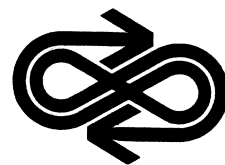


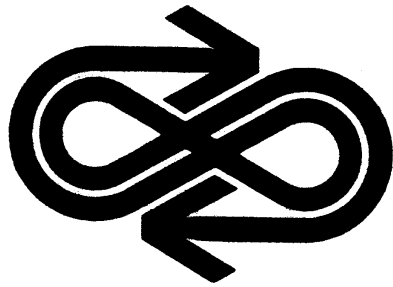
Australian Institute of Physics



Constitution

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Bylaws



AUSTRALIAN INSTITUTE OF PHYSICS

CONSTITUTION

(amended May 1974)
(revised March 2004)

BY-LAWS

(amended May 1974)
(revised September 1998)
(revised March 2004)
(revised April 2015)
(amended February 2019)

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Constitution

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

CONSTITUTION
OF
AUSTRALIAN INSTITUTE OF PHYSICS

PRELIMINARY

The regulations contained in Table A in the Fourth Schedule to Companies Act 1961 as at the date of incorporation of the Institute shall not apply to the Institute except in so far as the same are expressly repeated or contained in this Constitution.

1 In this Constitution -

"Associate" means a person who has been accepted as an Associate by the Institute;

"branch" means a branch created within the Institute in pursuance of clause 21 of this Constitution;

"by-laws" means by-laws of the Institute made in pursuance of this Constitution ;

"branch chair" means the chair of a branch;

"branch committee" means a committee of a branch;

"branch meeting" means a meeting of members of a branch and others as defined in clause 25 hereof;

"Commission" means the Australian Securities and Investments Commission;

"Company Nominee" means a nominee of a Corporate Member;

"Corporate Member" means a company, organisation or other body accepted as a Corporate Member by the Institute;

"Fellow" means a person possessing the qualifications referred to in clause 9 of this Constitution who has been admitted or transferred to the grade of Fellow in the Institute;

"group" means a group constituted within the Institute in pursuance of clause 24 of this Constitution;

"Group Affiliate" means a member of a cognate society accepted as a Group Affiliate by the Institute;

"Honorary Fellow" means a person possessing the qualifications referred to in sub-clause (1) of clause 8 of this Constitution who has been admitted to the grade of Honorary Fellow in the Institute;

"member" means a person who is either a Member, Fellow or Honorary Fellow of the Institute and is entered as such on the Register of Members;

"Member" means a person possessing the qualifications referred to in clause 10 of these articles who has been admitted or transferred to the grade of Member in the Institute;

"the Act" means the Corporations Act 2001 as amended from time to time;

"the Council" means the Council for the time being of the Institute;

"the Executive" means the Executive of the Institute as constituted under clause 40 of this Constitution ;

"the honorary registrar" means the honorary registrar of the Institute and includes any person for the time being performing the duties of the honorary registrar;

"the honorary secretary" means the honorary secretary of the Institute and includes any person for the time being performing the duties of the honorary secretary;

"the honorary treasurer" means the honorary treasurer of the Institute and includes any person for the time being performing the duties of the honorary treasurer;

"the Institute" means the Australian Institute of Physics;

"the Minister" means the Minister for the time being administering the Act;

"the president" means the president for the time being of the Institute.

2 For the purpose of the Act the members of the Council shall be regarded as the directors of a company.

3 In this Constitution , unless the contrary intention appears, words in the singular shall include the plural and words in the plural shall include the singular.

4 The name of the Company is AUSTRALIAN INSTITUTE OF PHYSICS and the company is hereinafter referred to as "the Institute".

5.1 The objects for which the Institute is established are:

- a) To promote and further the development of the science of physics and the application of that science, to facilitate the exchange of information and ideas amongst members of the Institute and others on the science of physics and subjects related thereto, to disseminate knowledge relating to the science of physics and its applications and for that purpose
 - i to hold meetings of the Institute for reading and discussing material relating to the science of physics and kindred subjects;
 - ii to promote and hold congresses on the science of physics and its applications and exhibitions of equipment and the like connected therewith;
 - iii to print publish sell lend and distribute the proceedings and reports of the Institute and papers communications works or treatises on the science of physics and kindred subjects ;
 - iv to make grants of money, books, apparatus or otherwise for the purpose of promoting scientific research or otherwise advancing knowledge in the science of physics and kindred subjects;
 - v to promote and encourage education and training in the science of physics and kindred subjects; and
 - vi to invite the co-operation of scientific and technical bodies with similar objects in any manner calculated to promote the objects of the Institute.
- b) To improve and extend the scientific knowledge of persons engaged in the science of physics and its applications and with this object
 - i to provide for the holding of classes and giving of lectures;
 - ii to establish libraries collections research and experimental laboratories and arrange for the carrying out of research and experimental work;
 - iii to test (by examination or otherwise) the competence of persons engaged in the science of

physics and its applications;

- iv to award prizes certificates and other distinctions to such persons;
 - v to confer upon such persons the right to indicate their achievement of competence by appropriate designations;
 - vi to institute and establish scholarships grants awards prizes and other benefactions; and
 - vii to solicit and receive donations and contributions towards such benefactions.
- c) To speak and act on behalf of the physicists of Australia in matters relating to the science of physics and its applications and the profession of the physicist.
 - d) To purchase lease hire or otherwise acquire and hold for the purpose of the institute real and personal property and any rights and privileges and (so far as the law may from time to time allow) to sell demise let mortgage or dispose of all or any such real and personal property rights and privileges.
 - e) To hire and employ all such persons as may be considered necessary for the purposes of the Institute and to pay to them and to other persons in return for services rendered to the Institute salaries wages gratuities and pensions, to make payment towards the insurance of persons so hired or employed and to form and contribute to provident and benefit funds for the benefit of such persons.
 - f) To invest and deal with any of the monies of the Institute not immediately required for the purposes thereof upon such securities and in such manner as may be determined and from time to time to vary and realise such investments.
 - g) To make draw accept endorse discount execute and issue cheques promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments or securities.
 - h) To borrow money from time to time and for such purpose to give debentures liens mortgages charges or other security over the whole or any part of the property real or personal of the Institute and (so far as the law may allow) to enter into agreements bonds or covenants with the lender stipulating for a collateral advantage.
 - i) In furtherance of the objects of the Institute to establish subscribe or make advances or donations to promote become a member or affiliate with support or co-operate with any other association or person (whether incorporated or not) whose objects are altogether or in part similar to those of the Institute.
 - j) To undertake and execute any trusts or agency business which may seem to the Institute conducive to any of its objects,
 - k) To amalgamate with any other association having objects altogether or in part similar to those of the Institute and to sell transfer or otherwise dispose of the property or undertaking of the Institute or any part thereof to any such other association for such consideration as the Institute thinks fit Provided that such sale transfer or disposal of property or undertaking or any part thereof shall not be made or effected unless such other association shall have a constitution prohibiting the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Institute under this Constitution.
 - l) To do all or any of the above things in any part of the world.
 - m) To do or concur in the doing of such acts deeds matters and things and to enter into and make such arrangements as are incidental or conducive to the attaining of the above objects or any of them and to establish funds for the carrying out of the above objects.

