



## Constitution

Surveying and Spatial Sciences Institute Limited

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## 1. Definitions

In this Constitution, unless the contrary intention appears:

- 1.1 **‘Alternate Director’** means a person appointed as an alternate director under **Clause 51** of this Constitution;
- 1.2 **‘Auditor’** means the Institute’s auditor;
- 1.3 **‘Board’** means the Directors;
- 1.4 **‘Commission’** means a group of members with a special interest in the survey or spatial industry declared by the Directors to be a Commission for the purposes of this Constitution pursuant to **Clause 28**;
- 1.5 **‘Constitution’** means the constitution of the Institute as amended from time to time;
- 1.6 **‘Council member’** means a member elected to the Council under **Clause 37**;
- 1.7 **‘Council’** means Consultative Council;
- 1.8 **‘CPD’** means Continuing Professional Development;
- 1.9 **‘Director’** includes any person occupying the position of director of the Institute and, includes an Alternate Director;
- 1.10 **‘Directors’** means all or some of the Directors acting as a board;
- 1.11 **‘Initial Members’** means those members set out in Schedule A;
- 1.12 **‘Institute’** means Surveying & Spatial Sciences Institute Limited;
- 1.13 **‘ISA’** means the Institution of Surveyors, Australia Incorporated;
- 1.14 **‘Member’** means a member under **Clause 6** of this Constitution;
- 1.15 **‘Office’** means the Institute’s registered office;
- 1.16 **‘Region’** means a geographic area within Australia, New Zealand, the Pacific or South East Asia declared by the Directors to be a region for the purposes of this Constitution pursuant to **Clause 27** of this Constitution;
- 1.17 **‘Register’** means the register of members of the Institute;
- 1.18 **‘Registered address’** means the last known address of a member as noted in the Register;
- 1.19 **‘Seal’** means the Institute’s common seal (if any); and
- 1.20 **‘Secretary’** means any person appointed by the Directors under **Clause 59**;
- 1.21 **‘Special Interest Group’** means a group of members with a special interest in the surveying and spatial profession as approved by the Council and operated in accordance with rules established by the Directors.

- 1.22 ‘**SSI**’ means Spatial Sciences Institute Limited;
- 1.23 ‘**Sub-Region**’ means a part of Region determined by the Board pursuant to **Clause 27**;
- 1.24 ‘**Young Professionals**’ means a group of members with a special interest in the surveying and spatial industries established by **Clauses 29** and **32**.

## 2. Interpretation

In this Constitution unless the contrary intention appears:

- 2.1 words importing only the singular number include the plural number and vice versa;
- 2.2 words importing only the masculine gender include the feminine gender;
- 2.3 words and expressions defined in the *Corporations Act 2001* (Cth) have the same meaning in this Constitution;
- 2.4 headings are for ease of reference only and do not affect the construction of this Constitution;
- 2.5 a reference to the Corporations Law is a reference to the *Corporations Act 2001* (Cth) as modified or amended from time to time;
- 2.6 unless the contrary intention appears in this Constitution, an expression in a clause of this Constitution has the same meaning as in a provision of the *Corporations Act 2001* (Cth);
- 2.7 a mention of anything after **include**, **includes** or **including** does not limit what else might be included;
- 2.8 to the extent permitted by law, the replaceable rules in the *Corporations Act 2001* (Cth) do not apply to the Institute.

## 3. Objects

- 3.1 The principal objects of the Institute are:
- 3.1.1 to empower the Members to strive for excellence in the application and practice of surveying and spatial science for the benefit of the community;
- 3.1.2 to represent, support, provide for and promote the professional interests of Members that work in the surveying and spatial industry in all its disciplines;
- 3.1.3 to provide an international, national and regional identity to enable the development of the surveying and spatial industry as a whole;
- 3.1.4 to maintain and promote standards for Members and professional conduct of Members who work in the surveying and spatial industry;
- 3.1.5 to encourage, promote to and assist Members to:
- (a) pursue their professional commitments in an ethical, energetic and scientific manner;

- (b) maintain a high level of personal and professional esteem when interacting with the community, clients, colleagues and allied professionals;
  - (c) actively participate in the processes that shape society;
  - (d) encourage, assist and to professionally develop new surveying and spatial science graduates;
- 3.1.6 to enhance the professional character and status of Members who practice in the surveying and spatial sciences as worthy contributors to the community;
  - 3.1.7 to promote honourable professional conduct and surveying and spatial science practice and to safeguard the interests of the profession of surveying and spatial science generally;
  - 3.1.8 to encourage the study of surveying and spatial sciences and to improve the general professional and technical knowledge of surveyors and spatial scientists and persons intending to engage in the professions of surveying or spatial science;
  - 3.1.9 to promote and provide the awarding of prizes, scholarships, exhibitions, bursaries and funds for the purposes of education in all branches of surveying and spatial science;
  - 3.1.10 to write, edit, print, publish, issue and circulate a periodic journal or journals, papers, circulars and other literary matter as is conducive to the other objects set out in this Constitution;
  - 3.1.11 to facilitate the exchange of ideas and knowledge between Members of the Institute and the community generally by lectures, conferences and any other means and to maintain libraries and data bases of materials and publications relevant to the spatial sciences;
- 3.2 Additional objects of the Institute include the following:
    - 3.2.1 To do all such things as the Institute may think incidental or conducive to the attainment of the above objects;
    - 3.2.2 To affiliate or cooperate with any other body or groups of persons having objects similar in part or in whole to these objects.
  - 3.3 The Institute has all of the capacities and powers conferred by Section 124 of the *Corporations Act 2001* (Cth).

#### **4. Income and Property of Institute**

- 4.1 The income and property of the Institute will only be applied towards the promotion of the objects of the Institute set out in **Clause 3**.
- 4.2 No income or property will be paid or transferred directly or indirectly to any Member except for payments:
  - 4.2.1 to a Member in return for any services rendered or goods supplied in the ordinary and usual course of business to the Institute; or

4.2.2 the payment of interest at a rate not exceeding from time to time the Institute's overdraft rates of interest for moneys borrowed from its bankers.

4.3 When moneys or other property are provided to the Institute by any person or body for particular purposes (such as for use in a Region or Commission or both) that property or moneys shall as much as practicably possible be applied for such purposes. If a Commission or Region changes ('the change') and such moneys or other property have been so provided for a particular purpose in connection with such Commission or Region then the Directors shall, prior to the change, consult with the Commission or Region which is changing to ascertain its views as to the application of such moneys or property following the change.

## 5. Payment to Directors and Council Members

No payment will be made to any Director or Council Member of the Institute other than payment:

- 5.1 of a President's, Vice President's, Council Member's and Director's allowances or fees in an amount (whether individually or in the aggregate) as approved by the Members;
- 5.2 of reasonable out of pocket expenses incurred by a Council Member or a Director in the performance of any duty as a Council Member or Director of the Institute;
- 5.3 or any service rendered to the Institute by a Council Member or a Director in a professional or technical capacity, other than in the capacity as a Council Member or a Director, where the provision of the service and the amount payable has the prior approval of the Directors;
- 5.4 of any salary or wage due to a Council Member or Director as an employee of the Institute where the terms of employment have been approved by the Directors; and
- 5.5 relating to an indemnity in favour of a Director and permitted by Section 199A of the *Corporations Act 2001* (Cth), or a contract of insurance permitted by Section 199B.

