



Human Factors & Ergonomics Society of Australia Inc

CONSTITUTION

As Amended at HFESA AGM held 10 August 2015

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1. NAME

The name of the Society shall be the ***Human Factors and Ergonomics Society of Australia Incorporated.***

2. INTERPRETATION CLAUSE

In this Constitution, unless a contrary intention appears:

- a) **Act** means the Associations Incorporation Act 1991
- b) **Financial Year** means the year ending on June 30
- c) **Member** means any fellow, certified professional ergonomist, member or retired member so described in this Constitution
- d) **Director** means someone appointed or elected to the Board as described in this Constitution
- e) **Special Interest Group** means any group established under the terms of Clause 9 of this Constitution
- f) **Branch** means any group established under the terms of Clause 8 of this Constitution
- g) **The Board** means group of Directors elected to manage the affairs of the society

3. AIM

The Aim of the Society is to advance the science, application and promotion of, and education in, human factors and ergonomics in Australia, to improve the safety, efficiency and usability of system, products and environments and the wellbeing of systems users.

3.1 The Board may appoint a patron of the Society to support its aim.

4. POWERS

4.1 Powers Consistent with Aim

The Society shall have the power to do things which are consistent with its Aim.

4.2 Limitation of Powers

The limitations to this power will be those imposed by the Associations Incorporation Act 1991 of the Australian Capital Territory and those imposed by a General Meeting of the Society.

4.3 The Board

The Society vests in the Board all its powers except those reserved for a General Meeting.

4.4 Incorporation

The Society shall be incorporated in accordance with the requirements of the Associations Incorporation Act 1991 of the Australian Capital Territory.

5. MEMBERSHIP

5.1 Procedures for Membership

The grades of membership and the criteria for election to all grades of membership of the Society are determined at a General Meeting of the Society from time to time.

5.2 Application Form

All applications shall be made using the appropriate form.

5.3 Grades of Membership

The Society shall have the following grades of member:

- Fellow
- Certified Professional Ergonomist
- Member
- Affiliate
- Student
- Retired Member
- Corporate Affiliate

5.4 Membership Post-nominals

Fellows of the Society may use the letters FHFESA after their name. Members may use the letters MHFESA after their names. Certified Professional Ergonomists may use the letters CPE after their names.

5.5 Code of Practice

All members of the Society shall abide by the Code of Practice adopted by the Society at an Annual General Meeting from time to time.

5.6 Fellow

The grade of Fellow is an honour conferred by the Board on a Member of the Society. It recognises seniority of professional standing, combined with service to the profession of ergonomics and to the Society.

5.7 Certified Professional Ergonomist

Election to the grade of Certified Professional Ergonomist shall take place in accordance with procedures laid down by the Board in consultation with the Professional Affairs Board of the Society. This grade of membership recognises the special competence of these Members to act as professional ergonomists.

5.8 Member

The grade of Member is open to those individuals who satisfy the requirements of the Society in relation to their skills and knowledge in some specific field(s) related to ergonomics.

5.9 Affiliate

The grade of Affiliate is open to any individual who has an interest in ergonomics and supports the Aim of the Society but who either does not qualify as a Member or does not wish to be a Member.

5.10 Student

The grade of Student member is open to any full-time student enrolled in a human factors/ergonomics tertiary course or a closely related discipline and who supports the Aim of the Society and abides by the Code of Practice if engaged in any research work experience in the field of study.

5.11 Corporate Affiliate

Commercial and other organisations with an interest in ergonomics and who support the Aim of the Society may become Corporate Affiliates.

5.12 Retired Member

A Retired Member is a Member who has had at least five year's continuous membership with the Society and has since retired from gainful employment. Retired Members have all the rights of Members.

5.13 Termination

Membership of the Society may be terminated in one of the following ways:

- (a) By failure to pay Society subscriptions for a period determined by the Board.
- (b) By written resignation by the member.
- (c) By the death of an individual member or the dissolution of a Corporate member.
- (d) By bankruptcy or behaviour which, in the opinion of the Board, is not acceptable or tends to bring the Society into disrepute.
- (e) By resolution at a General Meeting of the Society.

5.14 Discipline of Members

- (a) Provision for disciplining members shall be made in the By-Laws;
- (b) Provision for appeal against the decision arising from any disciplining action shall be described in the By-Laws
- (c) The process of disciplining shall be consistent with the Society's *Code of Practice*.