5.2 The liability of the members is limited.

5.3 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 Constitution and no portion thereof shall be paid

or transferred directly or indirectly by way of dividend gift bonus or otherwise howsoever by way of profit to the members of the Institute Provided always :

- a) That nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Institute or to any member of the Institute in return for services actually rendered to the Institute nor prevent the payment of interest at a rate not exceeding the rate being charged by bankers in Melbourne on overdrawn accounts on money lent or reasonable and proper rent for premises demised or let by any member of the Institute but so that no member of the Council 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 the Council save for payment of out-of-pocket expenses interest on money lent or rent as aforesaid.
 - b) That nothing herein contained shall exclude any member of the Institute from the benefit of any grant duly and bona fide made in furtherance of any of the objects of the Institute or prevent the gratuitous distribution among or the sale at a discount to members of the Institute of any books pamphlets or other publications of the Institute or otherwise relating to all or any of the objects as above set forth or shall prevent the bona fide making of advances under this Constitution or prevent any member of the Institute from receiving any prize medal reward donation or other recognition or scholarship or bursary permitted by this Constitution or which the Institute is hereby authorised to offer give grant make contribute towards or institute establish and found or join or co-operate or assist in establishing and founding notwithstanding the same may be provided for in whole or ill part out of the funds of the Institute.
 - c) That the restrictions and prohibitions contained in this clause shall not apply to or in connection with any payment to any company of which a member of the Council of the Institute may be a member 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/she may receive in respect of such payment.
- 5.4 Clauses 5.3, 5.7 & 5.8 of this Constitution contain conditions upon which a licence is granted by the Commission to the Institute. For the purpose of preventing any evasion of the provisions of the said clauses the Commission may from time to time, on the application of any member of the Institute and after giving notice to the Institute of its intention so to do and affording the Institute an opportunity of being heard in opposition thereto, within such time as may be specified in such notice impose further conditions which shall be duly observed by the Institute.
- 5.5 Every member of the Institute undertakes to contribute to the assets of the Institute in the event of its being wound up while he/she is a member or within one year afterwards for payment of the debts and liabilities of the Institute contracted before he/she ceases to be a member and the costs charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding Twenty dollars.
- 5.6 If upon the winding up or dissolution of the Institute there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Institute but shall be given or transferred to some other association or associations having objects altogether or in part similar to the objects of the Institute and which shall prohibit the distribution of its or their income or property amongst its or their members to an extent at least as great as is imposed on the Institute under clause 5.3 of this Constitution , such association or associations to be determined by the members of the Institute at or before the time of dissolution and in default thereof by such court or judge as may have or acquire jurisdiction in the matter and if and in so far as effect cannot be given to the aforesaid provision then to some charitable object.
- 5.7 True accounts shall be kept of all sums of money received and expended by the Institute and the matters 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 time and manner of inspecting the same that may be imposed under the by-laws for the time being of the Institute) shall be open to inspection of the members. Such accounts shall, on the written request of the Minister, be produced for inspection by the Minister or a person nominated in writing by him/her. The accounts of the Institute shall be examined once at least in every year and the correctness of the balance sheet certified by one or more properly qualified auditor or auditors.

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- 5.8 The powers set forth in the Third Schedule to the Companies Act 1961 as at the date of incorporation of the Institute are hereby expressly excluded except in so far as they have been incorporated herein.
- 5.9 No alteration amendment or addition shall be made in or to the Constitution of the Institute unless the same shall have previously been submitted to and approved by the Commission.
- 5.10 The place in Victoria at which the registered office of the Institute will be situated is Melbourne.
- 5.11 In this Constitution the expression "the Minister"- means the Minister of State for the time being administering the Act .

MEMBERS

- 6 Every member shall either sign a written consent to become a member or sign the register of members on becoming a member
- 7
- 1) The members shall be divided into the following grades namely, Honorary Fellows, Fellows and Members.
 - 2) Subject to this Constitution no person shall become a member unless admitted by the Council to a grade of membership for which in the opinion of the Council he/she is eligible.

QUALIFICATIONS OF MEMBERS

- 8
- 1) Distinguished persons intimately connected with physics or a science allied thereto whom the Institute especially desires to honour for outstanding services in connection with that science shall be eligible to become Honorary Fellows.
 - 2) The total number of Honorary Fellows shall not exceed the number specified in the by-laws.
- 9 Every candidate for admission or transfer to the grade of Fellow shall either
- a) have obtained a degree of Doctor of Philosophy in physics recognised for the purpose of this clause by the Council or shall have in the opinion of the Council attained an equivalent standard in his/her knowledge of physics and his/her general education; and
 - b) have had such experience, for at least ten years after obtaining that degree or attaining that standard, in the practice of physics or its applications or the teaching of physics at such a level of responsibility as shall satisfy the Council,
- or alternatively
- c) be a Member or meet the requirements for admission or transfer to that grade; and
 - d) have had such experience for at least ten years, additional to that specified in the next succeeding clause as a requirement for the grade of Member, in the practice of physics or its applications or the teaching of physics at such a level of responsibility as shall satisfy the Council.
- 10 Every candidate for admission to the grade of Member shall have obtained a degree of Bachelor or a diploma with physics as a major subject recognised for the purpose of this clause by the Council or shall have in the opinion of the Council attained an equivalent standard in his/her knowledge of physics and in his/her general education.
- 11 Notwithstanding the provisions of this Constitution the Council may, in exceptional circumstances, admit candidates who do not meet the requirements of the two last preceding clauses to the grades of Fellow or Member.

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- 12 The qualifications, mode of admission or transfer, rights and privileges and obligations of members shall, save as herein provided, be prescribed by the by-laws from time to time in force.

TERMINATION OF MEMBERSHIP

- 13 Any member wishing to retire from membership of the Institute may give to the honorary registrar one calendar month's notice in writing of his/her desire to retire from membership and upon the expiration of such notice such member shall cease to be a member.
- 14 The Executive may terminate the membership of any member who has not, within three calendar months from the time any fee, subscription or levy due from him/her to the Institute became due, paid to the Institute the said fee, subscription or levy.
- 15
- 1) If any member has, in the opinion of the Council -
 - a) become a member as a result of false representation;
 - b) wilfully refused or neglected to comply with or observe the provisions of the Constitution or the by-laws; or
 - c) been guilty of any conduct or have acted in a manner which has been or is likely to be detrimental to the honour or the interest of the Institute or of the profession of physics or calculated to bring that profession into disrepute or shall have rendered him/her unfit to continue as a member,they shall be liable to expulsion from membership by resolution of the Council.
 - 2) A resolution for expulsion from membership shall not be valid unless at least three out of every four votes cast are in favour of such expulsion and unless at least twelve votes are cast in favour of such expulsion.
 - 3) Before a resolution for expulsion is passed the member concerned shall be afforded an opportunity of presenting any explanation or defence he/she may think fit.
- 16 If any member shall be adjudicated bankrupt, or convicted in any court of law of any indictable offence, or be found lunatic, or become of unsound mind, the Council may, without taking steps provided in the last preceding clause, expel him/her from membership by a resolution passed by a simple majority.
- 17 Termination of the membership of any person under any of the last four preceding clauses shall not absolve him/her from liability for payment of any fee, subscription or levy due from him/her to the Institute at the time of such termination.

RIGHTS, PRIVILEGES AND OBLIGATIONS OF MEMBERS

- 18
- 1) The rights, privileges and obligations of every member shall be personal to him/her and shall not be transferable or transmissible by his/her own act or by operation of law.
 - 2) All such rights, privileges and obligations shall be subject to this Constitution and may be varied or abrogated by any cancellation of or alterations or additions to this Constitution without any sanction, approval, consent or resolution by any individual or grade of membership or Branch or Group or anything in addition to a special resolution passed at a general meeting of the Institute after the proposed cancellation, alterations or additions have been submitted to and approved by the Commission whether those rights, privileges or obligations are or shall be defined or secured by this Constitution or by the by-laws or any other means whatsoever and this provision shall not in any way limit the power given under this Constitution or any other method by which such rights, privileges or obligations may be varied or abrogated.

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- 3) by resolution of the Council a member may be declared unfinancial and shall cease to qualify for the rights and privileges of membership if any fee, subscription or levy owed by them to the Institute has been outstanding for six months or more. On payment of these dues the member shall again qualify for rights and privileges as a member.