## 6. Members

- 6.1 The number of Members the Institute proposes to register is unlimited. The Members of the Institute will be:
  - 6.1.1 those persons who, at the date of registration of the Institute, were members of the SSI or the ISA, and who consented to become Members; and
  - 6.1.2 any other persons who the Directors admit to membership in accordance with this Constitution.
- 6.2 The Directors may decide from time to time on the form and contents of the application for membership, and on appropriate categories of membership. Applications for membership of the Institute will be in writing and signed by the applicant.
- 6.3 The Directors may in their absolute discretion approve or reject an application for membership, or require the applicant to provide further information. Where further information is sought the Directors may defer considerations of the application until all information requested has been received. The Directors may determine the category of membership into which the applicant falls.

- 6.4 If the Directors reject any applications they may not be required to give any explanation for the rejection.
- 6.5 If an application is accepted the Secretary must send the applicant written notice and request payment of the applicant's joining fee (if any) and first annual subscription.
- 6.6 An applicant will become a Member on payment of the appropriate amount due in accordance with the applicant's membership category as described under **Clause 6.5** if paid within the time specified by the Directors. If payment is not so made, the Directors may withdraw the offer.
- 6.7 The rights and privileges of every Member will be personal to each Member and are not transferable.
- 6.8 Subject to **Clause 6.2** of this Constitution there shall be a range of membership categories, as follows:
- 6.8.1 Members who shall be natural persons, and either holding as a minimum, a three-year Bachelor Degree in a relevant discipline, have at least one year of experience, or certified through the Institute certification process, pursuant to **Clause 13**;
  - 6.8.2 Associate Members, who shall be natural persons, and either holding a Diploma, or an Advanced Diploma or be a first year university graduate;
  - 6.8.3 Affiliate Members, who shall be natural persons, and either holding technical institute certificate levels 1 to 4 or be over 18 years of age with no qualifications;
  - 6.8.4 Student Members who shall be natural persons enrolled for full-time study at a university or technical institute.
- 6.9 There shall additionally be titles that may be bestowed on Members, as follows:
- 6.9.1 Honorary Fellows, which shall be either distinguished persons who from their position have been or are being of assistance to the Institute in carrying out its aims, or persons eminent in science, experienced in pursuits kindred to those of the Members elected by Council in accordance with Council policy and subject to rules approved by the Directors;
  - 6.9.2 Fellows, who shall be elected by Council from nominated Members who have rendered conspicuous service to the profession in accordance with Council policy and subject to the Rules as approved by the Directors;
  - 6.9.3 Retired Members, of any membership category; and
  - 6.9.4 Graduate Members, either first year following graduation, or Post Graduate, being currently engaged full-time in post-graduate studies.
- 6.10 The total number of Honorary Fellows and Fellows allowable shall be in accordance with Council policy and subject to Rules as approved by the Directors.
- 6.11 Members will be allocated to a Region and Commissions as follows:
- 6.11.1 Each Member will upon becoming a member be allocated to the Region in which that Member resides.

- 6.11.2 Each Member will upon becoming a Member be allocated to one or more Commissions. If a Member is allocated to more than one Commission then one such Commission will be nominated as the Member's primary Commission for voting purposes pursuant to this Constitution. Subject to **Clause 6.3** of this Constitution a Member may upon applying for Membership nominate to be allocated to a primary Commission and other Commissions and upon failing to so nominate will be allocated a primary Commission by the Directors.
- 6.12 A Member , not a Student Member, who at the date of Membership subscription falling due in any year pursuant to **Clause 7** of this Constitution is less than 36 years of age shall be a Member of the Young Professionals.
- 6.13 Subject to any Rules made by the Directors members of either the SSI or the ISA who become a Member shall be recognised for the same professional recognition or awards as they held in the ISA or the SSI and shall be entitled to describe themselves as holding the same professional recognition or awards.
- 6.14 The Directors after consultation with Council may make rules recognising professional and/or competency standards for Members and titles or recognitions which may be used by Members identifying such professional and/or competency standards. The Directors may exempt Members from payment of annual subscriptions.
- 6.15 Each Member of the Institute other than a retired Member is to maintain at least a minimum level of CPD. The base requirement of CPD on an annual basis for all Members (including Honorary Fellows and Fellows that are also Members ) is, 15 points or as otherwise determined by the Directors, except for:
- 6.15.1 Student Members and Post Graduate Members who shall be considered to be already doing study in a relevant area and will not be required to maintain any additional CPD;
- 6.15.2 Honorary Fellows that are not Members shall not be required to maintain any CPD;
- 6.16 Each Member will be eligible to stand for election to the Board or the Council and be eligible to stand for the regional sub-committees and be eligible to vote in elections, except that:
- 6.16.1 an Affiliate Member shall not be eligible to stand for the Council or Board;
- 6.16.2 a Student Member shall not be eligible to stand for the Board or Council or Commission or to vote in elections other than in an election for a student representative. The total number of students that may be elected to any committee other than a special interest group is two;
- 6.16.3 an Honorary Fellow who is not a Member shall not be eligible to stand for the Board or Council, or to stand for regional or sub-committees or to vote in elections.

## **7. Subscriptions**

- 7.1 The Directors may from time to time determine the joining fee (if any), and annual subscription payable by each Member or each type of Member.

- 7.2 Initial Members shall not be required to pay any annual subscription until the Institute passes a resolution requiring payment of such but thereafter must pay such subscriptions as are determined by the Directors.
- 7.3 The joining fee (if any), and annual subscription for each Member will be payable in advance.
- 7.4 If a Member does not pay the annual subscription within 30 days after it becomes due the Directors:
- 7.4.1 may give the Member notice of that fact or suspend the provision of services to that Member; and
- 7.4.2 if the subscription remains unpaid 21 days (or such longer period as determined by the Directors) from the date of that notice, may declare that Member's membership forfeited. A longer period of notice may be determined by the Directors in cases such as hardship or leave of absence from the Member's normal place of work.

## **8. Termination of membership and discipline of members**

- 8.1 Membership of the Institute will cease:
- 8.1.1 on the date that the Secretary receives written notice of resignation;
- 8.1.2 if the Directors resolve to terminate the membership of a Member pursuant to **Clause 8.3**;
- 8.1.3 if membership is forfeited under **Clause 7.4.2**;
- 8.1.4 if the Member:
- (a) dies; or
- (b) is convicted of a serious criminal offence;
- 8.2 Any Member ceasing to be a Member:
- 8.2.1 will not be entitled to a refund of the joining fee (if any) or any part of a subscription; and
- 8.2.2 will remain liable for and will pay to the Institute all subscriptions and moneys which were due at the date of ceasing to be a Member.
- 8.3 The Board, at its absolute discretion, shall have the power by resolution to censure, suspend, fine or expel any Member who has, in the opinion of the Board:
- 8.3.1 failed to observe a reasonable standard of professional conduct; or
- 8.3.2 wilfully refused or neglected to comply with the provisions of the Constitution or any code of ethics, or rules of the Institute; or
- 8.3.3 been guilty or is guilty of any act, conduct or omission which the Board considers is unbecoming of a Member or prejudicial to the best interests of the Institute or detrimental to its Members; or

- 8.3.4 exhibited conduct in connection with the practice of surveying or spatial science that falls short of the standard of competence and diligence that a member of the public is entitled to expect of a reasonably competent professional.
- 8.4 A Member must be given at least 21 days' notice of a proposed resolution to censure, suspend, fine or expel such Member and must be afforded the opportunity to be heard and afforded natural justice.
- 8.5 The Board may make Rules establishing procedures for receiving complaints, consideration of complaints and processes or the disciplining of Members and may delegate its powers under this Clause.
- 8.6 Any Member suspended in accordance with this Clause shall have no right to vote at any meeting or to hold office in the Institute or to have or exercise any of the other rights or privileges of membership, during the period of his suspension. Nevertheless, his obligations under this Constitution shall stand, and he shall be entitled to receive the publications of the Institute.
- 8.7 Any Member expelled from the Institute in accordance with this Clause shall cease to be a Member of the Institute and shall have henceforth no rights or interest in any property or assets of the Institute and his name shall be removed from the Register.
- 8.8 Any application by an expelled Member for readmission to the Institute shall not be considered by the Board for a period of at least twelve (12) months from the date of expulsion or such longer period as determined by the Board.

