

AUSTRALIAN INSTITUTE OF QUANTITY SURVEYORS
ABN 97 008 485 809



Memorandum of Association
&
Articles of Association
&
Bylaws

Original December 1970
Last revised 28 October 2016

MEMORANDUM OF ASSOCIATION

1. The name of the Company is THE AUSTRALIAN INSTITUTE OF QUANTITY SURVEYORS.
2. The objects for which the Company is established are:
 - a) The advancement of quantity surveying and the unity of quantity surveyors, by education and research and continuing professional development, improving and elevating the technical knowledge of persons engaged in or about to engage in the profession of quantity surveying, and to secure uniformity in education standards and methodology by quantity surveyors.
 - b) The examination of applicants for membership, the issue and granting of Diplomas and Certificates of qualification and membership.
 - c) To represent generally the views of the profession of quantity surveying, to preserve and maintain its integrity and status and to suppress disreputable and unprofessional conduct or practices.
 - d) To afford means of resolving professional differences and to decide all questions of ethics, usage or courtesy in connection with the profession.
 - e) To promote good feeling and friendly relationships amongst the members and to assist needy members and the relatives of deceased members. To establish and maintain any fund or funds of benevolence for the purpose of making payments out of the income of the Institute from time to time for such benevolent purposes.
 - f) To watch over, protect and promote the interests of the profession generally; to conduct research, to carry out marketing and promotion of members interests in respect of prospective commercial opportunities within Australia and internationally
 - g) To increase the interest and confidence of the public in the profession and to foster the image of members across relevant industry sectors within Australia and internationally.
 - h) To acquire, develop and maintain resources for the use of members.
 - i) To encourage and reward the study of quantity surveying and to grant awards, prizes and donations.
 - j) To purchase, lease, rent, hire or otherwise acquire and hold any real or personal property.
 - k) For any of the purposes of the Institute:
 - i) To acquire by purchase, lease, gift or otherwise any lands or premises and to construct alter or maintain any buildings;
 - ii) To accept gifts of moneys, literature, publications, books or the like;
 - iii) To publish articles, literary works, etc and apply for copyright of the same where appropriate;
 - iv) To affiliate with and enter into reciprocal agreements with similar or kindred bodies in Australia and internationally;
 - v) To encourage settlement of disputes by Arbitration and to act as or to nominate Arbitrators and Umpires on such terms and in such cases as may be deemed expedient.
 - l) To invest the moneys and funds of the Institute in any one or more of the following:
 - i) In the purchase of real estate on freehold or leasehold tenure.

- ii) Upon mortgage of freehold property in any part of the Commonwealth of Australia.
 - iii) On deposit with any bank or financial institution carrying on business in the Commonwealth of Australia.
 - iv) In or upon the stock or shares of any public company.
- m) To sell improve, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Institute.
 - n) To borrow or raise money in such manner as the Institute may think fit and in particular by mortgages or other securities of the Institute and to pay interest upon any borrowed money.
 - o) To bring before and confer with government, and other authorities and public bodies and associations and the officials thereof upon all matters affecting quantity surveying.
 - p) To originate and promote improvements in the law and to support or oppose alterations therein and to effect improvements in administration in matters connected with quantity surveying and for those purposes to take such steps and proceedings as may be deemed expedient or conducive to the attainment of such purposes.
 - q) To collect and circulate statistics and other information relating to quantity surveying; to print, publish, issue and circulate materials including but not limited to newspapers, periodicals, books, papers, circulars and other literary productions and to make available for provision of lectures, exhibitions and demonstrations relating to quantity surveying.
 - r) To adopt and implement such means of marketing and publicity as may seem expedient for promoting the objects of the Institute including a comprehensive website.
 - s) To hold or promote competitions of any description which may be calculated to assist the objects of the Institute.
 - t) To indemnify any member of the Institute in respect of any action taken or to be taken or any liability incurred by such member in any matter which the Institute may consider would further the objects and policy of the Institute.
 - u) To enter into any contracts or arrangements with any other Institute or Institutes and/or kindred bodies whether at present existing or not and whether operating within the Commonwealth of Australia or outside thereof for the purpose of furthering directly or indirectly the attainment of any of the objects of the Institute.
 - v) In furtherance of the objects of the Institute, delegate to any other Institute and/or kindred bodies such powers and authorities as may be deemed expedient from time to time and to cancel, vary or alter any such powers and authorities from time to time.
 - w) To do all such things as are incidental or conducive to the attainment of the above objects.
 - x) To exercise all or any of the above powers in any part of the Commonwealth of Australia or elsewhere and to register in compliance with any Act for the time being in force in such place or places.
3. The income and property of the Institute however derived shall be applied solely towards the promotion of the objects of the Institute as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Institute or to any of them or to any person claiming through any of them.