5.15 Rights of Members

Only Fellows, Certified Professional Ergonomists, Members and Retired Members have the right to vote and hold office within the Society.

6. THE BOARD

The Society shall have a Board elected by Fellows, Certified Professional Ergonomists, Members and Retired Members.

6.1 Powers

- (a) The Board has all the powers of the Society except those reserved for a General Meeting.
- (b) It may delegate its powers to Sub-Committees or individual members of the Society, provided that such individuals understand and accept the responsibilities and accountabilities involved and that suitable reporting occurs.
- (c) The Board may incur expenditure on behalf of the Society.
- (d) It may appoint, remunerate and dismiss staff.

6.2 Duties

The Board of the Society is to manage and administer the Society and safeguard its assets in accordance with its stated Aim and policies determined by the Society at its General Meetings from time to time.

6.3 Membership

- 6.3.1 The Board shall be comprised of:
President, General Secretary and Treasurer (Executive Officers),
Branch-elected Directors,
the Immediate-Past President or President-Elect and
the Chairperson of the Professional Affairs Board,
a delegate to the International Ergonomics Association
a representative of Society Special Interest Groups and the Chair of CHISIG.
- 6.3.2 Each Branch shall elect a Director according to a procedure outlined in their Branch Rules. The elected Director shall be a member of the Branch Committee
- 6.3.3 Only Fellows, Certified Professional Ergonomists, Members and Retired Members are eligible for positions on the Board. If the Chair of CHISIG is not an eligible Member, they will have a non-voting role.
- 6.3.4 The normal term of office for the Executive Officers is two years with all being eligible for re-election for a second and final term.
- 6.3.5 The term of office on the Board for a Director elected by a Branch is 2 years. Branch elected Directors are eligible for re-election for a second consecutive 2-year term. After serving 2 consecutive 2-year terms a Branch elected Director is eligible for re-election 2 years after last serving
- 6.3.6 The term of office for the Immediate-Past President and President-Elect is one year.
- 6.3.7 Casual vacancies shall be filled by the Board or the relevant Branch Committee as appropriate.

6.3.8 The Executive may invite others to address the Board on specific items as the need arises.

6.3.9 Any Member of the Society may propose to the Society for election names of Members qualified for the Positions of President, General Secretary and Treasurer. Each such nomination shall be proposed and seconded by two Members in writing, shall include the written consent of the nominee and must be in the hands of the General secretary at least 6 weeks prior to the Annual General Meeting. The President, acting on the advice of the Board, may also nominate appropriate Members for election. Each nominee must provide a written supporting statement no longer than 500 words at the time of the nomination for distribution to members. The President's nominees shall be deemed to be elected if no nominations are received from Members. Otherwise elections shall be by ballot for each position, declared at the Annual General Meeting.

6.3.10 A vacancy in the office of a member of the Board exists if that member:

- (a) dies
- (b) ceases to be a member of the Society
- (c) resigns from office
- (d) ceases to have the support of the relevant branch
- (e) becomes insolvent under administration within the meaning of the Corporation Law
- (f) suffers from mental or physical incapacity that does not enable him / her to exercise his / her office
- (g) is disqualified from office under subsection 63(1) of the Act, or
- (h) is absent without the consent of the Board from all meetings and teleconferences held during a period of six months.

6.4 Presiding Role of President

6.4.1 The President should, if possible, chair all meetings of the Society, Board and Executive other than Branch meetings or meetings of properly constituted Committees of the Society.

6.4.2 In the absence of the President, the meeting shall be chaired by the General-Secretary.

6.4.3 In the event of the President or General-Secretary being unavailable, the meeting shall elect one of its number to chair the meeting.

7. PROFESSIONAL AFFAIRS

7.1 Register

The Society shall maintain a register, which lists those Certified Professional Ergonomists who have agreed to allow their names to be so listed for public information. Admission to the Register is determined by the Board on the recommendation of the Professional Affairs Board of the Society.

7.2 Professional Affairs Board

The composition of this Board, its powers and the rules of its conduct shall be determined by the Board from time to time.

7.3 Dissolution of the Professional Affairs Board

The Board of the Society shall disband the Professional Affairs Board following a resolution to this effect carried by a majority of the Certified Professional Ergonomists of the Society.

8. BRANCHES

8.1 Formation Conditions

A Branch of the Society may be formed if the following conditions are satisfied:

- a) A written proposal from ten or more financial Members is submitted to the Board of the Society.
- b) The proposal is approved at the next Annual General Meeting of the Society.

