that nothing prevents the Directors approving payment in good faith of:

- (a) reimbursement of out-of-pocket expenses to any of the Directors, Secretary or servants of ISEAM or to any member of ISEAM for expenses incurred in the conduct of services rendered to ISEAM;
- (b) remuneration to any member of ISEAM in return for any services actually rendered to ISEAM or for goods supplied in the ordinary and usual way of business; or
- (c) a financial benefit to or on behalf of a Director to which Section 212 of the Law refers.

### **28.2 No Director's fees**

ISEAM must not pay any directors fees.

## **29 AMALGAMATION**

### **29.1 Amalgamation generally**

In furtherance of the objects of ISEAM, ISEAM may amalgamate with any one or more organisations having objects similar to those of ISEAM and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as that imposed upon ISEAM and which is a fund, authority or institution which is similarly exempt from Income Tax under sub-division 50-5 of the *Income Tax Assessment Act 1997* (Cth).

### **29.2 Amalgamation if there is a tax deductible fund**

Notwithstanding the general provision set out in sub-regulation 29.1, if ISEAM conducts any funds which are tax deductible then upon any amalgamation procedures must be put in place and notifications given to ensure that the conditions of such tax deductibility are not breached.

## **30 WINDING UP OR DISSOLUTION**

### **30.1 Members Liability Limited**

The liability of the members is limited.

### **30.2 Members contribution on winding up**

Every member of ISEAM undertakes to contribute to the assets of ISEAM in the event of its being wound up while that person is a member or within one year afterwards for payment of the debts and liabilities of ISEAM contracted before that person ceases to be a member and the costs, charges and expenses of winding up provided that the amount that may be required from any member shall not exceed ten dollars (\$10.00).

### **30.3 Distribution of Surplus**

- (a) If, upon the winding up or dissolution of ISEAM, there remains after the satisfaction of all debts and liabilities, any property whatsoever, the property shall not be paid to or distributed among the members or directors of ISEAM but shall be given or transferred to some other charitable organisation
  - (A) having one or more charitable objects similar to those of ISEAM;
  - (B) which shall prohibit the distribution of its or their income and property among its or their members and directors; and
  - (C) is a fund, authority or institution which is similarly exempt from income tax under sub-division 50-5 of the *Income Tax Assessment Act 1997* (Cth).
  
- (b) If ISEAM also has a fund which enjoys tax deductibility under the *Income Tax Assessment Act 1936* (Cth) or the *Income Tax Assessment Act 1997* (Cth) then in addition to any obligations imposed upon ISEAM by operation of this regulation ISEAM must also comply with all and any conditions related to distribution of such funds on winding up in addition to any other obligations set out in other regulation 23 of this Constitution.

## SCHEDULE 1: List of Subscribers

	<b>Name</b>	<b>Address</b>	<b>Occupation</b>
1	Joseph Mathew	Level 7, O Block, Gardens Point Campus, QUT GPO Box 2434 Brisbane QLD 4001 AUSTRALIA	Chief Executive Officer
2	Anthony D. Hope	Southampton Institute, East Park Terrace, Southampton, Hampshire, SO14 OYN, UNITED KINGDOM	Professor of Automation & Control
3.	Jay Lee	Dept of Mechanical, Industrial and Nuclear Engineering, University of Cincinnati, PO Box 210072, Cincinnati, OH 45221-0072, UNITED STATES OF AMERICA	Director of NFS Industry, University Cooperative Research Centre on Intelligence Maintenance Systems
4.	Bo-Suk Yang	School of Mechanical Engineering, Pukyong National University, San 100, Yongdang-dong Nam-gu, Busan 608-739, SOUTH KOREA	Professor
5.	Joe Amadi-Echendu	Dept of Engineering and Technology Management, University of Pretoria, Pretoria, 0002, SOUTH AFRICA	Professor
6.	N.S. Vyas	Dept of Mechanical Engineering, Indian Institute of Technology, Kanpur, 208 016, INDIA	Professor
7.	Roger Willett	QUT GPO Box 2434 Brisbane QLD 4001 AUSTRALIA	Research Professor

## SCHEDULE 2: Details of Directors and Secretary

### Directors

Name	Address	Date of Birth	Place of Birth	OCCUPATION
Joseph Mathew	Level 7, O Block, Gardens Point Campus, QUT GPO Box 2434 Brisbane QLD 4001 AUSTRALIA	04/12/1953	Johor Bahru, Malaysia	Chief Executive Officer
Anthony D. Hope	Southampton Institute, East Park Terrace, Southampton, Hampshire, SO14 OYN, UNITED KINGDOM	16/06/1942	Birmingham, United Kingdom	Professor Automation & Control
Jay Lee	Dept of Mechanical, Industrial and Nuclear Engineering, University of Cincinnati, PO Box 210072, Cincinnati, OH 45221-0072, UNITED STATES OF AMERICA	20/06/1957	Taiwan	Director
Bo-Suk Yang	School of Mechanical Engineering, Pukyong National University, San 100, Yongdang-dong Nam-gu, Busan 608- 739, SOUTH KOREA	18/02/1956	Kangwon Province, South Korea	Professor
Joe Amadi-Echendu	Dept of Engineering and Technology Management, University of Pretoria, Pretoria, 0002, SOUTH AFRICA			Professor
N.S. Vyas	Dept of Mechanical Engineering, Indian Institute of Technology, Kanpur, 208 016, INDIA	01/10/1958	Kanpur, India	Professor
Roger Willett	QUT GPO Box 2434 Brisbane QLD 4001 AUSTRALIA			Professor