ASSOCIATES AND CORPORATE MEMBERS OF THE INSTITUTE AND GROUP AFFILIATES

19

- 1) The Institute may admit
 - a) as Associates, Undergraduate Students and persons interested in physics but such persons shall not be members;
 - b) companies, organizations or other bodies as Corporate Members but such bodies shall not be members; and
 - c) persons who are members of cognate societies, recognised for this purpose by the Council, as Associates but such persons shall not be members.
- 2) Provisions in relation to Associates and Corporate Members of the Institute and Group Affiliates shall save as herein provided be prescribed by the by-laws from time to time in force.

FEES, SUBSCRIPTIONS AND LEVIES

- 20 The application fees and entrance fees for membership, the transfer fees and annual subscriptions of members, Associates and Corporate Members and the conditions relating to their payment and collection and to the payment and collection of levies shall be as prescribed by the by-laws from time to time in force.

BRANCHES

21

- 1) To further the objects of the Institute on a geographical basis, the Institute shall contain branches.
- 2) The Council may create or dissolve a branch or vary the geographical territory of a branch, but no district shall be attached to two branches at the same time.

22

- 1) Each branch shall be constituted and its affairs shall be carried on in accordance with this Constitution and with the provisions of the by-laws from time to time in force.
- 2) Except as otherwise provided in the by-laws the members of the Institute normally resident in the territory of a branch shall be the members of that branch.
- 3) The by-laws may provide for Associates and Corporate Members to be attached to a branch and to participate in its activities.

- 23 The by-laws shall provide for a committee of each branch to manage the affairs of that branch and for the election by the members of the Institute attached to that branch of a chair and vice-chair from amongst those members.

GROUPS

24

- 1) To further the objects of the Institute on a subject basis the Institute may contain groups.
- 2) Each group shall be constituted and its affairs shall be carried out in accordance with this Constitution and with the provisions of the by-laws from time to time in force.

MEETINGS

25 Meetings shall be of the following kinds -

- a) Business meetings of the Institute known as general meetings which shall comprise annual general meetings and extraordinary general meetings.
- b) Scientific meetings of members and others for the advancement and dissemination of knowledge of or education in physics or related sciences held either under the auspices of the Institute alone or in association with some other similar body or bodies.
- c) Meetings of the members of a branch or group and others either singly or jointly with one another or with other bodies which shall be called branch meetings or group meetings as the case may be.

GENERAL MEETINGS

26

- 1) An annual general meeting shall be held once in every calendar year at such time and place as the Council may determine.
- 2) Not more than fifteen months shall elapse between any two successive annual general meetings.
- 3) In default of an annual general meeting being held within fifteen months of the last preceding annual general meeting, an annual general meeting may be convened by any two members at such time and place as those members may determine.

27

- 1) The Council may whenever it thinks fit and shall on requisition convene an extraordinary general meeting.
- 2) Each requisition shall originate from a resolution passed by two or more branch committees or from a resolution passed by two or more branch meetings or from thirty members.
- 3) Each requisition shall specify the objects of the meeting required, shall be signed by the branch chair or by the chair of the branch meetings at which the said resolutions were passed or by the members as the case may be, and shall be deposited in the registered office of the Institute.
- 4) A requisition may consist of several documents in like form each signed by one or more of those required to sign it.
- 5) An extraordinary general meeting convened on requisition shall be convened for the objects stated in the requisition and except when convened by the Council shall be for those objects only.
- 6) If the Council does not within twenty-one days after the date of deposit of the requisition proceed to convene a meeting then the requisitionists may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the date of deposit.
- 7) For the purpose of the last preceding clause the requisitionists shall have access to such records as will enable them to convene the meeting in the proper manner.

28

- 1) An annual general meeting and a general meeting called for passing a special resolution shall be called by twenty-one days' notice in writing at the least, and any other general meeting shall be called by fourteen days' notice in writing at the least.
- 2) Such notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting, and in the case of special business, the general nature of the business and shall be given in manner hereinafter mentioned to all members as are under this Constitution entitled to receive such notices from the Institute.
- 3) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member entitled to receive such notices shall not invalidate the proceedings of that meeting.

PROCEEDINGS AT GENERAL MEETINGS

29 All business shall be deemed to be special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Council and auditors, and the appointment of and fixing the remuneration of the auditors.

30 No business shall be transacted at any general meeting unless a quorum of members is present at the time the meeting proceeds to business and, save as herein otherwise provided, ten members entitled to vote present in person shall be a quorum.

31

- 1) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened on requisition, shall be dissolved.
- 2) In any other case the meeting 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 Council may determine and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, the members present (being not less than two) shall be a quorum.

32 The president, or in his/her absence the vice president, shall preside as chair at every general meeting, but if there is no president or vice-president, or if at any meeting he/she shall not be present within fifteen minutes of the time appointed for holding the meeting, or shall be unwilling to act, the members present shall elect one of their number to be chair of the meeting.

33

- 1) The chair 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.
- 2) When a meeting is adjourned for thirty days or more, notice of adjourned meeting shall be given as in the case of an original meeting
- 3) Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

34

- 1) At any general meeting a resolution other than a special resolution shall be carried by a simple majority of the votes cast. A special resolution shall be carried if not less than three out of every four votes are in favour of the resolution.
- 2) In the case of an equality of votes the chair of the meeting shall be entitled to a second or casting vote.

-
- 3) 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 chair; or
 - b) by five members or their proxies.
 - 4) If a poll is duly demanded it shall be taken in such manner as the chair directs except that it shall be by secret ballot if three members present so demand.
- 35 At any time before the dissolution or adjournment of a general meeting ten members or their proxies may demand that a plebiscite be taken on any motion (not being a motion for the election of a chair or of scrutineers or for the adjournment of the meeting) which has been put to the meeting and in that event the question shall not be decided by the meeting but by a plebiscite taken in accordance with this Constitution.

VOTES OF MEMBERS

- 36
- 1) At any general meeting each member entitled to vote may vote in person or by proxy.
 - 2) On a show of hands each member present in person shall have one vote.
 - 3) On a poll each member present in person or by proxy shall have one vote.
- 37
- 1) No member shall be entitled to vote at any meeting if he/she is unfinancial at the time of the meeting.
 - 2) No person shall be appointed a proxy who is not a financial member.
 - 3) The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or his/her attorney duly authorised in writing and shall be in the hands of the honorary secretary at least three hours before the time set down for the commencement of the meeting and in default the instrument of proxy shall not be treated as valid.

PLEBISCITE

- 38
- 1) The Council may if it thinks fit, and shall on requisition, obtain the opinion of the members on any question by taking a plebiscite.
 - 2) Each requisition shall be signed -
 - a) by at least one third of the members attached to a branch;
 - b) by twenty financial members; or
 - c) by the ten financial members demanding a plebiscite at a general meeting under clause 35.
 - 3) The names of the requisitionists shall remain confidential to the Council except insofar as the members concerned wish it otherwise.
 - 4) A plebiscite shall be taken in accordance with the procedure prescribed by the by-laws from time to time in force.
 - 5) A plebiscite on any question shall be decided by a simple majority of the votes cast.
 - 6) Every member entitled to vote at a general meeting shall have one vote in a plebiscite.

-
- 7) In the case of an equality of votes the president shall be entitled to a second or casting vote.
 - 8) The accidental omission to send a voting paper to, or the non-receipt of a voting paper by, any member entitled to vote in a plebiscite shall not in itself invalidate the plebiscite.
 - 9) If a plebiscite is taken on a particular question no further plebiscite may be taken on the same or an essentially identical question within one year of the date of declaration of the result of that plebiscite.
 - 10) The decision of the members on any question ascertained by a plebiscite shall be binding on the Council and, provided that such decision is not in conflict with the provisions of the Constitution, the Council shall give effect to that decision despite the fact that the decision may override or annul an earlier resolution of the Council but no such decision shall invalidate any prior act of the Council which would have been valid if that decision had not been made.