## **9. Calling General Meeting**

- 9.1 The President or any two Directors may, at any time, call a general meeting.
- 9.2 A Member may:
- 9.2.1 only request the Directors to call a general meeting in accordance with section 249D of the *Corporations Act 2001* (Cth); and
- 9.2.2 not request or call and arrange to hold a general meeting except under section 249E or 249F of the *Corporations Act 2001* (Cth).

## **10. Notice of General Meeting**

- 10.1 Subject to the provisions of the *Corporations Act 2001* (Cth) allowing general meetings to be held with shorter notice, at least 21 days notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.
- 10.2 A notice calling a general meeting must:
- 10.2.1 specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the real time technology that will be used to facilitate this;
- 10.2.2 state the general nature of the business to be transacted at the meeting; and
- 10.2.3 specify a place, facsimile number and electronic address for the purposes of proxy appointment.

- 10.3 A notice of an annual general meeting does not need to state that the business to be transacted at the meeting includes:
- 10.3.1 the consideration of the annual financial report, Directors' report and the Auditor's report;
  - 10.3.2 the appointment and fixing of the remuneration of the Auditor.
- 10.4 The Directors may:
- 10.4.1 postpone or cancel any general meeting whenever they think fit (other than a meeting called as the result of a request under **Clause 9.2**); and
  - 10.4.2 the Directors must give notice of the postponement or cancellation to all persons referred to in **Clause 64** of this Constitution entitled to receive notices from the Institute.
- 10.5 The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

## 11. Member

In **Clauses 12 and 14** of this Constitution, '**Member**' includes a member present in person or by proxy or attorney.

## 12. Quorum

- 12.1 No business may be transacted at a general meeting unless a quorum of Members is present (either in person or by proxy, or attorney, and where the meeting is held in two places at once in accordance with technology notified to Members) when the meeting proceeds to business.
- 12.2 A quorum is 50 per cent of the number of Members at the date of the meeting, or 10 Members, whichever is the lesser.
- 12.3 If a quorum is not present within 30 minutes after the time appointed for a general meeting:
- 12.3.1 if the general meeting was called on the requisition of Members, the meeting is automatically dissolved; or
  - 12.3.2 in any other case:
    - (a) shall stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and
    - (b) if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

### 13. Certification

- 13.1 The Institute shall provide a certification process for Members and non-members who have demonstrated a level of professionalism and expertise in the surveying or spatial science disciplines.
- 13.2 Certification rules will be established by each Commission considered and approved by the Board to confirm an individual's competence and integrity in the surveying and spatial science disciplines.
- 13.3 Certification will be available for both Members and non-members, at fees set by the Board. However, non-members will be liable for an additional fee over and above that of Members. The additional fee shall be set by the Board.
- 13.4 The certification process will require the maintenance of CPD, as set out in **Clause 6.15** of this Constitution.
- 13.5 Certification will be valid for two years or such other period as determined by the Board.
- 13.6 Recertification will be required every two years or such other period as determined by the Board.

### 14. President

- 14.1 The President, or in the President's absence the Vice President, of Directors' meetings will be the Chairperson at every meeting of Members.
- 14.2 If:
  - 14.2.1 there is no President or Vice President; or
  - 14.2.2 neither the President nor Vice President is present within 15 minutes after the time appointed for holding the general meeting; or
  - 14.2.3 the President and Vice President are unwilling to act as Chairperson of the general meeting,
 the Directors present may elect a Chairperson of the general meeting of the Members.
- 14.3 If no election is made under **Clause 14.2** then:
  - 14.3.1 the Members may elect one of the Directors present as Chairperson; or
  - 14.3.2 if no Director is present or is willing to take the chair, the Members may elect one of the Members present as the Chairperson.
- 14.4 If there is a dispute at a general meeting about a question of procedure, the Chairperson may determine the question.

### 15. Adjournment

- 15.1 The Chairperson of a general meeting at which a quorum is present:
  - 15.1.1 at his or her discretion may adjourn the general meeting with the meeting's consent; and

15.1.2 must adjourn the general meeting if the meeting directs him or her to do so.

15.2 An adjourned general meeting may take place at a different venue to the initial general meeting.

15.3 The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.

15.4 Notice of an adjourned general meeting must only be given if a general meeting has been adjourned for more than 21 days.

## **16. Decision on Questions**

16.1 Subject to *the Corporations Act 2001* (Cth) in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.

16.2 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the *Corporations Act 2001* (Cth).

16.3 Unless a poll is demanded:

16.3.1 a declaration by the Chairperson that a resolution has been carried, carried by a specified majority, or lost; and

16.3.2 an entry to that effect in the minutes of the meeting, are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

16.4 The demand for a poll may be withdrawn.

16.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.

## **17. Taking a Poll**

17.1 A poll will be taken when and in the manner that the Chairperson directs.

17.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.

17.3 The Chairperson may determine any dispute about the admission or rejection of a vote.

17.4 The Chairperson's determination if made in good faith, will be final and conclusive.

17.5 A poll demanded on the election of the Chairperson or the adjournment of a general meeting must be taken immediately.

17.6 After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

## **18. Casting Vote of Chairperson**

The Chairperson does not have a casting vote in addition to the Chairperson's votes as a member, proxy or attorney.

**19. Offensive Material**

A person may be refused admission to, or required to leave and not return to a meeting if the person:

19.1 refuses to permit examination of any article in the person's possession; or

19.2 is in possession of any:

19.2.1 electronic or recording device;

19.2.2 placard or banner; or

19.2.3 other article,

which the Chairperson considers to be dangerous, offensive or liable to cause disruption.

**20. Entitlement to Vote**

20.1 A Member is not entitled to vote at a general meeting if the Member's annual subscription is more than one month in arrears at the date of the meeting.

20.2 A Student Member and/or an Honorary Fellow that is not a Member shall not be entitled to vote.

20.3 A Member entitled to vote has one vote.

**21. Objections**

21.1 An objection to the qualification of a voter may only be raised at the general meeting or adjourned general meeting at which the voter tendered his or her vote.