8.2 Administration of Branches

Each Branch of the Society shall have a Committee. This shall consist of office-bearers who are financial Fellows, Certified Professional Ergonomists, Members or Retired members. It shall include a Chairperson, a Secretary, a Treasurer and at least one other Member. Affiliate members are eligible to become co-opted to the Committee.

8.3 Defaulting Branch Office-Bearers

Any office bearer or member of the Committee shall cease to hold office or membership of the Committee after absence from three successive meetings unless a satisfactory explanation is provided.

8.4 Rules of Branches

Each Branch shall draw up its own rules which are to be ratified by the Board. The rules must not contravene, by word or intent, the provisions of this Constitution.

8.5 Branches' Finances

Funds raised by Branches are the property of the Society. Such funds are to be forwarded to the centralised accounting system at the Society office for use in furthering the Aims of the Society.

8.6 Dissolution

A Branch will be considered to have been dissolved if either it or its Committee has not met for six months, or, as the result of a resolution of a simple majority at a General Meeting of the Branch. Such dissolution shall be ratified at the next Annual General Meeting of the Society.

8.7 Assets of Branches

At the time the Branch is dissolved, its assets shall be immediately transferred to the centralised accounting system of the Society or the Secretariat.

9. SPECIAL INTEREST GROUPS

Members of the Society having a common interest in a special area of ergonomics may form a Special Interest Group to provide a specific Societal focus in that area and to help achieve the Aim of the Society. The Special Interest Group will be known as a Special Interest Group of the Human Factors & Ergonomics Society of Australia Inc.

Special Interest Groups (SIGs), other than CHISIG, will be represented on the Board by a Member of one of the SIGs.

9.1 Activities of Special Interest Group

The activities of the Special Interest Group shall not contravene, by action, word or intent, the provisions of this Constitution and its members shall abide by the Society's Code of Practice.

9.2 Formation

A Special Interest Group of the Society may be formed if the following conditions are satisfied:

- (a) A written proposal endorsed by five or more financial Members is submitted to the Executive of the Society.
- (b) There does not already exist a Special Interest Group which is considered by the Executive to cover the nominated area.
- (c) The proposal is approved at a Board Meeting of the Society.

9.3 Membership of Special Interest Group

Membership of a Special Interest Group also requires membership of the Society.

9.4 Administration of Special Interest Group

Each Special Interest Group of the Society shall have a Chairperson. The Chairperson shall be a financial Fellow, Certified Professional Ergonomist, Member or Retired member of the Society.

9.5 Finances of Special Interest Group

Funds raised by Special Interest Groups are the property of the Society. Such funds are to be forwarded to the centralised accounting system at the Society.

9.6 Dissolution of Special Interest Group

A Special Interest Group may be dissolved by the Board

10. MEETINGS

10.1 Types of Meeting

There shall be two types of meetings of the Society, Professional development and Business.

10.2 Professional Development Meetings

Professional Development Meetings shall be held by Branches in a format and at a frequency to suit their own particular requirements. The Society shall hold a national conference at a location and a time to be determined in advance by the Board and by arrangement with a Branch who shall organise the meeting in co-operation with the Board.

10.3 Business Meetings

The business of the Society shall be conducted at General Meetings of which one, the Annual General Meeting, must be held each year. General Meetings called for a specific purpose are called Extraordinary General Meetings.

10.4 Annual General Meeting

The Annual General Meeting of the Society shall be held at a time and place, which would normally coincide with the Conference of the Society or at such other time and place determined by the Board, which permits maximum attendance of members, within the period of 5 months beginning at the end of the association's most recently ended financial year.

10.5 Convening of Business Meetings

Meetings shall be convened by the General Secretary. Notice of the time and place of General Meetings must be given not less than 3 weeks prior to the meeting. Notice is considered to be given provided that the normal times for delivery by post have been observed. Failure of the notice to arrive in the normal time is not considered a failure of the Society to deliver the notice.

10.6 Constitutional Changes Proposals

The Constitution may be altered by either:

- A postal vote of all Members eligible to vote in accordance with the By-laws;

Or

- By a special resolution at a General Meeting

Where the business of the meeting includes a proposal to change the Constitution, the written proposal for such change must be in the hands of the General Secretary at least 6 weeks prior to the date of the General Meeting and shall be advised to all members with the notice calling the meeting. The text of both the existing provision and the proposed provision must be presented clearly.