THE COUNCIL AND THE EXECUTIVE

- 39 The business, property and affairs of the Institute shall be managed by the Council which may exercise all powers of the Institute (including borrowing powers) as are not, by the Act or by this Constitution, required to be exercised by the Institute in general meeting, subject nevertheless to the provisions of the Act and this Constitution and to such by-laws (not being inconsistent with the aforesaid provisions and Constitution) as may be prescribed by the Institute in general meeting; but no by-law made by the Institute in general meeting shall invalidate any prior act of the Council which would have been valid if that bylaw had not been made.
- 40
 - 1) There shall be an Executive which shall deal with any matters referred to it by the Council and with any matters which concern the Council in regard to which action should not, in the opinion of the Executive, be postponed until a meeting of the Council, and in respect of all such matters the Executive shall have and may exercise between meetings of the Council all powers and functions of the Council other than those powers specified in this Constitution as powers which the Council may not delegate.
 - 2) The Executive shall consist of the president, the vice president, the honorary treasurer, the honorary secretary, the honorary registrar and up to two co-opted members.
- 41 The members of the Council shall consist of -
 - a) the members of the Executive ;
 - b) the immediate past-president (when available); and
 - c) the chair for the time being of each branch.
- 42 Subject to this clause, the chair of a branch shall take office as a member of the Council and as the Chair of his/her Branch at the commencement of the calendar year next following the year in which he/she is elected to office and shall continue in office for the whole of that calendar year.
- 43 Subject to this clause members of the Executive shall hold office from the conclusion of the annual general meeting immediately following their election (or if co-opted from the date of their appointment) until the conclusion of the next but one succeeding annual general meeting and this period shall comprise one term of office for any member.
- 44 The retiring president shall serve on the Council as immediate past president during the term of office of the president immediately succeeding him/her
- 45 No person who has held the office of president or vice president for a full term of office as defined in these articles shall be eligible for election to the same office for the next succeeding term.
- 46 The honorary treasurer shall be responsible to the Council for the administration of the financial affairs of the institute and for ensuring that proper accounts are kept in accordance with this Constitution .

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- 47 The honorary secretary shall be responsible to the Council for administration and co-ordination of the affairs of the Institute generally, other than those of finance and membership and for the purposes of the Act shall be deemed to have been appointed by the Council as the secretary to the company.
- 48 The honorary registrar shall be responsible to the Council for the administration of matters relating to membership.
- 49 The office of a member of the Council shall be vacated if he/she -
- a) becomes bankrupt or makes any arrangement or composition with his/her creditors;
 - b) is found lunatic or becomes of unsound mind;
 - c) ceases to be a member of the Institute ;
 - d) by notice to the institute resigns his/her office
 - e) becomes prohibited from holding office or ceases to hold office by virtue of any provision of the Act
 - f) being a member of the Executive, his/her office is declared vacant by a resolution of a general meeting of the Institute, or being the chair of a branch, his/her office is declared vacant by a resolution of a meeting of the members attached to that branch ;
 - g) his office is declared vacant by a resolution of the Council on the grounds that he/she is no longer able to carry out the duties of his/her office through prolonged sickness or other causes.
- 50 The Council shall decide any question of eligibility for office or service on the Council or retirement therefrom.

ELECTION OF THE COUNCIL AND THE EXECUTIVE

- 51
- a) The members of the Executive shall be elected to their respective offices by the votes of the members of the Institute in accordance with this Constitution and the by-laws.
 - b) The retiring Council shall send to each member notice of duly qualified persons whom it nominates as candidates for election to the offices referred to in the last preceding clause.
 - c) After the notice mentioned in the last preceding clause has been issued three members may, within three weeks from the date of that notice, nominate any other duly qualified person as a candidate for election to any of the said offices by depositing such nomination in writing at the office together with the written consent of the nominee to accept office if elected.
 - d) No person shall accept nomination for more than one office on the Executive at any election and no member may nominate more than one candidate in any year for any one position.
 - e) The Council shall appoint a returning officer and two scrutineers (who must all be members of the Institute) for the conduct of the election.
 - f) The election shall be conducted in accordance with the by-laws from time to time in force.
- 52 The chair of a branch shall be elected in accordance with this Constitution and the by laws by the votes of the members attached to that branch.
- 53
- a) A casual vacancy in the offices of the members of the Executive may be filled by the Council from amongst the members of the Institute.

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- b) A casual vacancy in the office of a chair of a branch shall be filled by the vice chair of that branch taking the office of chair, or, if he/she is not available, by the committee of that branch from among the members of the Institute attached to that branch.
 - c) A person appointed to fill a casual vacancy in accordance with this clause shall hold office only so long as the person in whose place he/she is appointed would in the ordinary course have retained office.

PROCEEDINGS OF THE COUNCIL AND THE EXECUTIVE

54

- a) The Council and the Executive shall meet as often as the business of the Institute may require and may adjourn and otherwise regulate their meetings as they think fit.
- b) Meetings of the Council shall ordinarily be convened by the honorary secretary but such meetings may be convened by the president or by any three members of the Council.
- c) Meetings of the Executive shall ordinarily be convened by the honorary secretary but such meetings may be convened by the president, the vice-president or any two members of the Executive.

55

- a) A member of the Council may, by instrument in writing, appoint a member of the Institute as his/her proxy to act on his/her behalf at any or all meetings of the Council which he/she is unable to attend.
- b) A proxy for the president or for the vice-president shall not ipso facto preside at a meeting of the Council.

56

- a) The quorum necessary for the transaction of the business of the Council shall be five (including proxies) provided that at least three of the five are chairmen of branches or their proxies.
- b) The quorum necessary for the transaction of the business of the Executive shall be three

57 The continuing members of the Council may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below five the continuing members of the Council may act for the purpose of increasing the number of the members of the Council or of summoning a general meeting of the Institute, but for no other purpose.

58 At meetings of the Council and of the Executive, the president, or in his/her absence the vice president, shall be chair, and in the absence of the president and vice president the members and proxies present may choose one of their number to be chair of the meeting.

59

- a) Subject to this Constitution questions arising at any meeting of the Council or of the Executive shall be decided by a majority of the votes cast by the members and their proxies present.
- b) Each member of the Council (or his/her proxy) shall have one vote and each chair of a branch (or his/her proxy) shall have one additional vote if his/her branch includes not more than one sixth of the total membership of the Institute, two additional votes if it includes more than one sixth but not more than one third of the total membership of the Institute, and three additional votes if it includes more than one third of the total membership of the Institute.
- c) In the case of an equality of votes the chair of the meeting shall be entitled to an additional or casting vote.

60

- a) A question may be referred to all members of the Council or of the Executive for the time being entitled to receive notice of a meeting of the Council or of the Executive for decision by postal ballot and a resolution passed as a result of such postal ballot shall be as valid and effectual as if it had been passed at a meeting of the Council or of the Executive duly convened and held.
- b) Such postal ballot shall be conducted in accordance with the procedure prescribed by the by-laws from time to time in force.
- c) The provisions of sub-clauses (a) and (b) of the last preceding clause shall apply to the voting in a postal ballot except that proxies shall not be entitled to vote in a postal ballot on a question referred to members of the Executive.
- d) In the case of an equality of votes in a postal ballot the president shall be entitled to an additional or casting vote.

61

- a) The Council shall cause minutes to be kept in books provided for the purpose -
 - (i) of all resolutions and proceedings at all general meetings of the Institute, at all meetings of the Council, the Executive, and all committees appointed by the Council; and
 - (ii) of the names of the members present at each meeting of the Council, the Executive and all committees appointed by the Council.
- b) Such minutes, if signed by the chair of the meeting to which they relate or of the next succeeding meeting, shall be prima facie evidence of the matters stated therein.

62 All acts done by any meeting of the Council, the Executive or a committee appointed by the Council or by any person acting as a member of the Council, the Executive or a committee appointed by the Council shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and had been qualified to be a member.