21.2 An objection must be referred to the Chairperson of the general meeting, whose decision is final.

21.3 A vote which the Chairperson does not disallow due to an objection is valid for all purposes.

**22. Votes by Proxy**

22.1 If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may vote on a show of hands.

22.2 A proxy must be a member.

22.3 A proxy may demand or join in demanding a poll.

22.4 A proxy or attorney may vote on a poll.

22.5 A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If an appointment directs the way the proxy is to vote on a particular resolution:

22.5.1 the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;

- 22.5.2 if the proxy has two or more appointments that specify different ways to vote on the resolution - the proxy must not vote on a show of hands;
- 22.5.3 if the proxy is the Chairperson, the proxy must vote on a poll and, must vote that way; and
- 22.5.4 if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

### **23. Document Appointing Proxy**

- 23.1 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by subsection 250A(1) of the *Corporations Act 2001* (Cth). The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the *Corporations Act 2001* (Cth).
- 23.2 For the purposes of **Clause 24.1** of this Constitution, an appointment received at an electronic address will be taken to be signed by the Member if:
  - 23.2.1 a personal identification code allocated by the Institute to the Member has been input into the appointment; or
  - 23.2.2 the appointment has been verified in another manner approved by the Directors.
- 23.3 A proxy's appointment is valid at an adjourned general meeting.
- 23.4 A proxy or attorney may be appointed for all general meetings or for any number of general meetings or for a particular purpose.
- 23.5 Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:
  - 23.5.1 to vote on:
    - (a) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
    - (b) any procedural motion, including any motion to elect the Chairperson, to vacate the chair or to adjourn the general meeting,

even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
  - 23.5.2 to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.
- 23.6 If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the Chairperson may either cast as proxy or complete the appointment by inserting the name or names of one or more Directors or the Secretary.

## 24. Lodgement of Proxy

- 24.1 The appointment of a proxy or attorney must be received by the Institute, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
- 24.1.1 the time for holding the general meeting or adjourned general meeting at which the appointee proposes to vote; or
  - 24.1.2 the taking of a poll on which the appointee proposes to vote.
- 24.2 The Institute receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:
- 24.2.1 the Office;
  - 24.2.2 a facsimile number at the Office; or
  - 24.2.3 a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

## 25. Validity

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

- 25.1 died;
- 25.2 became mentally incapacitated; or
- 25.3 revoked the proxy or power,

unless any written notification of the death, unsoundness of mind or revocation was received by the Institute before the relevant general meeting or adjourned general meeting.

## 26. Consultative Council

- 26.1 There shall be a Council and the roles of the Council will be to:
- 26.1.1 deliver membership services;
  - 26.1.2 oversee professional matters and professional development;
  - 26.1.3 oversee the Certification process and implementation;
  - 26.1.4 develop the Institute's Strategic Plan; and
  - 26.1.5 other roles as approved or delegated by the Directors.
- 26.2 The composition of the Council shall be determined in accordance with **Clause 37**.

## 27. Regions

- 27.1 There shall be Regions declared by the Directors' from time to time.
- 27.2 The Directors may divide Regions into Sub-Regions.

- 27.3 The first Regions shall be the states of New South Wales, Queensland, Victoria, Tasmania, South Australia, Western Australia, the Australian Capital Territory, the Northern Territory of Australia and the whole of New Zealand and shall continue as Regions until changed by the Directors’.
- 27.4 There shall be a Regional Committee for each Region.
- 27.5 The Board may change the Regions and Sub-Regions from time to time but shall only change an existing Region after consultation with the Regional Committee for a Region.
- 27.6 The Board shall from time to time make Rules for the conduct of the Regional Committee.
- 28. Commissions**
- 28.1 There shall be Commissions established by declaration of the Board from time to time.
- 28.2 The first Commissions shall be:
- 28.2.1 Land Surveying;
  - 28.2.2 Hydrography;
  - 28.2.3 Engineering and Mining Surveying;
  - 28.2.4 Spatial Information and Cartography; and
  - 28.2.5 Remote Sensing and Photogrammetry.
- 28.3 The Board may make rules nominating the special interests of a Commission in the Surveying and Spatial Sciences Industries for the role and conduct of a Commission.
- 28.4 There shall be a National Committee for each Commission.
- 28.5 The Board may change the Commissions from time to time but shall only change an existing Commission after consultation with the National Committee of that Commission.
- 29. Young Professionals**
- 29.1 There shall be a group of members called the Young Professionals.
- 29.2 The role of the Young Professionals within the Institute shall be to foster membership and growth of the Institute through:
- 29.2.1 service delivery to young surveying and spatial professionals;
  - 29.2.2 representation of young surveying and spatial professionals in the Institute;
  - 29.2.3 provision of leadership to young professionals within the professions; and
  - 29.2.4 the engendering of community awareness of the surveying and spatial industry and the Institute.

- 29.3 There shall be a committee in each region called the Young Professionals Regional Committee.
- 29.4 There shall be a national committee called the Young Professionals National Committee.

### **30. Special Interest Groups**

- 30.1 There may be Special Interest Groups established by declaration of the Board from time to time.
- 30.2 Special Interest Groups may be established for a specified or unspecified period.
- 30.3 Special Interest Groups may be established based on a specific grouping of Members, or on a specific topic or subject.
- 30.4 A committee may be established for any Special Interest Group, at a national, regional or sub-regional level.
- 30.5 A representative from any Special Interest Group, as nominated to by members of any Special Interest Group Committee, may be invited by the Directors to participate in a meeting, committee or Council, at either national, regional or sub-regional level.
- 30.6 There shall be a Special Interest Group for Student Members, which shall be known as the Students Special Interest Group

### **31. Election of Regional Committees and National Commission Committees**

- 31.1 Once every two years the Members of a Region shall elect members of the Regional Committee and the National Commission Committee for each Commission in accordance with this **Clause 31**.
- 31.2 The members of a Regional Committee shall comprise the persons elected pursuant to this **Clause 31** and any other provision of this Constitution.
- 31.3 The members of each Commission in a Region shall elect:
  - 31.3.1 a member of that Commission in the Region to be a member of the Regional Committee in the Region **and** to be a member of the National Committee for that Commission; and
  - 31.3.2 a member of that Commission in the Region other than the person referred to in **Clause 31.3.1** to be a member of the National Committee for that Commission,

where a Member is a Member of more than one Commission the member shall only have a vote for the purposes of **Clause 31** in that Members' primary Commission.
- 31.4 The Members of a Region shall elect at least two and not more than 10 persons, in addition to Commission representatives, who are members in the Region to the Regional Committee.
- 31.5 The persons elected pursuant to **Clauses 31.3** and **31.4** may be the same persons.
- 31.6 Subject to **Clause 31.4**, the Directors may make rules specifying the number of persons to be elected to a Regional Committee pursuant to **Clause 31.4** and for the conduct of elections for the Regional Committee and the National Commission

Committee. If the Directors have not made a rule specifying the number to be elected pursuant to **Clause 31.4**, then the number shall be two.

