

ENGINEERS FOR SOCIAL RESPONSIBILITY INCORPORATED CONSTITUTION AND RULES

(As amended by Annual General Meeting held on 15 March 2023)

1. NAME

The name of the organisation shall be "**Engineers for Social Responsibility Incorporated**" hereinafter called the Association.

2. OBJECTS

The objects of the Association shall be:

- (a) To seek to encourage and support social responsibility and a humane professional ethic in the uses of technology.
- (b) To seek to inform the engineering profession, general public and public policy makers about the impact of technology including both positive and negative effects. The field of interest shall include but not be restricted to:
 - The selection and achievement of the long term goals for humanity,
 - Policies and controls relating to nuclear arms and other military technology,
 - Government policy relating to appropriate technology and technology transfer issues in foreign aid,
 - Environmental issues including:
 - health and safety,
 - pollution of all kinds,
 - depletion of resources,
 - energy policy,
 - nuclear power generation and waste disposal,
 - communications policy,
 - privacy.
 - Economic and social aspects of advanced technology and automation,
 - Educational aspects of the impact of technology,
- (c) To communicate or cooperate with other organisations which have similar aims for the whole or part of the fields of interest.
- (d) To make public statements and publish material for the information of the engineering profession, general public and public policy makers, as covered by these objects. Where opinions are given these shall be identified as such and shall be based on sound engineering judgement.
- (e) To provide a forum for discussion of members' issues of conscience relating to the Association's objects and take any appropriate action.
- (f) To provide support to members, professional engineers and other who act in accordance with the objectives and stated policies of the Association.

3. POWERS

The Association shall have the following powers:

- (a) To purchase, take on lease or by any other means acquire any real or personal property necessary or convenient for the objects of the Association.
- (b) To sell, lease, exchange, mortgage, improve, manage, develop or otherwise deal with all or any part of the real or personal property of the Association or in which the Association has or may hereafter have any beneficial interest.
- (c) To buy, supply, sell and deal in all kinds of plant, apparatus and all kinds of provisions required or used by members of the Association.
- (d) To invest the moneys of the Association in such manner as may from time to time be determined by the National Executive (as hereinafter defined).

- (e) To borrow or raise money or secure or guarantee the payment of money owing or the satisfaction or performance of any obligation or liability incurred or undertaken by the Association in such manner as and upon such security as the National Executive think fit.
- (f) To do all such other lawful things as are incidental or conducive to the attainment of any of the objects of the Association.

4. REGISTERED OFFICE

The Registered Office of the Association shall be as determined by the National Executive from time to time.

5. MEMBERSHIP

(a) The Association shall consist of the following four classes of members:

- Full Members
- Associate Members
- Student Members
- Life Members

(b) Those who were Members of Engineers for Social Responsibility at the date of incorporation shall be (the Foundation) Members of the Association. Other persons may from time to time be duly elected to membership of the Association as provided by these Rules.

6. MEMBERSHIP DEFINITIONS

(a) Full Members shall be engineers who have a qualification acceptable to the National Executive.

(b) Associate Members shall be persons associated with engineering or interested in the objects of the Association.

(c) Student Members shall be students who have enrolled in a qualification acceptable to the National Executive.

(d) Life members shall be those members elected in accordance with paragraph 7(b) and shall have such rights and privileges as the Association may from time to time determine.

7. ELECTION OF NEW MEMBERS

(a) Full, Associate or Student Membership shall be granted to any duly qualified person interested in the objects of the Association who, after making written application to the Association is admitted at the discretion of the National Executive, and upon payment of the fee from time to time prescribed by the Association.

(b) Life Membership shall granted to any person whose outstanding contribution towards the objects of the Association merit election, and who on the recommendation of the National Executive is admitted to Life Membership by a majority at any Annual or Special General Meeting.

8. SUBSCRIPTIONS

(a) The annual subscription shall be fixed from time to time at the Annual General Meeting taking account of the recommendation of the National Executive.

(b) Every Full Member, Associate or Student Member shall on or before the first day of April in every year, and forthwith upon election to the Association in the case of a new member, pay to the Association the appropriate annual subscription.

(c) No subscription shall be levied upon Honorary Members.

9. RESIGNATION OF MEMBERS

(a) Any member may resign from the Association by giving notice in writing to the Secretary and paying all fees, subscriptions, levies and penalties due at the date upon which notice is received. Every such Notice shall, unless otherwise expressed, take effect immediately on receipt by the Secretary.

(b) Members and Associate Members whose subscriptions are in arrears at the end of the Association's financial year shall automatically cease to be Members or Associate members without notification, unless the national Executive for good reason rules otherwise.