COMMITTEES

63

- 1) The Council may appoint committees consisting of such member or members of the Council and such other persons as it thinks fit.
- 2) The president, the honorary treasurer and the honorary secretary, shall be members ex officio of all such committees.
- 3) Any committee so formed shall -
 - a) be responsible to and report to the Council; and
 - b) work within any terms of reference prescribed for it by the Council, and any decision taken by such committee shall be subject to confirmation by the Council unless the Council shall otherwise determine.
- 4) Any committee so formed shall be constituted in accordance with and shall conform to this Constitution, the by-laws and any regulations that may be imposed on it by the Council.
- 5) Subject to the next succeeding sub-clause the Council may delegate any of its powers to any committee so formed but the resolution of any meeting acting under such delegation shall have no validity or effect unless -
 - a) a majority of the persons present at the meeting and entitled to vote are members of the Institute

or

- b) such resolution is confirmed by the Council.
- 6) The Council shall not delegate to any committee or the Executive any of the following powers:
 - a) appointment or transfer of persons to the membership grade of honorary fellow.
 - b) expulsion of persons from membership of the Institute;
 - c) the creation, dissolution or variation of the territory of a branch.
 - d) the making, alteration or repeal of by-laws.

BY-LAWS

64

- 1) The Council may make, alter and repeal by-laws to regulate all matters which by this Constitution are to be prescribed by the by-laws, and also all matters which consistently with this Constitution may be made the subject of by-laws.
- 2) All such by-laws so long as they shall be in force shall be binding on all members.
- 3) A copy of all such by-laws shall be placed on the Institute's web page and any alteration or addition made to them shall be communicated to every member (and if they affect Associates, to each Associate) at least seven days before they shall come into effect and in default thereof no person shall be liable to expulsion or suspension through any act or omission which but for such by-laws alteration or addition would not have rendered him/her so liable.
- 4) The accidental omission to send such copy or the non-receipt thereof by any such person shall not invalidate such by-laws, alteration or addition.
- 5) No by-law shall have any validity or effect if it amounts to or involves such an alteration or addition to this Constitution as could only legally be made by a special resolution passed by the Institute in general meeting with the approval of the Commission.
- 6) Any such by-law may be set aside by a resolution passed at a general meeting of the Institute or by a decision of the members taken by plebiscite in accordance with this Constitution , but no such setting aside shall invalidate any prior act of the Council which would have been valid if the by-law had not been so set aside.

THE SEAL

- 65 The Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council and every instrument to which the seal is affixed shall be signed by two members of the Council.

ACCOUNTS

- 66 The Council shall cause true accounts to be kept in accordance with the provisions of the Act and of clause 5.7 of this Constitution.

AUDIT

- 67 Auditors shall be appointed and their duties regulated in accordance with the Act.

INDEMNITY

- 68 Subject to the provisions of the Act and of this Constitution every member of the Council, every member of a committee appointed by the Council or otherwise under this Constitution or the by-laws, every officer or servant of the Institute and every person employed by the Institute as auditor shall be indemnified out of the funds and property of the Institute from and against all liability, costs, charges, damages and expenses whatsoever he/she shall sustain by reason of his/her accepting office or acting in good faith in execution of the duties or powers imposed upon or given to him/her by this Constitution or the by-laws, or in defending any proceedings, or in connection with any application under the Act in which relief is granted to him/her by a court in respect of any negligence, default, breach of duty or breach of trust.

NOTICES

- 69
- 1) A notice may be given to any member, Associate, or Corporate Member either personally or by sending it by electronic mail or by post to him/her at his/her registered address.
 - 2) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the second 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.
 - 3) Any member whose registered address is not in Australia may name an address within Australia at which all notices shall be served upon him/her and all notices served at such address shall be deemed to be well served, and in default of his/her naming such an address within Australia a member shall not be entitled to any notices notwithstanding any provision in this Constitution that notices shall be served on all members.

Bylaws

- 1 These by-laws are subject to the Constitution (hereinafter called "the Constitution ") of the Australian Institute of Physics (hereinafter called "the Institute") and shall be construed with reference to and as though they formed part of the Constitution .

Honorary Fellows

- 2
 - 1) Election of a person as an Honorary Fellow shall be by unanimous resolution of the Council on the nomination of five Fellows or on a motion moved and seconded by Councillors.
 - 2) The number of Honorary Fellows shall at no time exceed twelve

Nomination for Membership

- 3 Fellows: A candidate applying for election to the grade of Fellow shall be proposed by one Fellow who knows the candidate personally and supported by one or more Fellows who also know the candidate personally.
- 4 Members: A candidate applying for election to the grade of Member shall be proposed by one Fellow or Member who knows the candidate personally.

Applications for Membership

- 5 An applicant for membership shall not be required to seek the highest grade of membership for which he/she would qualify.
- 6
 - 1) An application for election or transfer to the grades of Fellow or Member shall be in accordance with a form or forms prescribed from time to time by the Membership Committee in which, over the applicant's signature, name, date of birth, postal address, qualifications and professional record shall be clearly stated.
 - 2) The application form shall be signed by the proposer and supporter or supporters.
 - 3) The application shall be accompanied by the prescribed entrance or transfer fee (if any) and shall be submitted to the Honorary Registrar.

Consideration of Applications

- 7
 - 1) Applications for election or transfer to the grades of Fellow and Member shall be considered in the first place by the Membership Committee.
 - 2) The Membership Committee shall after an examination of the qualifications of a candidate for admission or transfer as a member:
 - a) admit the applicant to the class of membership applied for; or
 - b) request the applicant to accept a lower grade; or
 - c) refer the application to the Council, or

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- d) advise the applicant of further admission requirements which must be met according to the provisions of the Constitution and the by-laws.
 - 3) The Membership Committee may decide on its action in terms of the preceding sub-clause (a) at meetings under the chair of the Hon. Registrar or, in his/her absence, of a chair elected by the members of the Committee present or (b) by postal ballot.
 - 4) A quorum for a meeting of the Membership Committee shall be one less than the membership of the Committee if this is three or four and two less if it is five or more and for a decision of the Committee by postal ballot to be formal the number of members voting shall equal or exceed the number required for a quorum at a Membership Committee meeting. In the event of equality of votes in either case the Hon. Registrar shall have a casting vote.

In determining the number required for a quorum and whether a quorum exists or whether a postal ballot is formal the ex-officio members of the Membership Committee shall not be taken into account.

- 5) A decision that a candidate be admitted to membership shall only be valid if the members of the Membership Committee at a Committee meeting are unanimously in favour of this action or in the event of a postal ballot if all votes cast are in favour of it.
- 8 Decisions of the Council in respect of applications referred to it by the preceding clause shall be in accordance with the provisions of the Constitution.

Election to Membership

- 9 No election or transfer shall become effective until the annual subscription payable on such election or transfer shall have been paid and until an obligation in the form agreed by Council has been signed by the applicant and received by the Honorary Registrar.
- 10 The Council may re-admit to membership in the grade in which he/she formerly belonged any person whose membership has terminated, provided he/she has satisfied the Council that he/she is worthy of such re-admission and pays such amounts in respect of entrance fee or arrears of fees and subscriptions as the Council, on the advice of the Membership Committee, may determine.

Termination of Membership

- 11 Before the membership of any member is terminated by Council or the Executive under Clause 14 of the Constitution for the non-payment of a subscription, fee or levy he/she shall be given two months' notice in writing by the Hon. Treasurer of the provisions of that Clause.