- 31.7 If a Region has been divided into sub-regions pursuant to **Clause 27.2** then the Directors may make rules providing for a proportion of the number of persons to be elected to the Regional Committee pursuant to **Clause 31.4** to be resident in each sub-region. The Directors may also make rules providing for the election of persons in a sub-region to be by members who are resident in that sub-region.
  - 31.8 For each region the Directors may make rules for the timing of each election pursuant to **Clause 31.1**.
  - 31.9 Unless otherwise determined pursuant to **Clause 31.8**, elections for the Regions of New South Wales, Western Australia, South Australia, Tasmania will be held on or before 30 September 2009 and then every odd-numbered year.
  - 31.10 Unless otherwise determined pursuant to **Clause 31.8**, elections for the regions of Queensland, Victoria, Northern Territory, Australian Capital Territory and New Zealand will be held on or before 30 September 2009 and then every even-numbered year (notwithstanding any other Clause of this Constitution to the contrary).
  - 31.11 In the event that the Board removes or creates a Region, the Board shall declare the timing of elections for the Region.
  - 31.12 For each Commission the Directors may make rules for the timing of each election pursuant to **Clause 31.1**.
  - 31.13 Unless otherwise determined pursuant to **Clause 31.8**, elections for the Commissions of the Spatial Information and Cartography Commission, the Hydrography Commission and the Engineering and Mining Surveying Commission will be held on or before 30 September 2009 and then in odd-numbered years.
  - 31.14 Unless otherwise determined pursuant to **Clause 31.8**, elections for the initial Commissions of the Remote Sensing and Photogrammetry Commission, the Land Surveying Commission and the Young Professionals will be held on or before 30 September 2009 and then in even-numbered years.
  - 31.15 In the event that the Board removes or creates a Commission the Board shall declare the timing of elections for that Commission.
- 32. Election of Young Professionals Regional Committee and Young Professionals National Committee**
- 32.1 Members of the Young Professionals in a Region shall elect from amongst the Members of the Young Professionals in that Region the members of the Young Professionals Regional Committee as follows:
    - 32.1.1 Chairperson Elect;
    - 32.1.2 Treasurer;
    - 32.1.3 Secretary.
  - 32.2 The Directors may make rules for the conduct of elections for the Young Professionals Regional Committee.

- 32.3 Each Young Professionals Regional Committee shall elect one of its members to be a member of the Young Professionals National Committee.
- 32.4 The Young Professionals National Committee shall comprise the elected representatives from each Young Professionals Regional Committee, the Chairperson of the Young Professionals National Committee and the Chairperson Elect.
- 32.5 The Members of the Young Professionals National Committee every two years elect from amongst its members a:
- 32.5.1 Chairperson Elect;
  - 32.5.2 Treasurer;
  - 32.5.3 Secretary.
- 32.6 The Chairperson Elect who has been elected pursuant to **Clause 32.5** of this Constitution shall be Chairperson of the Young Professionals National Committee in the two years following his or her election.
- 32.7 Every two years the Young Professionals Regional Committee shall elect one of its Members to be a member of the Regional Committee and that person shall be a member of the Regional Committee for that year but that person shall not be eligible to be elected to office pursuant to **Clause 33** of this Constitution.

### **33. Regional Committee**

- 33.1 The role of a Regional Committee shall be to formulate and discuss regional policy relevant to its Region, the delivery of regional membership services, to formulate and recommend budgets for the Region to the Directors or otherwise as shall be determined by the Directors from time to time. The Directors shall make Rules for governing the role and conduct of the Regional Committee.
- 33.2 A Regional Committee shall at its first meeting after the election of the Regional Committee pursuant to **Clauses 31** elect a Chairperson and Vice Chairperson.
- 33.3 The Chairperson of the Regional Committee or if the Regional Committee shall otherwise determine a representative nominated by the Regional Committee who is a member of the Regional Committee shall be a member of the Consultative Council.
- 33.4 The Regional Committee shall fill a casual vacancy in the office of Chairperson, Vice Chairperson or representative pursuant to **Clause 33.3** of this Constitution by election from amongst its members.

### **34. Young Professionals Regional Committee**

- 34.1 The role of the Young Professionals Regional Committee shall be to formulate and discuss policy relevant to the Young Professionals in the Region and in cooperation and conjunction with the Regional Committee the:
- 34.1.1 reporting and provision of regional information to the Young Professionals National Committee;
  - 34.1.2 organisation of regional events and activities;
  - 34.1.3 establishment of regional career development programme;

- 34.1.4 establishment of regional mentoring programme;
- 34.1.5 development of leadership roles and the fostering of new ideas;
- 34.1.6 accreditation of community liaison and promotion of the Institute in the regional community including educational institutions;
- 34.1.7 contributing to a regional publication of the Institute; and
- 34.1.8 or otherwise as shall be determined by the Directors.

34.2 From time to time the Directors shall make rules for governing the role and conduct of the Young Professionals Regional Committee.

### **35. National Commission Committee**

- 35.1 The role of a National Commission Committee shall be to formulate and discuss national policy for the Commission and to advise the Council and the Directors on matters relating to the Commission or otherwise as shall be determined by the Board from time to time. The Board shall make Rules for governing the role and conduct of the National Commission Committee.
- 35.2 Every two years at a time nominated by the Directors the National Commission Committee shall elect a Chairperson who shall (despite the period of his or her election in a Region) hold office for the ensuing two years.
- 35.3 The Chairperson of a National Commission Committee shall be a member of the Council whilst holding the office of Chairperson of the National Commission Committee.
- 35.4 Every year at a time nominated by the Directors a National Commission Committee shall elect a Vice Chairperson who shall hold office for the ensuing year.

### **36. Young Professionals National Committee**

- 36.1 The role of the Young Professionals National Committee shall be to formulate and discuss national policy for the Young Professionals and advise the Board on matters relating to the Young Professionals and in cooperation and conjunction with the National Commission Committees.
- 36.2 The Board shall make rules for the governing of the role and conduct of the Young Professionals National Committee.
- 36.3 The Chairperson of the Young Professionals National Committee shall be a member of the Council during the period of his or her office.

### **37. Council**

- 37.1 The Members of the Council shall be:
  - 37.1.1 the Chairperson of each National Commission Committee, or other representative of the National Commission Committee determined by the National Commission Committee, in accordance with **Clause 35.3**;
  - 37.1.2 the Chairperson of the Regional Committee for each Region or other representative of the Regional Committee determined in accordance with **Clause 33.3**;

- 37.1.3 the President elected in accordance with **Clause 37.2**;
  - 37.1.4 the Treasurer, who shall be elected by the Council from the Members. The Board will determine Rules for the criteria required for a person to be eligible to be elected Treasurer;
  - 37.1.5 the Chairperson of the Young Professionals National Committee as determined in accordance with **Clause 36.3**;
  - 37.1.6 a representative of the Young Professionals who shall be a Member, elected from young professional Institute membership;
  - 37.1.7 the President leaving office as President who shall be called the Immediate Past President who shall hold office until the close of the next Annual General Meeting.
- 37.2 In each year at the first meeting of the Council next following the Annual General Meeting the Council must elect one of their members to be President for the year following the next Annual General Meeting. The Council member so elected shall be:
- 37.2.1 President-Elect and a Director for the Institute until the close of the next Annual General Meeting next following that Director's election; and
  - 37.2.2 a Council member, a Director and President of the Institute from the close of the Annual General Meeting next following that Director's election until the close of the succeeding Annual General Meeting.
- 37.3 The Chairperson or representative of the Students' Special Interest Group will be invited to Council meetings as an observer.

### **38. Council Meetings**

- 38.1 A Director or Council member may at any time, and the Secretary must on the request of a Council member or Council member's alternate, call a Council meeting.
- 38.2 A Council members' meeting must be called on at least 48 hours written notice of a meeting to each Council member and each Council member's alternate.
- 38.3 It is not necessary to give notice of a meeting of the Council members to a person whom the Secretary, when giving notice to the other Council members, reasonably believes to be temporarily outside Australia or New Zealand.
- 38.4 A Council meeting may be held by the Council members communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- 38.5 The Council members need not all be physically present in the same place for a Council meeting to be held.
- 38.6 The Council members may meet together, adjourn and regulate their meetings as they think fit.
- 38.7 A quorum is a majority of Council members in office at the date of the meeting.
- 38.8 Where a quorum cannot be established for the consideration of a particular matter at a meeting of Council members, the Chairperson may request a Board meeting to deal with the matter.