10.7 Dissolution Proposal

When the business of the meeting includes a proposal to dissolve the Society the Board will, within 8 weeks of receipt of the motion proposed by a Member and supported by the signatures of twenty other financial Members, issue a notice to members of a General Meeting of the Society to consider the motion. The meeting shall take place not more than 8 weeks after the date of the notice.

10.8 Extraordinary General Meetings

Extraordinary General Meetings shall be convened by the General Secretary on the advice of the Board, or at the written request of twenty Members of the Society. Notice of an Extraordinary General Meeting must be sent to all Members of the Board within 4 weeks of the request being received by the General Secretary. Notice of the meeting must be given to Members not less than 3 weeks prior to the meeting. It shall include details of the venue and date, a statement of purpose of the meeting drawn up by one of the persons requesting the meeting and may include a statement by the President. Neither statement is to exceed 500 words.

10.9 Business of General Meeting

The business of a General Meeting shall include:

- (a) apologies
- (b) confirmation of the minutes of the previous meeting
- (c) reception and adoption of the Treasurer's report
- (d) reception and adoption of other reports
- (e) general business
- (f) next meeting

and, in the case of an Annual General Meeting:

- (g) reception and adoption of annual reports from the President, General Secretary, Treasurer and Auditor, election of office bearers and an Auditor.

10.10 Business of Extraordinary General Meeting

The business of an Extraordinary General Meeting shall be restricted to the purpose for which the meeting had been called.

10.11 Voting at Meetings

Voting at General and Extraordinary General Meetings shall be confined to Fellows, Certified Professional Ergonomists, Members and Retired Members who are financial at the time of the meeting. Any Member may vote by proxy appointed in writing. The proxy shall be in a form approved by the Board. No Member may hold more than five proxies for any General Meeting.

10.12 Quorum for General Meetings

The quorum for General Meetings shall be five percent of Members eligible to vote at the time of issuing of the notice of meeting. Three quarters of this number shall be personally present and able to vote.

11. ELECTION OF OFFICE BEARERS AND AUDITOR

11.1 Election of Office Bearers

The elections of suitable persons to hold office in the Society shall take place at every Annual General Meeting of the Society.

11.2 Appointment of Auditor

The appointment of an Auditor shall be an item of business at every Annual General Meeting of the Society.

11.3 Appointment of Public Officer

The appointment of a Public Officer shall be an item of business at every Annual General Meeting.

11.4 Appointment of IEA Delegate(s)

The appointment of an IEA Delegate(s) shall be an item of business at every Annual General Meeting. One IEA delegate shall also be appointed as a member of the HFESA Board. Additional IEA delegates shall be appointed as alternate Board members.

11.5 Appointment of SIG Representative

The appointment of a representative of Special Interest Groups to the Board shall be an item of business at every Annual General Meeting.

12. ADMINISTRATION

12.1 Office

The site of an Administrative Office of the Society shall be determined by the Board, subject to the requirements of Incorporation.

12.2 Rules

This Constitution shall be supplemented by a set of By-Laws.

12.2.1 All By-Laws shall be consistent with the provisions of this Constitution;

12.2.2 The Board shall determine the By-Laws from time to time and give notice of those changes to the members of the Society in the Society's Newsletter.

12.3 Indemnity

The Society shall arrange and maintain insurance policies to indemnify itself against public risk.

12.3.1 Members of the Society are not responsible for the actions of persons other than their individual selves.

12.3.2 Members shall be held responsible for their own actions, with the exception of liabilities incurred while carrying out duties as members of the Society, against which the Society shall indemnify them.

13. FINANCIAL

13.1 Non-Profit Status

The Society shall be a non-profit making organisation. It may not generate income to redistribute to its members as profit.

13.2 Generating Income

To promote its Aim, the Society shall raise and accept money through subscriptions, donations and other activities, including meetings and the sale of publications.

13.3 Expenditure

The Society shall have the power to spend money on services, equipment, publications and materials. It shall reimburse members for agreed expenses for materials and services incurred in carrying out duties for the Society. This shall not include payment for a Board member's time.

13.4 Membership Subscriptions

Subscriptions shall be paid annually by all members of the Society to the Treasurer in amounts determined by the Board from time to time.

13.5 Branch Funding

The amount of funding that each branch receives will be approved by the Board based on budgets submitted.

13.6 Accounts

The Board shall ensure that proper financial records of the Society's affairs are kept. These shall be based on the financial year ending 30 June.