Titles and Abbreviated Titles

- 12
 - 1) The authorised titles of persons belonging to the various grades shall be: Honorary Fellow of the Australian Institute of Physics; Fellow of the Australian Institute of Physics; Member of the Australian Institute of Physics.
 - 2) The authorised abbreviations indicating the professional grade to which members belong shall be as follows: for an Honorary Fellow, "Hon. FAIP" for a Fellow, "FAIP"; for a Member, "MAIP"

Professional Conduct

- 13
 - 1) Every member shall, so long as his/her name is on the register of members of the Institute, act in a manner worthy of the honour and interests of the profession of physicist, and of the Institute, and will do nothing that may bring the profession into disrepute.
 - 2) Every member shall, by virtue of their membership of the Institute, be bound by the code of ethics agreed to by Council from time to time and published on the Institute's webpage.

Associates

14

- 1) For admission as an Associate a candidate shall satisfy the Council or the Membership Committee acting on behalf of the Council that the candidate is:
 - a) an undergraduate student; or
 - b) be likely to profit from participation in the Institute's activities; or
 - c) has achieved a sufficiently high standard of experience in physics without an academic qualification satisfying the requirements of the Constitution .
- 2) An application for admission as an Associate shall be proposed by a member of the Institute or such other person as shall satisfy the Membership Committee. The proposer should know the candidate personally.
- 3) The application shall be in accordance with a form prescribed from time to time by the Membership Committee in which, over the applicant's signature, name, date of birth, postal address and qualifications and/or technical experience shall be clearly stated.

15

- 1) The Membership Committee shall consider all applications for admission as Associate and shall
 - a) admit the applicant; or
 - b) advise the applicant of further admission requirements which must be met according to the provisions of the by-laws.
- 2) For the purpose of the preceding sub-clause the decision of the Membership Committee may be determined by a simple majority of the votes cast in a meeting or by a postal ballot of the Committee, held in accordance with the procedures of sub-clauses (3) and (4) of by-law 7.
- 3) Students of the Institute of Physics London shall be deemed, ipso facto, to have satisfied the requirements of these by-laws for admission as Associates of the Institute.

16 No admission shall become effective until the annual subscription has been paid and until an obligation in the form agreed by the Council has been signed by the applicant and received by the Honorary Registrar.

Corporate Members

17

- 1) A company, organisation or other body wishing to become a Corporate Member of the Institute shall submit an application to that effect.
- 2) The application shall state the name and address of the body and the name and address of the person who for the purposes of Corporate Membership shall be deemed to represent the body, and the names and addresses of persons the body wishes to have authorised to take part in Institute activities.
- 3) Applications shall be considered by the Council and at Councils discretion the applicant may be admitted as a Corporate Member.

Rights of Associates and Corporate Members

18

- 1) Associates and Corporate Members shall be entitled to take part in the activities of the Institute, its Branches and Groups as if they were members, but shall not be entitled to take part in business meetings of the Institute or of its Branches nor to vote in the election of officers of the Council or Branch Committees.

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- 2) A Corporate Member shall be entitled to nominate two persons for each unit subscription contributed by the body. Such nominees shall be entitled to take part in the activities of the Institute, its Branches and Groups as if they were members but shall not be entitled to take part in business meetings of the Institute or of the Branches or Groups, nor to vote in the election of officers of the Council or Branch or Group Committees.

Fees, Subscriptions and Levies

19 Honorary Fellows of the Institute shall not be required to pay any entrance fee, annual or other subscription or levy.

20

- 1) All matters of doubt relating to subscriptions, fees or levies shall be decided by the Council.
- 2) The Council may in any special case reduce or remit the entrance fee, transfer fee or annual subscription of any member, Associate or Corporate Member.

Application Fees

21 An Application fee equal to the entrance or transfer fee applicable to the grade of membership sought may accompany each application. If the application is successful the fee shall be credited to the applicant to pay his/her entrance or transfer fee. If the application is unsuccessful the fee shall be forfeited to the Institute unless the Council or Membership Committee acting on behalf of the Council, decides otherwise.

Annual Subscriptions

22

- 1) Annual subscriptions shall be as determined by the Council from time to time and published in the Institute's journal and on its web page.

In addition there shall be a Group annual subscription for each group as determined by the group.

- 2) Save as hereinafter provided there shall become due from each member, Associate or Corporate Member upon his/her election the entrance fee or transfer fee and the first annual subscription appropriate to the class to which he/she is elected but a member, Associate, or Corporate Member elected or transferred after the 30th June in any year shall be liable for only half the annual subscription.
- 3) Subject to the provision of the preceding sub-clause subscriptions for any year shall be due on the 1st January in that year.
- 4) The unit subscription for a Corporate Member shall be set from time to time by the Council and each Corporate Member may apply for any number of unit subscriptions.

23 Deleted by unanimous vote of the Council effective as of 1st April 2019

Levies

24 The Council may impose levies on some or all the members of the Institute, except the Honorary Fellows.

Branch Membership and Attachment to a Branch

25

- 1) The members of the Institute who are normally resident in a region in which there is a Branch shall be deemed to be members of that Branch but such members may at their own request alternatively be made a member of some other Branch by the Council.
- 2) members not normally resident within the region of a Branch may be made a member of the Branch of their choice.

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- 3) members of the Institute may be a member of only one Branch at a time and shall cease to be a member of their Branch if they cease to be a member of the Institute
 - 4) Membership of a Branch shall be open to each member of the Institute without payment of any additional fee.
- 26 Associates and Corporate Members may be attached to Branches by the Council and the provisions of the preceding by-laws for membership of Branches shall apply, mutatis mutandis, to such attachment.

Branch Funds

27

- 1) The Council may contribute from the funds of the Institute towards the formation and maintenance of a Branch.
- 2) In any change in Branch territories in which two or more Branches are involved a redistribution of the funds of the Branches shall be made by the Council with due regard to the numerical changes in the Branch membership.

Branch Management

28 A Branch may frame rules for the conduct of its own affairs within the framework of the Constitution and the by-laws; such rules shall be subject to the approval of the Council.

29

- 1) As hereinbefore provided in the Constitution the management of each Branch shall be vested in a Branch Committee. This shall consist of the Chair, Vice-Chair, Honorary Treasurer and Honorary Secretary and such a number of other members as may be decided by the Branch. The positions of Honorary Treasurer and Honorary Secretary may be combined in an Honorary Secretary Treasurer.
- 2) Only members of the Branch shall be eligible for election to the Branch Committee.

30

- 1) The Branch Chair shall be responsible to the members for ensuring that the actions of the Branch Committee are in accordance with the Constitution and by-laws of the Institute and the Rules of the Branch.
- 2) The Branch Chair shall present a report of the Branch activities at the Annual Meeting of the Branch.

31

- 1) The Branch Honorary Treasurer shall be responsible to the Branch Committee for the administration of the financial affairs of the Branch and for ensuring that proper accounts are kept in accordance with the Constitution and by-laws.
- 2) The Branch Honorary Treasurer shall present a financial statement for the Branch at the Annual Meeting of the Branch and shall make available to the Council such financial statements as they may from time to time require.

32 The Branch Honorary Secretary shall be responsible to the Branch Committee for administration and for co-ordination of the affairs of the Branch including the keeping of Minutes of Branch Committee meetings and Branch meetings.

33 The Committee of a Branch shall have power to accept and spend monies in addition to those granted to it by the Council provided such monies are used solely to further the objects of the Institute and the Branch.

Branch Elections

34

- 1) The officers and elected members of the Branch Committee shall be elected annually and shall hold office from 1st January to 31st December in each year.

-
- 2) No member may hold the office of Chair or Vice-Chair for more than two consecutive full terms of office nor shall any committee member hold office for more than eight consecutive terms of office excepting of the office of Honorary Treasurer or Honorary Secretary or Honorary Secretary- Treasurer.