- 38.9 Notice of a meeting of Council members may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Council members.

### **39. Decision on Questions**

- 39.1 Subject to this Constitution, questions arising at a meeting of Council members are to be decided by a majority of votes of the Council members present and voting and, subject to **Clause 40**, each Council member has one vote.
- 39.2 The Chairperson of a meeting does not have a casting vote in a decision to his deliberate vote.
- 39.3 An Alternate Council member has one vote for each Council member for which he is an Alternate.
- 39.4 If the Alternate Council member is also a Council member, he also has a vote as a Council member.

### **40. Council members' Interests**

- 40.1 No contract made by a Council member with the Institute and no contract or arrangement entered into by or on behalf of the Institute in which any Council member may be in any way interested is void or rendered voidable merely because of the Council member holding office as a Council member or because of the fiduciary obligations arising out of that office.
- 40.2 No Council member contracting with or being interested in any arrangement involving the Institute is liable to account to the Institute for any profit realised by or under any such contract or arrangement merely because of the Council members holding office as a Council member or because of the fiduciary obligations arising out of that office.
- 40.3 A Council member is not disqualified merely because of being a Council member from contracting with the Institute in any respect.
- 40.4 A Council member or a body or entity in which a Council member has a direct or indirect interest may:
- 40.4.1 enter into any agreement or arrangement with the Institute;
- 40.4.2 hold any office or place of profit other than as auditor in the Institute; and
- 40.4.3 act in a professional capacity other than as auditor for the Institute, and the Council member or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Institute or from holding an office or place of profit in or acting in a professional capacity with the Institute.
- 40.5 A Council member who has a material personal interest in a matter that is being considered at a Council meeting must not:
- 40.5.1 be present while the matter is being considered at the meeting; or
- 40.5.2 participate in any discussions or decisions on the matter, unless permitted by the *Corporations Act 2001* (Cth) to do so, in which case the Council member may:

- (a) be counted in determining whether or not a quorum is present at any meeting of Council considering that contract or arrangement or proposed contract or arrangement;
- (b) sign or countersign on behalf of the Institute any document relating to that contract or arrangement or proposed contract or arrangement; and
- (c) participate in any decisions in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

40.6 A member of the Council member may be or become a member or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Institute or in which the Institute may be interested as a vendor, shareholder or otherwise and is not accountable to the Institute for any remuneration or other benefits received by the Council member as a Council member or officer of, or from having an interest in, that body corporate.

#### **41. Alternate Council members**

- 41.1 A Council member may, with the approval of the Council, appoint any person as his or her alternate for a period determined by that Council member.
- 41.2 An Alternate Council member is entitled to notice of Council meetings and, if the appointor is not present at a meeting is entitled to attend, be counted in a quorum and vote as a Council member.
- 41.3 An Alternate Council member is an officer of the Institute and is not an agent of the appointor.
- 41.4 The provisions of this Constitution which apply to Council members also apply to Alternate Council members.
- 41.5 The appointment of an Alternate Council member may be revoked at any time by the appointor or by the Council.
- 41.6 An Alternate Council members' appointment ends automatically when his or her appointor ceases to be a Council member.
- 41.7 Any appointment or revocation under this clause must be effected by written notice delivered to the Secretary.

#### **42. Remaining Council members**

The Council may act even if there are vacancies on the Council.

#### **43. Vacation of Office**

- 43.1 The office of a Director immediately becomes vacant if the Director:
  - 43.1.1 is prohibited by the *Corporations Act 2001* (Cth) from holding office or continuing as a Director;
  - 43.1.2 is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or

becomes in the opinion of the Board incapable of performing his or her duties;

- 43.1.3 resigns by notice in writing to the Institute;
- 43.1.4 is removed by a resolution of the Institute;
- 43.1.5 is absent from Board meetings for three consecutive meetings without leave of absence from the Board;
- 43.1.6 is directly or indirectly interested in any contract or proposed contract with the Institute and fails to declare the nature of the interest as required by the *Corporations Act 2001* (Cth); or
- 43.1.7 ceases to be the Chairperson of the National Commission Committee or the Chairperson or other Representative of the Regional Committee.

#### **44. Appointment and Removal of Directors**

- 44.1 If the conduct or position of any Director is such that continuance in office appears to the majority of the Directors to be prejudicial to the interests of the Institute, a majority of Directors at a meeting of the Board specifically called for that purpose may suspend that Director.
- 44.2 Within 14 days of the suspension, the Board must call a general meeting at which the members may either confirm the suspension and remove the Director from office in accordance with **Clause 44.1** of this Constitution or annul the suspension and reinstate the Director.

#### **45. Casual Vacancies**

- 45.1 The Council may appoint a Member as a Director to fill a casual vacancy. The Council shall appoint such a Director from the same Committee from which that Director who has left office was elected or nominated.
- 45.2 A Director appointed under **Clause 45.1** of this Constitution will hold office until the close of the next Annual General Meeting.

#### **46. The Board of Directors**

- 46.1 The members of the Board shall be:
  - 46.1.1 The President;
  - 46.1.2 The Immediate Past President;
  - 46.1.3 The President-Elect, who shall be appointed from and by the Council in accordance with **Clause 37.2**;
  - 46.1.4 The Treasurer, who shall be elected by the Council from the Members in accordance with **Clause 37.1.4**;
  - 46.1.5 Four Members elected from and by the Council, at least one of which must be a Member of the Young Professionals and at least one of which must be a member with managerial experience;

46.1.6 The board will determine Rules for the criteria required for a person to be elected with managerial experience in accordance with **Clause 46.1.5**.

46.2 If the term of the holder of an Office ceases for any reason, the Board on approval of Council must choose a member of the Board or the Council to hold that office.

#### **47. Powers and Duties of Directors**

47.1 The business of the Institute is managed by the Directors who may exercise all powers of the Institute that this Constitution and the Corporations Law do not require to be exercised by the Institute in general meeting.

47.2 Without limiting the generality of **Clause 47.1** of this Constitution, the Directors may exercise all the powers of the Institute to:

47.2.1 borrow money;

47.2.2 charge any property or business of the Institute;

47.2.3 issue debentures or give any other security for a debt, liability or obligation of the Institute or of any other person;

47.2.4 guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person; and

47.2.5 make rules for the operation of the Institute and establishment and regulating the Commissions, Regions, National Commission Committees, Regional Committees, the conduct of members, the subscriptions payable by members and the affairs of the Institute.

47.3 The role of the Board will be, in addition to the duties of a Director under the *Corporations Act 2001* (Cth):

47.3.1 Overall Governance of the Institute;

47.3.2 Strategic planning and overseeing implementation of the Strategic Plan;

47.3.3 Fiduciary oversight, management and planning; and

47.3.4 Monitoring against the Strategic Plan.

#### **48. Directors' Board Meetings**

48.1 A Director may at any time, and the Secretary must on the request of a Director, call a Directors' meeting.

48.2 A Board meeting must be called on at least 48 hours written notice of a meeting to each Director and each Director's alternate.