10. EXPULSION OF MEMBERS

Any member may be removed from membership upon the vote of not less than two-thirds of the whole of the National Executive and any such member shall not be eligible for readmission without a similar vote.

11. OFFICERS

(a) The officers of the Association shall consist of a President, a Secretary and a Treasurer all of whom shall be Members or Honorary Members of the Association. They shall be elected for a term of one year in accordance with the following rules and they shall all be eligible for re-election or re-appointment save that no person shall serve as President for more than three years in succession.

(b) Nominations for the office of President must be received by the Secretary in writing not less than 12 hours before the start of the Annual General Meeting.

(c) Nominations for the offices of Secretary and Treasurer may be received before and at the Annual General Meeting.

(d) Election of the officers shall be at the Annual General Meeting by simple majority vote of those members present and eligible to vote.

12. NATIONAL EXECUTIVE

(a) The affairs of the Association shall be managed by the National Executive consisting of the President, the Secretary, the Treasurer and up to 10 members including Regional Representatives elected at the Annual General Meeting.

(b) Regional Representatives shall be appointed by the Regional Sections.

(c) The National Executive shall have power to take such action as may be necessary to carry out all or any of the objects of the Association including the appointment and disbanding of committees, whether consisting of members of the National Executive or not.

(d) Four members of the National Executive present in person shall comprise a quorum for all meetings of the National Executive.

(e) The President shall preside over meetings of the National Executive provided that, should he or she not be present at any meeting, those present shall elect one of their number to preside over that meeting.

(f) The National Executive shall meet at least twice annually.

(g) Members of the National Executive shall take office immediately after the close of the Annual General Meeting at which the officers of the Association were elected. Outgoing members of the National Executive shall relinquish office at the close of that meeting.

(h) All matters at National Executive meetings shall be decided by a majority of members present except as otherwise required. The person presiding at that meeting shall have a casting vote in addition to a deliberative vote.

(i) The National Executive shall have power to fill any casual vacancy that may occur in the National Executive committee or any other committee or in any office in the Association, but any person so elected shall hold office only until the next Annual General Meeting of the Association.

(j) The National Executive shall have the power to co-opt up to two additional members.

13. REGIONAL SECTIONS AND REGIONAL REPRESENTATIVES

(a) The National Executive may establish, or recognise Regional Sections.

(b) The purpose of such Regional Sections are to promote the objects of the Association, and carry out such functions as the National Executive shall determine from time to time. Rules for the conduct of such sections shall be subject to approval by the National Executive.

(c) The affairs of each Regional Section shall be administered by a Regional Committee which shall be responsible to the members of the Association residing within the Regional boundaries as may be defined by the National Executive from time to time.

(d) Each Regional Section shall be responsible for appointing Regional Representatives on the National Executive before the Annual General Meeting.

(e) Each Regional Committee shall meet but not less than four times per year, and shall inform the National Executive by way of minutes or other suitable communication of the activities and matters discussed.

(f) Each Regional Committee shall be responsible for all locally incurred costs unless otherwise agreed by the National Executive. On request to the Treasurer, an amount determined from time to time by the National Executive shall be transferred to the use of each Regional Committee.

14. ANNUAL GENERAL MEETING

(a) The Annual General Meeting shall be held every year before the first day of April at a time and date fixed by the National Executive for the purpose of receiving the National Executive's report and balance sheet for the past year, for the election of officers for the ensuing year, and for the transaction of such other business as may have been brought forward by the National Executive, or of which notice in writing shall have been given to the Secretary at least seven (7) days before the start of the meeting concerned.

(b) At least one month's notice by circular of the date, place and time of each such meeting shall be given to all members of the Association.

(c) With the approval of a three-quarters majority of the members present at any such meeting, business other than that above indicated and not contrary to these rules may be dealt with.

(d) Resolutions at such meetings shall be decided on voices, provided that a show of hands or a poll shall be taken if any member so requires. No-one shall be entitled to more than one vote except the person presiding over the meeting who shall have both a deliberative and a casting vote.

(e) On a poll votes may be given either personally or by proxy, and the instrument appointing a proxy shall be lodged with the Secretary not less than seven (7) days before the meeting concerned failing which the proxy shall be invalid.

(f) At each such meeting of the Association a quorum shall be ten (10) financial members present in person and entitled to vote. Should the President not be present at the Annual General Meeting those present shall elect a member of the National Executive among their number to preside over the meeting.

(g) The Secretary shall be responsible for keeping proper minutes of each such meeting which shall be circulated to members before the ensuing Annual General Meeting.

15. SPECIAL GENERAL MEETING

(a) A Special General Meeting may be called upon the written application to the Secretary by not less than six (6) financial members of the Association or by the National Executive, which application shall specify the business to be called. Upon receipt of any such application the Secretary shall give not less than one month's notice of such meeting to all members of the Association and in such notice shall indicate the nature of the business to be brought before such meeting.

