

# ACT OF INCORPORATION



## THE ENGINEERING ASSOCIATION OF NEW SOUTH WALES INCORPORATION.

An Act to incorporate a Society called the "Engineering Association of New South Wales." [19th August, 1884.]

88963

**W**HEREAS a Society called the "Engineering Association of New South Wales" has under certain rules and by-laws been formed at Sydney in the Colony of New South Wales for the general advancement of Engineering and Mechanical Science. And whereas the Council of the said Society is at the present time composed of the following office-bearers and members:— Owen Blackett, Consulting Engineer, President. Henry Selfe, Government Engineer Surveyor, Vice-President. John Sands, Mechanical Engineer, Honorary Treasurer. John Parry, Honorary Librarian. William Eugene Hort Nicolle, Secretary. And John Trevor Jones (City Engineer), Adrien Charles Mountain (City Surveyor), Walter Shellshear (Assoc. M. Inst. C.E.), Henry Davies (Civil Engineer), Max Thomson (Civil Engineer), and Robert Pollock (Mechanical Engineer). Members of the Council. And whereas it is expedient that the said Society should be incorporated and should be invested with the powers and authorities hereinafter contained. Be it therefore enacted by the Queen's Most Excellent Majesty by and with the advice and consent of the Legislative Council and Legislative Assembly of New South Wales in Parliament assembled and by the authority of the same as follows:—

Preamble

1. For the purposes of this Act the following words in inverted commas shall unless the context otherwise indicate bear the meaning set against them respectively—

Interpretation clause

"Corporation" the Society hereby incorporated.

"Council" the Members of the Council at any duly convened meeting thereof at which a quorum according to the by-laws at the time being shall be present.

“Secretary” such person or either one of such persons who shall for the time being be the Secretary or Secretaries honorary or otherwise of the said Society (saving and excepting any Assistant Secretary of the said Society).

**Incorporation  
clause**

2. The President Vice-President Officers and Members of the said Society for the time being and all persons who shall in manner provided by the rules and by-laws for the time being of the said Society become members thereof shall be for the purposes hereinafter mentioned a body corporate by the name or style of the “Engineering Association of New South Wales” and by that name shall and may have perpetual succession and a common seal and shall and may enter into contracts and sue and be sued plead and be impleaded answer and be answered to defend and be defended in all Courts and places whatsoever and may prefer lay and prosecute any indictment information and prosecution against any person whomsoever and any summons or writ and any notice or other proceeding which it may be requisite to serve upon the Corporation may be served upon the Secretary or one of the Secretaries as the case may be or if there be no Secretary or if the Secretaries or Secretary be absent from the Colony then upon the President or Vice-President.

**Rules and  
By-laws**

3. The present rules and by-laws of the said Society shall be deemed and considered to be and shall be the rules and by-laws of the said Corporation save and except in so far as any of them are or shall or may be altered varied or repealed under the powers for that purpose therein contained or are or may be inconsistent or incompatible with or repugnant to any of the provisions of this Act or any of the laws now or hereafter to be in force in the said Colony.

**Power to hold  
and deal with  
lands.**

4. The Corporation shall have power to purchase acquire and hold lands and any interest therein and also to sell and dispose of the said lands or any interest therein and all lands tenements hereditaments and other property of whatever nature now belonging to the said Society under the said rules and by-laws or vested in Trustees for them shall on the passing of this Act be vested in and become the property of the said Corporation subject to all charges claims and demands in anywise affecting the same.

**Property vested  
in Corporation.**

5. The ordinary business of the Corporation in reference to its property shall be managed by the Council and it shall not be lawful for individual members to interfere in any way in the management of the affairs of the Corporation except as by the rules and by-laws for the time being shall be specially provided.

Ordinary  
business to be  
managed by the  
Council.

6. The Council shall have the general management and superintendence of the affairs of the Corporation and excepting the appointment of Presidents and Vice-Presidents and other honorary officers who shall be appointed as the by-laws of the Society shall from time to time provide the Council shall have the appointment of all officers and servants required for carrying out the purposes of the Society and of preserving its property and it may also define the duties and fix the salaries of all officers. Provided that if a vacancy shall occur in the Council during any current year of the Society's proceedings it shall be lawful for the Council to elect a member of the Society to fill such vacancy for the unexpired portion of the then current year. The Council may also purchase or rent land houses or offices and erect buildings or other structures for any of the purposes for which the Society is hereby incorporated and may borrow money for the purposes of the Corporation on mortgages of the real and chattel property of the Corporation or any part thereof or may borrow money without security provided that the amount so borrowed without security shall never exceed in the aggregate the amount of the income of the Corporation for the last preceding year and the Council may also settle and agree to the covenants powers and authorities to be contained in the securities aforesaid.

Powers of  
Council.

7. In the event of the funds and property of the Corporation being insufficient to meet its engagements each member thereof shall in addition to his subscription for the then current year be liable to contribute a sum equal thereto towards the payment of such engagements but shall not be otherwise individually liable for the same and no member who shall have commuted his annual subscription shall be so liable for any amount beyond that of one year's subscription.

Liability of  
members

8. The Council shall have the custody of the common seal of the Corporation and have power to use the same in the affairs and business of the Corporation and for the execution of any of the securities aforesaid and may under such seal authorize any person without

Custody and use  
of common seal

such seal to execute any deed or deeds and do such other matter as may be required to be done on behalf of the Corporation but it shall not be necessary to use the said seal in respect of the ordinary business of the Corporation nor for the appointment of their Secretaries Solicitor or other officers.

Copy of By-laws to be evidence. 9. The production of a printed or written copy of the rules and by-laws of the Corporation certified in writing by the Secretary or one of the Secretaries as the case may be to be a true copy and having the common seal of the Corporation affixed thereto shall be conclusive evidence in all Courts of such rules and by-laws and of the same having been made under the authority of this Act.

Elections not made in due time may be made subsequently. 10. In case any of the elections directed by the rules and by-laws for the time being of the Corporation to be made shall not be made at the times required it shall nevertheless be competent to the Council or to the members as the case may be to make such elections respectively at any ordinary meeting of the Council or at any annual or special general meeting held subsequently.

President, Vice-President or Secretary may represent Corporation for certain purposes. 11. The President or Vice-President or the Secretary or either one of the Secretaries may represent the Corporation in all legal and equitable proceedings and may for and on behalf of the Corporation make such affidavits and do such acts and sign such documents as are or may be required to be done by the plaintiff or complainant or defendant respectively in any proceedings to which the Corporation may be parties.

12. This Act may be cited as the "Engineering Association Incorporation Act of 1884."