48.3 It is not necessary to give notice of a meeting of the Directors to a person whom the Secretary, when giving notice to the other Directors, reasonably believes to be temporarily outside Australia or New Zealand.

48.4 Subject to the *Corporations Act 2001* (Cth), a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.

- 48.5 The Directors need not all be physically present in the same place for a Board meeting to be held.
- 48.6 Subject to **Clause 50**, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to participate in decision-making, and vote at the meeting.
- 48.7 **Clause 48.4** applies to meetings of Directors' committees as if all committee members were Directors.
- 48.8 The Directors may meet together, adjourn and regulate their meetings as they think fit.
- 48.9 A quorum is a majority of Directors in office at the date of the meeting.
- 48.10 Where a quorum cannot be established for the consideration of a particular matter at a Directors' meeting due to a casual vacancy, the Directors must adjourn the meeting until the vacancy is filled.
- 48.11 Notice of a Directors' Board meeting may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.
- 49. Decision on Questions**
- 49.1 Subject to this Constitution, questions arising at a meeting of the Board are to be decided by a majority of votes of the Directors present and voting and, subject to **Clause 50**, each Director has one vote.
- 49.2 The Chairperson of a meeting does not have a casting vote in addition to his or her deliberative vote.
- 49.3 An Alternate Director has one vote for each Director for whom he or she is an alternate.
- 49.4 If the Alternate Director is a Director, he or she also has a vote as a Director.
- 50. Directors' Interests**
- 50.1 No contract made by a Director with the Institute and no contract or arrangement entered into by or on behalf of the Institute in which any Director may be in any way interested is void or rendered voidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- 50.2 No Director contracting with or being interested in any arrangement involving the Institute is liable to account to the Institute for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- 50.3 A Director is not disqualified merely because of being a Director from contracting with the Institute in any respect.
- 50.4 A Director or a body or entity in which a Director has a direct or indirect interest may:
- 50.4.1 enter into any agreement or arrangement with the Institute;
- 50.4.2 hold any office or place of profit other than as auditor in the Institute; and
- 50.4.3 act in a professional capacity other than as auditor for the Institute,

and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Institute or from holding an office or place of profit in or acting in a professional capacity with the Institute.

50.5 A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:

50.5.1 be present while the matter is being considered at the meeting; or

50.5.2 vote on the matter, unless permitted by the *Corporations Act 2001* (Cth) to do so, in which case the Director may:

- (a) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
- (b) sign or countersign on behalf of the Institute any document relating to that contract or arrangement or proposed contract or arrangement; and
- (c) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

50.6 A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Institute or in which the Institute may be interested as a vendor, shareholder or otherwise and is not accountable to the Institute for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

## **51. Alternate Directors**

51.1 A Director may, with the approval of the Board, appoint any person as his or her alternate for a period determined by that Director.

51.2 An Alternate Director is entitled to notice of Board meetings and, if the appointor is not present at a meeting is entitled to attend, be counted in a quorum and vote as a Director.

51.3 An Alternate Director is an officer of the Institute and is not an agent of the appointor.

51.4 The provisions of this Constitution which apply to Directors also apply to Alternate Directors.

51.5 The appointment of an Alternate Director may be revoked at any time by the appointor or by the other Directors.

51.6 An Alternate Director's appointment ends automatically when his or her appointor ceases to be a Director.

51.7 Any appointment or revocation under this clause must be effected by written notice delivered to the Secretary.

## **52. Remaining Directors**

The Directors may act even if there are vacancies on the Board.

**53. President**

- 53.1 The President is entitled to chair the Directors' meetings.
- 53.2 If the President is not present at any Directors' meeting within ten minutes after the time appointed for the meeting to begin, the Vice President may chair the meeting but if he is not present within 10 minutes of the time appointed for the meeting to begin the Directors present must elect a Director to be President of the meeting.

**54. Delegation**

- 54.1 The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to the Council, a person or a committee or committees and may at any time revoke any delegation.
- 54.2 Subject to any direction by the Directors, the Council or a committee may regulate its proceedings as it sees fit.

**55. Written Resolutions**

- 55.1 The Directors may pass a resolution without a Board meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.
- 55.2 Separate copies of a document may be used for signing by Directors and may be in the form of a facsimile or electronic transmission.
- 55.3 The Council may pass a resolution without a Council meeting being held if all the Council members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Council member signs.
- 55.4 Separate copies of a document may be used for signing by Council members and may be in the form of a facsimile or electronic transmission.

**56. Validity of Acts of Directors**

If it is discovered that:

- 56.1 there was a defect in the appointment of a person as a Director, Alternate Director or member of a Directors' committee; or
- 56.2 a person appointed to one of those positions was disqualified,

all acts of the Directors or the Directors' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

**57. Minutes and Registers**

- 57.1 The Directors must cause minutes to be made of:
- 57.1.1 the names of the Directors present at all Directors' meetings and meetings of Directors' committees;
- 57.1.2 all proceedings and resolutions of general meetings Directors' meetings and meetings of Directors' committees;

- 57.1.3 all resolutions passed by Directors in accordance with **Clause 55**;
  - 57.1.4 all appointments of officers;
  - 57.1.5 all orders made by the Directors and Directors' committees; and
  - 57.1.6 all disclosures of interests made under **Clause 50**.
- 57.2 Minutes must be signed by the Chairperson of the meeting or by the Chairperson of the next meeting of the relevant body.
- 57.3 The Council must cause minutes to be made of:
- 57.3.1 the names of the Council members present at all Council meetings and meetings of Council's committees;
  - 57.3.2 all proceedings and decisions of Council meetings and meetings of Council committees;
  - 57.3.3 all decisions passed by the Council in accordance with **Clause 55**;
  - 57.3.4 all appointments of officers;
  - 57.3.5 any decisions relating to roles in accordance with **Clause 37**.

## **58. Local Management**

- 58.1 The Directors' may provide for the management and transaction of the affairs of the Institute in any places and in such manner as they think fit.
- 58.2 Without limiting **Clause 58.1** the Directors may:
- 58.2.1 establish local boards or agencies for managing any of the affairs of the Institute in a specified place and appoint any persons to be members of those local boards agencies; and
  - 58.2.2 delegate to any person appointed under **Clause 58.2.1** and delegate to Council, Regional Committees any of the powers, authorities and discretions which may be exercised by the Directors under this Constitution, on any term and subject to any conditions determined by the Directors.
- 58.3 The Directors may at any time revoke or vary any delegation under this **Clause 58**.

## **59. Secretary**

- 59.1 The Directors may appoint a Chief Executive Officer, to manage the whole of the affairs of the Institute and may appoint Regional Executive Officers to manage the affairs of the Institute in the Regions under the supervision and control of the Chief Executive Officer.
- 59.2 There must be at least one secretary of the Institute appointed by the Directors for a term and at remuneration and on conditions determined by the Board.
- 59.3 The Directors may appoint the Chief Executive Officer as Secretary. The Directors may appoint more than one Secretary.

- 59.4 The Secretary is entitled to attend and be heard on any matter at all Directors' and general meetings.
- 59.5 The Directors may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.

## **60. Common Seal**

- 60.1 If the Institute has a Seal:
- 60.1.1 the Directors must provide for the safe custody of the Seal;
- 60.1.2 the Seal must not be used without the authority of the Directors or a committee authorised by the Directors to use the Seal;
- 60.1.3 every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Directors to countersign the document.