35 The officers and elected members of each Branch Committee shall be elected in the following manner:

- a) Prior to the 15th October in any year the retiring Branch Committee shall make nominations for the offices of Chair, Vice-Chair, Honorary Secretary, Honorary Treasurer or Honorary Secretary-Treasurer and other committeemen (if any) and shall make such nominations known to the Branch members in a written circular before the 31st October of that year but in any case at least seven days before the date set for the Branch Annual Meeting. In making nominations for the Committee the retiring Committee shall give consideration to the representation of the variety of interests within the Branch.
- b) Other nominations duly proposed and seconded and accompanied by the written consent of the person nominated may also be made by members of the Branch provided that such nominations are received by the Honorary Branch Secretary at least twenty-four hours before the Branch Annual Meeting at which the Committee is to be elected.
- c) At the Branch Annual Meeting all nominations for the Branch Committee shall be clearly displayed. If there are no nominations other than those of the retiring Branch Committee, these shall be declared to be elected and shall take office on the 1st January next. If there are further nominations for the Committee then a Returning Officer and a scrutineer shall be appointed by the meeting and shall conduct a secret ballot among the members of the Branch and their duly appointed proxies present at the meeting in a manner which the Branch may from time to time determine.

36

- 1) The first Committee of a Branch shall be elected at the first Meeting of the Branch from among the nominations, duly proposed and seconded by members of the Branch, in the hands of the convener of the meeting in writing before the meeting or made in like manner at the meeting before nominations are declared closed.
- 2) If there is only one nominee for any position he/she shall be declared elected but if there is more than one then a Returning Officer and a scrutineer shall be appointed by the meeting and shall conduct a secret ballot among the members of the Branch and their duly appointed proxies present at the meeting in such a manner as the meeting may determine.
- 3) The first Committee shall take office immediately on election

Casual Vacancies on Branch Committee

37 No member of a Branch Committee shall retain their office if they cease to be a member of the Branch.

38

- 1) In the event of the position of Chair of a Branch becoming vacant this position shall be filled by the Vice-Chair of the Branch or if he/she is unavailable the Branch Committee shall elect a Branch Chair from among the members of the Branch.
- 2) A person appointed in accordance with the preceding sub-clause shall retain office for the unexpired portion of the term unless he/she ceases to hold office under the Constitution.

39 Casual vacancies on a Branch Committee, other than in the position of Branch Chair, shall be filled by the Branch Committee at its discretion

Branch Committee Meetings

40 Committee meetings may be called by the Chair or Honorary Secretary of the Branch or at the request of two or more of the other members of the Branch Committee.

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- 41 A quorum for a Branch Committee meeting shall be deemed to be present if the number of persons present, being members of the Committee or proxies appointed under these by-laws, equals or exceeds half the total-membership of the Committee.
 - 42 Any member of the Branch Committee if unable to attend a Committee may appoint a proxy for that meeting provided that the proxy is a member of the Branch and that written or oral notice of the appointment of such proxy is given to the Branch Honorary Secretary.
 - 43 Each Branch Committee member or their proxy shall have one vote. All questions shall be decided by a majority of votes and in the case of equality of votes the Chair shall have a casting vote.
 - 44 The Branch Committee shall have power to co-opt members and for the business for which the co-option is made, the co-opted member shall have the same voting power as an ordinary Committee member.
 - 45 At least three days' notice shall be given of a Committee meeting,

Branch Meetings

- 46 The Annual Meeting of a Branch shall be held each year in the months of November or of December, and its business shall include the presentation of the Annual Report, a Financial Statement of the affairs of the Branch and the election of office bearers for the ensuing year .
- 47
 - 1) An Extraordinary Meeting of a Branch may be called by the Chair of the Branch and shall also be convened when required by the President or Council of the Institute or by a majority of the Branch Committee.
 - 2) The Honorary Secretary of the Branch on receipt of a request signed by more than twenty percent of the members of the Branch shall within one month call an Extraordinary Meeting of the Branch and place on the agenda paper of such meeting such items of business as were requested by the aforesaid members and such other items as may properly be considered at such a meeting.
- 48 No business shall be transacted at an Annual or Extraordinary Meeting of a Branch unless at least twenty percent of the members of the Branch or fifteen members of the Branch whichever is the less, shall be present.
- 49 A member of the Branch unable to be present at an Annual or Extraordinary Meeting may appoint in writing another member of the Institute as their proxy at such a meeting; such appointment must be in the hands of the Honorary Secretary of the Branch prior to the commencement of the meeting.
- 50 Any motions or amendments prepared and seconded at Branch Meetings shall be put and decided by a majority of the votes cast by the members present and the duly appointed proxies as hereinbefore provided in the Constitution concerning General Meetings of the Institute .
- 51 Scientific Meetings of a Branch other than Annual Meetings or Extraordinary Meetings may be held for the presentation and discussion of scientific papers and matters of interest to members of the Branch, and may be attended by Associates, Corporate Members and other persons approved by the Committee of the Branch from time to time.
- 52 At least seven days' notice shall be given of any Meeting.

Groups

- 53
 - 1) The Council may at its discretion, upon receipt of a request to that effect from not less than five members, create a Group to promote the advancement and dissemination of knowledge of some branch of physics by the holding of meetings and/or otherwise.

-
- 2) The Council may dissolve a Group or vary its name or terms of reference.

Group Membership

54

- 1) The membership of a Group shall comprise those members, Associates, Corporate Members and Group Affiliates who have a common interest in the advancement and dissemination of knowledge of some branch of physics and who signify their desire in writing to take part in the Group's activities.
- 2) Membership of one or more Groups shall be open to each member, Associate, Corporate Member and Group Affiliate on payment of the Group annual subscription.
- 3) Membership of a Group shall automatically cease if the member, Associate or Corporate Member ceases to be a member, Associate or Corporate Member or the Group Affiliate ceases to be a member of a cognate society, or if the Group annual subscription remains unpaid for six months after becoming payable.

55 Associates who are undergraduate students may be attached to Groups and the provisions of the preceding by-laws for membership of Groups shall apply, mutatis mutandis, to such attachment, except that such students shall not be required to pay a Group annual subscription.

Group Funds

56

- 1) The Council may contribute from the funds of the Institute towards the formation and maintenance of a Group.
- 2) If a Group is dissolved control of its funds shall revert to the Council.

Group Management

57 A Group may frame rules for the conduct of its own affairs within the framework of the Constitution and the by-laws; such rules shall be subject to the approval of the Council.

58

- 1) The management of each Group shall be vested in a Group Committee which shall consist of Chair, Vice-Chair, Honorary Treasurer and Honorary Secretary and such other members as the Group shall deem desirable. The offices of Honorary Secretary and Honorary Treasurer may be combined in an office of Honorary Secretary -Treasurer.
- 2) Any member of a Group shall be eligible for election to the Committee of that Group.

59 The duties of the Chair, Honorary Secretary and Honorary Treasurer in respect of each Group shall be similar to those laid down in these by-laws for the officers of a Branch, mutatis mutandis.

60 The Committee of a Group shall have power to accept and spend monies other than those granted to it by the Council provided such monies are used solely to further the objects of the Institute and the Group.

61 A Group shall not communicate, in the name of the Institute, with an outside body on any matter whatsoever beyond those concerning arrangements for meetings or the supply of technical information for the benefit of members of the Group, without the express prior authority of the Council.

Group Elections

62

- 1) The mode of election of the officers and other members of the Committee and their length of service shall be similar to that laid down in these by-laws for Branch elections, mutatis mutandis, except insofar as Associates, Corporate Members and Group Affiliates who are members of the Group shall also be

eligible to vote.

- 2) Notwithstanding the provision of these by-laws the Group Committee may conduct the annual elections by a postal ballot rather than at the Group Annual Meeting if the geographical distribution of Group members makes this desirable and the members of the Committee other than the officers may be elected on a regional basis if the rules of the Group so provide. Alternatively if a Group is composed of Regional Sections the Chair of each Section shall be a member of the Group Committee if he/she is elected by the members of the Group who are members of his Section; the Chair, Vice -Chair and Hon. Secretary and Hon. Treasurer or Hon. Secretary -Treasurer of the Group may be elected by the Chairmen of the Sections and shall be members of the Group Committee. Also each Group may with the approval of Council vary the time at which the annual elections are held and the time at which the incoming Group Committee takes office if the time and place of the Group Annual Meeting makes this desirable.