13.6.1 The Treasurer shall ensure that the annual financial records of the Society are audited.

13.6.2 The Treasurer shall present a statement of the annual audited accounts to the Annual General Meeting of the Society. The Treasurer shall also provide a copy of the annual audited statement of accounts to the Public Officer who shall in turn within one month of the preparation of the statement, present this to the Registrar of Incorporated Associations in accordance with the requirements of the ACT Associations Incorporation Act 1991.

13.7 Security

The Board shall take all proper steps to safeguard any accumulated funds and financial records of the Society.

13.8 Assets

All funds and property shall remain the property of the Society but shall be made available for use within the Society according to arrangements approved by the Board.

13.9 Auditors

One or more auditors, who may not be members of the Society, shall be appointed by each Annual General Meeting of the Society. The Auditor(s) shall certify the annual financial statements of the Society. They shall provide reports and advice to the Board according to its requirements.

14. SPONSORSHIP

The Society does not allow the use of its name by any member of the Society, or any other party, to suggest endorsement of their products or services, unless it is ratified in writing by the Board, or it is an authorised form of expression to indicate the status of the Member, i.e., Fellow, Professional or Member.

15. INCORPORATION

15.1 Common Seal

The Society shall have a Common Seal with the name of the Society written legibly on it. This Seal may take the form of a stamp. Its use is to be restricted to such occasions as the signing of important documents such as leases, agreements and property transfers.

15.2 Security of Seal

The Seal is to be kept by the Public Officer or the General Secretary. It is to be used in accordance with the following requirements:

- (a) following a resolution of the Board;
- (b) in the presence of a member of the Board, the member having been nominated for that purpose.

15.3 Signature with Seal

Every instrument which has the Seal of the Society fixed to it is to be signed by the person in whose presence the Seal was fixed. The General Secretary shall keep a record of all documents to which the Seal is fixed.

16. PUBLIC OFFICER

16.1 Appointment of Public Officer

The Society shall appoint a Public Officer at the Annual General Meeting. This person is to be resident in the ACT.

16.2 Vacancy in Position of Public Officer

If this office becomes vacant, the Board shall appoint a replacement within 14 days.

16.3 Notification of Appointment of Public Officer

Within 14 days after appointment, the Public Officer shall give written notice to the Registrar of Incorporated Associations in the ACT of this appointment, together with his or her full name and address. In the event of a change of address, the Public Officer shall give notice to the Registrar of Incorporated Associations of this change.

17. CHANGES TO CONSTITUTION

17.1 Three-quarter Majority Required

A resolution to change the Constitution shall require a majority of three-quarters of either those Members present at the General Meeting and eligible to vote or, in case of a postal vote, a majority of three-quarters of valid votes received by Members eligible to vote.

17.2 Notification to Registrar

Within one month of an alteration of this Constitution, the Public Officer will file with the Registrar of Incorporated Associations in the Australian Capital Territory the following:

- (a) a notice of the alteration;
- (b) a copy of the documentary evidence of the alteration;
- (c) a Statutory Declaration made by the Public Officer, declaring that the copy is a true one and that the alteration is authorised and was made in the manner provided for in the Constitution.

18. DISSOLUTION OF THE SOCIETY

18.1 Resolution

The Society will be dissolved if a resolution to this effect is passed at a General Meeting of the Society by a majority of three quarters of those Members present and eligible to vote.

18.2 Proposal

A Member proposing a motion to dissolve the Society must submit the motion in writing to the General Secretary, supported by the signatures of twenty other financial Members.

18.3 Notice to Members

The Board will, within 8 weeks of receipt of the motion, issue a notice to members of a General Meeting of the Society to consider the motion. The meeting shall take place not more than 8 weeks after the date of the notice.

18.4 Disposal of Assets

The Board of the Society is to propose a motion to dispose of the assets of the Society by transferring them to another organisation with similar aims. Such a proposal will require to be passed by a majority of three quarters of those Members present at the General Meeting and eligible to vote. On dissolution assets of the Society can not be distributed to Members.

18.5 Failure to Attract Quorum

In the event that no meeting can be convened with the necessary quorum on two successive occasions, twelve calendar months apart, after due notice, a simple majority of those present at the second meeting may resolve to pass the assets of the Society to an organisation of similar or related aims.

18.6 Indemnity of Members

No member is liable to contribute towards the payments of debts or liabilities of the Society or the costs, charges and expenses of winding up of the Society.

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