## **61. Duplicate Seal**

- 61.1 If the Institute has a Seal, the Institute may have one or more duplicate Seals of the Seal each of which:
- 61.1.1 must be a facsimile of the Seal with the addition on its face of the words 'Duplicate Seal';
- 61.1.2 must not be used except with the authority of the Directors.

## **62. Inspection of Records**

- 62.1 Except as otherwise required by the *Corporations Act 2001* (Cth), the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Institute or any of them will be open for inspection by Members other than Directors.
- 62.2 A Member other than a Director does not have the right to inspect any financial records or other documents of the Institute unless the Member is authorised to do so by a court order or a resolution of the Board.

## **63. Service of Notices**

- 63.1 Notice may be given by the Institute to any person who is entitled to a notice under this Constitution:
- 63.1.1 by serving it on the person; or
- 63.1.2 by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Institute for sending notices to the person.
- 63.2 A notice sent by post is taken to be served:
- 63.2.1 by properly addressing, prepaying (if overseas by air mail) and posting a letter containing the notice; and
- 63.2.2 in Australia, on the day after the day on which it was posted.

- 63.3 A notice sent by facsimile transmission or electronic notification is taken to be served:
- 63.3.1 by properly addressing the facsimile transmission or electronic notification and transmitting it; and
  - 63.3.2 on the day after its dispatch.
- 63.4 If a Member has no Registered Address a notice will be taken to be served on that member 24 hours after it was posted on a notice board at the Office.

#### **64. Persons Entitled to Notice**

- 64.1 Notice of every general meeting must be given to:
- 64.1.1 every Member;
  - 64.1.2 every Director and Alternate Director; and
  - 64.1.3 any Auditor.
- 64.2 No other person is entitled to receive notice of a general meeting.

#### **65. Audit and Accounts**

- 65.1 The Directors must cause the Institute to keep written financial records in relation to the business of the Institute in accordance with the requirements of the *Corporations Act 2001 (Cth)*.
- 65.2 The Directors must cause the financial records of the Institute to be audited in accordance with the requirements of the *Corporations Act 2001 (Cth)*.

#### **66. Winding Up**

If the Institute is wound up:

- 66.1 each Member; and
- 66.2 each person who has ceased to be a Member in the preceding year, undertakes to contribute to the property of the Institute for the:
  - 66.2.1 payment of debts and liabilities of the Institute (in relation to a person who has ceased to be a member, contracted before the person ceased to be a member) and payment of costs, charges and expenses of winding up; and
  - 66.2.2 adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding \$20.00;
  - 66.2.3 payment of any arrears or amount properly due and payable to the Institute with respect to joining fees (if any) and, or any annual subscription.
- 66.3 if any surplus remains following the winding up of the Institute, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another corporation which, by its constitution, is:
  - 66.3.1 required to apply its assets, profits (if any) or other income in promoting its objects which such objects are substantially similar in whole or in part to the objects of the Institute; and

- 66.3.2 prohibited from making any distribution to its members, such corporation to be determined by the members at or before the winding up and in default, by application to the Supreme Court for determination.

## 67. Indemnity

- 67.1 To the extent permitted by law and subject to the restrictions in Section 199A of the *Corporations Act 2001* (Cth) the Institute indemnifies every person who is or has been an officer of the Institute against any liability (other than for legal costs) incurred by that person as such an officer of the Institute (including liabilities incurred by the officer as an officer of a subsidiary of the Institute where the Institute requested the officer to accept that appointment).
- 67.2 To the extent permitted by law and subject to the restrictions in Section 199A of the *Corporations Act 2001* (Cth) the Institute indemnifies every person who is or has been an officer of the Institute against reasonable legal costs incurred in defending an action for a liability incurred by that person as such an officer of the Institute (including such legal costs incurred by the officer as an officer of a subsidiary of the Institute where the Institute requested the officer to accept that appointment).
- 67.3 For the purposes of this **Clause 67**, 'officer' means:
- 67.3.1 a Director;
  - 67.3.2 a Secretary;
  - 67.3.3 any Member elected to the Council, a Regional Committee, a National Commission Committee, Young Professionals National commission or a Special Interest group Committee;
  - 67.3.4 any Member who is appointed to any ad hoc committee or such committee of, the Board, the Council, a Regional Committee, a National Commission Committee, Young Professionals National commission or a Special Interest Group.

## 68. Transitional provisions

- 68.1 Upon registration of the Institute under the *Corporations Act* (Cth) 2001 the members of the Board (Directors) shall be the Initial members.
- 68.2 At the first Directors meeting the Directors must elect:
- 68.2.1 a Director to the position of President of the Institute; and
  - 68.2.2 a Director to the position of Present-elect of the Institute.
- 68.3 The President, elected in accordance with **Clause 68.2** above shall hold office until the annual general meeting held in accordance with **Clause 68.5**.
- 68.4 The President-elect, elected in accordance with **Clause 68.2** above shall hold office as President from the annual general meeting in 2009, held in accordance with **Clause 68.5**, until the annual general meeting in 2010;
- 68.5 The Directors must call an annual general meeting on or before 30 October 2009.
- 68.6 The Directors must cause elections to be held at least one month prior to the annual general meeting referred to in **Clause 68.5**, for positions on:

- 68.6.1 each Regional Committee;
  - 68.6.2 the National Commission Committee for each Commission;
  - 68.6.3 each Young Professionals Regional Committee; and
  - 68.6.4 the Young Professionals National Committee.
- 68.7 Notwithstanding any Clause of this Constitution, the Initial Members may appoint Members (**'the initial appointments'**) to positions on:
- 68.7.1 each Regional Committee;
  - 68.7.2 the National Commission Committee for each Commission;
  - 68.7.3 the Young Professionals National Committee, and
  - 68.7.4 each Young Professionals Regional Committee.
- 68.8 An appointment made under **Clause 68.7** shall be effective until such time as the elections referred to in **Clause 68.6** are held and determined.
- 68.9 Notwithstanding any clause of this Constitution to the contrary, the initial appointments pursuant to **Clause 68.7** shall not:
- 68.9.1 have the effect of constituting or forming the Council under **Clause 37**; or
  - 68.9.2 result in any of the initial appointments becoming a Director.
- 68.10 The Initial Members shall be Directors until an annual general meeting held in accordance with **Clause 68.5**. If a Director resigns or is removed from office prior to the annual general meeting referred to in **Clause 68.5** then the other Directors may appoint a replacement Director.

## SCHEDULE A

The Initial Members of the Institute are

<b>Name of Member</b>	<b>Address</b>
Marina Lynne Leybourne	3/89 Mary Street, Como, Western Australia 6152
Jonathan Donald Saxon	14 Toorak Court, Cherrybrook, New South Wales 2126
Michael Stephen Giudici	80 Draper Road, Howden, Tasmania 7054
Renee Elise Bartolo	3 Varney Crescent, Jingili, Northern Territory 0810
Greg Alan Goodman	3/21 Wilson Street, Wollongong, New South Wales 2500
James Curnow	4 Goyder Street, Erindale, South Australia 5066
Robert Ian Sarib	36 Stoddart Drive, Bayview, Northern Territory 0820
Thomas John Taranto	102 Island Street, Cleveland, Queensland 4163
Andrew James Bashfield	144 Thomas Street, Hampton, Victoria 3188