**Secretary**

<b>Name</b>	<b>Address</b>	<b>Date of Birth</b>	<b>Place of Birth</b>
Jason Lamb	3/220 Kedron Brook Road, Kedron, Qld, 4031	12/10/1971	Melbourne, Victoria

## SCHEDULE 3: Membership Application and Nomination Form

### Fellows:

***For the application and nomination of a Fellow, two (2) Fellows will need to complete the nomination form as follows which will then be submitted to the ISEAM Membership Committee for consideration:***

I, ....., hereby apply to become a member of International Society of Engineering Asset Management..

The class of membership to which I seek to be admitted is Fellow/Ordinary Member/Affiliate Member/Student Member/Corporate Member.<sup>1</sup> Attach such documentation and information to support my claim for the class of membership.<sup>2</sup>

I agree to be bound by the terms of the Constitution of International Society of Engineering Asset Management.

Signed this .....day of .....2.....

.....  
**Applicant** for membership sign here

### ***Nomination***

I .....being a member of International Society of Engineering Asset Management, hereby certify that I believe that the abovenamed applicant is a person suitable to be a member of International Society of Engineering Asset Management of the class sought and propose that such person be admitted to that class.

Signed this .....day of .....200...

.....  
**Proposer** signs here

I .....being a member of International Society of Engineering Asset Management, hereby certify that I believe that the abovenamed applicant is a person suitable to be a member of International Society of Engineering Asset Management of the class sought and second the proposal that such person be admitted to that class.

Signed this .....day of .....200...

.....  
**Secunder** of proposal signs here

---

<sup>1</sup> Strike out all but the one class to which you seek to be admitted.

<sup>2</sup> Such evidence of academic accomplishments, interest, involvement and work in the field of Integrated Asset Management as may assist the board in deciding the class of membership should be attached. Unless special circumstances warrant this the information should be not more than 10 pages in total.

Signed this .....day of .....20...

**Other Classes of Membership**

***For all other classes of membership namely Ordinary, Affiliate, Student and Corporate self nomination processes will be adopted using the prescribed application form which should be furnished to the ISEAM Membership Committee for consideration.***

## SCHEDULE 4: Director Nomination Form

I, ....., whose signature appears below hereby consent to my nomination for election as a Director of International Society of Engineering Asset Management for a term of three years subject to the terms of the Constitution of International Society of Engineering Asset Management.

I certify that I am a Fellow or Ordinary Member of International Society of Engineering Asset Management

Signed this .....day of .....2015

.....  
**Nominee for Director** sign here

### ***Nomination***

I .....being a member of International Society of Engineering Asset Management.. hereby certify that I believe that the above-named applicant is a person suitable to be a Director of International Society of Engineering Asset Management.

Signed this .....day of .....2015

.....  
**Proposer** signs here

I .....being a member of International Society of Engineering Asset Management, hereby certify that I believe that the above-named applicant is a person suitable to be a Director of International Society of Engineering Asset Management.

Signed this .....day of .....2015

.....  
**Secunder** of proposal signs here

## SCHEDULE 5: Appointment of Proxy Form

I,  
.....of.....

being a member of ISEAM entitled to vote hereby appoint

.....of .....

or failing him/her

..... of .....

as my proxy to vote for me on my behalf at the (annual or special as the case may be)  
general meeting of ISEAM to be held on the

.....day of.....20..... and at any adjournment thereof.

My proxy is hereby authorised to vote \*in favour of/\*against the following resolutions:

Signed this ..... day of .....20 .....

Note - In the event of the member desiring to vote for or against any resolution, he/she shall instruct his proxy accordingly. Unless otherwise instructed, the proxy may vote as he/she thinks fit).

\*Strike out whichever is not desired.

.....  
Member or Authorised Officer or Director

.....  
Granting proxy signs here

**SCHEDULE 6: Corporate Member Representative  
Appointment Form**

INTERNATIONAL SOCIETY OF ENGINEERING ASSET MANAGEMENT

We, being a Corporate Member of being a member of ISEAM entitled to vote hereby appoint

.....  
of .....or failing him/her

.....  
of .....as  
our representative to vote for us at the (annual or special as the case may be)  
general meeting of ISEAM to be held on the .....day of.....20.....  
and at any adjournment thereof.

Signed for and on behalf of the above named Corporate Member by its duly  
authorized officer this..... day of .....20 .....

.....  
Authorized Officer or Director  
Signs here