(b) The rules hereinbefore provided with respect to voting, quorum, chairing and the keeping of minutes shall also apply to Special General Meetings.

16. PRESIDENT

The duties of the President shall be:

(a) to promote the Objects of the Association,

(b) to enhance the image of the Association with the engineering profession, public policy makers and the general public,

- (c) to preside over meetings of the National Executive,
- (d) to preside over General Meetings of the Association,
- (e) to be an ex-officio member of any committee or sub-committee set up by the National Executive,
- (f) to conform generally to the directions from time to time of the National Executive.

17. AUDITOR

An Auditor (who may be a member of the Association) shall be elected at the Annual General Meeting of the Association, and it shall be the duty of the Auditor to examine and check the accounts of the Association and to report thereon to the Annual General Meeting.

18. SECRETARY

The duties of the Secretary shall be as follows:

- (a) to keep in safe custody all books (excepting books of account) and papers belonging to the Association,
- (b) to conduct all correspondence,
- (c) to attend all general meetings of the National Executive,
- (d) to produce all papers, books and records of the Association if and when required by the National Executive,
- (e) to pass to the Treasurer all moneys received by him or her on behalf of the Association,
- (f) to ensure that a roll of all members of the Association and their addresses is kept, and changes and additions are promptly notified to Regional Sections,
- (g) to conform generally to the directions from time to time of the National Executive.

19. TREASURER

The duties of the Treasurer shall be as follows:

- (a) to keep a complete set of account books in which shall be entered particulars of all moneys received and paid out for and on behalf of the Association,
- (b) whenever required to do so by the National Executive to produce all books of account vouchers and financial records held by him or her,
- (c) to issue receipts to all persons making payments to the Association at national level,
- (d) to bank promptly all moneys received on behalf of the Association,
- (e) to make such payments as are authorised by the National Executive,
- (f) to prepare and submit to the Annual General meeting of the Association an audited Balance Sheet showing the Association's assets and liabilities as at 31 December each year (or such other balance date adopted) such balance sheet to be signed by the Auditor before the Annual General Meeting,
- (g) to conform generally to the directions from time to time of the National Executive.

20. PUBLICITY

No member shall, without the authorisation of the National Executive or a Regional Committee cause to be published or issued to the public or media any statements purporting to come from the Association.

21. FINANCE

All moneys of the Association shall be paid into such Bank or Banks as the National Executive may from time to time determine, to the credit of the Association, and all payable accounts shall be authorised by any two of a group of persons approved by the National Executive. The Association may reimburse its members for expenses which they may incur on behalf of the Association, however no Member shall make personal gain as a result of payments made to them by the Association.

22. PROPERTY

The property of the Association shall belong to the Association as an incorporated body and shall be the responsibility of the National Executive who shall have power to take such action as may be necessary to carry out the objects of the Association as hereinbefore set forth.

23. COMMON SEAL

The Association shall have a Common Seal which shall be kept in the custody of the Secretary and which shall not be affixed to any document or instrument except by the authority of a resolution of the National Executive and in the presence of any two of the President, Secretary and Treasurer.

24. NEW RULES AND ALTERATIONS OF RULES

The rules of the Association may be amended or new rules may be made by a two-thirds majority among those present and eligible to vote at a Special General meeting of the Association, or by a two-thirds majority vote of all members of the Association called for that purpose, or by a two-thirds majority vote of all members of the Association on a postal vote called for that purpose.

25. DISPUTE RESOLUTION PROCEDURE

In the event of a dispute arising between parties, as between any of a Member, an Officer, and the Executive, the parties are to seek to resolve the dispute in the first place by promptly meeting together in good faith and with good will towards reaching an acceptable settlement. The failure of the parties to agree on a resolution, within two weeks of the one party having brought the dispute to the attention of the other, is cause for either party to invoke the Disputes Resolution provisions comprising Schedule 2 of the Incorporated Societies Act 2022.

26. DISSOLUTION

The affairs of the Association shall be wound up and the Association dissolved on the passing of a resolution to that effect by a two-thirds majority of the members present at a general meeting of the Association called for that purpose and the property of the Association (and its records and effects of all descriptions) shall be disposed of for charitable purposes in such manner as the members of the Association in Special General Meeting may determine. No member or persons associated with the member shall make gain from funds or property distributed as a result of dissolution.

27. GENERAL

Any cases not provided for in the foregoing rules, or any question arising as to their interpretation shall be decided by the National Executive. The National Executive may produce By-laws from time to time as explanatory notes for these rules.

..... President Date
..... Secretary Date
..... Treasurer Date