63

- 1) The First Committee of each Group shall be elected at the first General Meeting of the Group in the same manner as is provided in the by-laws for the election of the first Branch Committee, mutatis mutandis.
- 2) Notwithstanding the provision of the preceding sub-clause the first Committee of a Group may be elected by postal ballot conducted by the Council or its designees.

Group Committee Meetings

64 The procedures for Group Committee meetings shall be as laid down in these by-laws for Branches, mutatis mutandis.

Group Meeting

65

- 1) The procedure for Group meetings shall be as laid down in these by-laws for Branches, mutatis mutandis, except that all Group members shall have the same rights at meetings of their Group.
- 2) Notwithstanding the provisions of these by-laws a Group may arrange to hold its Annual Meeting at a time other than November or December. Also the first Meeting of a Group shall be held at such time and place as the Council may determine.

Plebiscite

66

- 1) If a plebiscite has been requisitioned by members those requesting the plebiscite shall have the right to appoint a committee to prepare a case in support of the proposal and the Council shall have the right to appoint a committee to prepare a case against the proposal. In the event of the plebiscite being initiated by the Council both committees may be appointed by the Council. The Council shall define the time limits both for the preparation of the cases and rebuttals, if any.
- 2) The statements for and against the proposal shall be forwarded to the Honorary Secretary who shall forward them unopened at the same time to the opposing committees. Either committee may then prepare a rebuttal of the opposing case. The cases and rebuttals will then be forwarded through the Honorary Secretary to the Returning Officer who after satisfying himself that no defamatory or libellous matter is contained therein shall copy and distribute them with a ballot paper to each financial member.
- 3) Each voter shall enclose the voting paper in a sealed envelope which together with a separate signed scrutiny slip shall be enclosed in a second sealed envelope and returned to the Returning Officer or his/her appointee. A reply-paid card which can be sealed shall be acceptable provided the scrutiny slip can be detached in accordance with these provisions.
- 4) The poll shall close on a date fixed by the Returning Officer and not less than fourteen days after the posting of the ballot papers to the members, ballot papers to distant members being sent by airmail.

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- 5) The non-receipt of a voting paper by any member shall not necessarily invalidate any plebiscite.

Election of the Council and the Executive

67

- 1) The Nominations for the Executive offices which the Constitution requires the retiring Council to make shall be issued to each member in the month of July in the year preceding the installation of a new Executive.
- 2) Nominations duly proposed and seconded by members and accompanied by the written consent of the member nominated shall be delivered to the office by the 21st August, following.

68

- 1) Should there be no nominations other than those of the retiring Council, the Returning Officer shall so advise the President, who shall then declare those nominated elected to take office at the next Annual General Meeting.
- 2) If there is more than one nomination for any Executive office the Returning Officer shall conduct an election by secret ballot.
- 3) If there are more than two candidates for one position the election shall be conducted on the preferential system and the ballot papers shall be so marked.
- 4) In the event of a tie the Returning Officer shall exercise a casting vote.
- 5) The Returning Officer shall report the results of the election to the President before the 30th November, who shall declare those members elected to take office at the next Annual General Meeting.

Election by Ballot

69

- 1) If a ballot is to be conducted the Returning Officer shall request each candidate to supply biographical data from which he/she shall prepare the notice to be distributed to members with the voting papers.
- 2) Each voter shall enclose the voting paper in a sealed envelope which together with a separate signed scrutiny slip shall be enclosed in a second sealed envelope and returned to the Returning Officer or his/her appointee. A reply-paid card which can be sealed shall be acceptable provided the scrutiny slip can be detached in accordance with these provisions.
- 3) The ballot shall close on a date fixed by the Returning Officer and not less than fourteen days after the posting of the ballot papers to the members, ballot papers to distant members being sent by air mail.
- 4) The non-receipt of a voting paper by any member shall not necessarily invalidate any election.

Decisions of the Council by Postal Ballot

70

- 1) In accordance with the provisions of the Constitution decisions of the Council may be reached by postal ballot.
- 2) The President or any two members of the Council may request that a duly formulated motion be determined by postal ballot of the Council.
- 3) Those requesting the ballot and the Executive may, respectively prepare or cause to be prepared statements supporting and opposing the motion. These statements shall be interchanged so that statements of rebuttal may be prepared. The Secretary shall then post to all Councillors the motion together with copies of all prepared statements.
- 4) The poll shall close on the return to the Honorary Secretary of all ballot papers or on a date fixed by the

Honorary Secretary not less than fourteen days after the posting of the ballot papers, whichever is the sooner.

- 5) The Honorary Secretary shall advise all members of the Council of the result of a postal ballot.

Handling of Funds

71

- 1) The Council may appoint Trustees who with the Honorary Treasurer and the Honorary Secretary shall be authorised to sign bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents on behalf of the Institute.
- 2) Such signatures may be made by the Honorary Treasurer and the Honorary Secretary or by one of these and any one of the Trustees except that for the endorsement of receipts, acceptances and cheques payable to the Institute the signature of any one of the Honorary Treasurer, Honorary Secretary or a Trustee shall be adequate.

- 72 The Honorary Treasurer shall in the name of the Institute open an interest -bearing cheque account with a Bank.

AIP Code of Ethics

73

Every member shall by virtue of their membership of the Institute be bound by the following Code of Ethics.

- 1) A member shall endeavour to advance the profession of physicist responsibly within the community.
- 2) A member shall not make unjustifiable comment about other members, nor shall a member make any public statement purporting to be policy of the Institute when such is not the case.
- 3) Reasonable criticism of a member's conduct or views at any meetings of the Institute shall be privileged.
- 4) Members may advertise their professional services but must include their grade of membership.
- 5) A member shall not use any unfair, improper or questionable method of seeking professional work or advancement.
- 6) A member shall produce only reports, statements and publications which are an accurate record of soundly based observations or calculations and of logical deductions therefrom.
- 7) A member shall not permit their name to be associated with statements or advertisements which they know to contain: fabricated data, selectively reported data with the intent to mislead or deceive, or data obtained from others without appropriate acknowledgement.
- 8) A member shall ensure that the results of their research and other professional activities are documented and maintained in a form that allows analysis and review. Documentation (including raw research data) should be archived for a reasonable period in order to be available promptly and completely to responsible individuals. Exceptions may be appropriate in certain circumstances in order to preserve privacy, to assure patent protection or for similar reasons.
- 9) A member shall inform their employers or clients if circumstances arise in which their judgements or advice may be called into question by reason of business connections, personal relationships, interests or affiliations.
- 10) A member in employment shall not receive, either directly or indirectly any royalty, gratuity or commission in respect of any patented article or process used in any work with which they have a connection, unless they shall fully disclose the fact to the employer in writing.
- 11) A member who prepares publications with co-authors will ensure all co-authors have the opportunity to review the publication. An individual who has made a significant contribution to the publication should be included as a co-author. An individual who does not accept appropriate responsibility for the publication cannot be named as a co-author.
- 12) A member who provides peer reviews or referee reports will ensure that these reports are provided

promptly, are objective and are free from conflicts of interest. Reviewers who are provided with information for review will keep that information confidential and not use privileged information for personal purposes.

AIP Membership Committee

74

- 1) In accordance with Clause 63 of the Constitution the committee shall include ex officio the Honorary Registrar, as Chair, the President, the Honorary Treasurer and the Honorary Secretary.
- 2) The Council will appoint four additional members of the committee for four year terms, with appointments staggered so that two new members are appointed every two years, except in the first such appointment when two of these members shall be appointed for two year terms.