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Institute or to any members thereof or other person in return for any services actually rendered to the Institute or the repayment of money advanced by any member to or for the purpose of the Institute or the payment of interest

thereon at a rate of interest not exceeding the rate charged at that time by Australian commercial trading banks on overdrawn accounts.

4. If the Institute acts in contravention of the fourth clause of this Memorandum the liability of every member of the Institute who has received any such dividend, bonus or other profit as aforesaid to repay such dividend bonus or other profit at the suit of the Institute shall remain.
5. The liability of the members is limited. Every member of the Institute undertakes to contribute to the Institute in the event of the same being wound up during the time that they are a member or within one year afterwards for payment of the debts and liabilities of the Institute contracted before the time at which they cease to be a member and of the costs charges and expenses of winding up the same and for the adjustment of the right of the contributories amongst themselves such amount as may be required, not exceeding ten dollars and in addition such other amounts as shall be recoverable from them under the preceding clause.
6. If upon winding up or dissolution of the Institute there remains after the satisfaction of all its debts and liabilities any money or property whatsoever the same shall not be paid to or distributed among the members of the Institute but shall be given or transferred to some other association, institution or institutions having objects similar to the objects of this Institute and which prohibits the distribution of its income and property among its members to be determined by the members of the Institute at or before the time of dissolution and in default thereof by a Supreme Court Judge having jurisdiction under the act or such other Judge as may have or acquire jurisdiction in the matter and if so far as effect cannot be given to the aforesaid provision then to some charitable object.
7. The adoption by special resolution of the modification or repeal of any clause in the Memorandum of Association or the Articles of Association must immediately after such adoption, be duly lodged in accordance with the provisions of the Act.
8. True accounts shall be kept of the sums of money received and expended by the Institute and the matter in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Institute and subject to any reasonable restriction as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Institute for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Institute shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

ARTICLES OF ASSOCIATION

DEFINITIONS

1. In these Articles:

Annual Session of the Board of Directors means a Board Meeting or series of Board Meetings held from day to day at or about the time of the Annual General Meeting of the Institute.

Board of Directors means a meeting of the Directors of the Institute.

Board Executive means a meeting of the President, Honorary Treasurer and Vice Presidents.

Chapter means the body of members in any particular state or territory.

Chapter Council means the Councillors of a Chapter of the Institute elected or appointed pursuant to the By Laws

Chief Executive Officer means any person appointed by the Board to perform the duties of Chief Executive Officer of the Institute.

Directors means the Directors of the Institute elected or appointed pursuant to these articles.

Member used in the context of Corporate Membership shall mean a Member in the Corporate grade.

Member(s) and *Institute Member(s)* when used in general terms shall mean the general membership covering all grades unless stated otherwise.

Month means calendar month.

Quantity Surveyor includes, but is not limited to the designations:

- Building or Construction Cost Consultant, Cost Manager, Cost Planner, Cost Engineer, Cost controller, Economist or Value Manager
- Estimator, contract administrator
- Project Manager, Superintendent or Independent Certifier

and similar work dealing with any aspects of construction costs and cost planning and means a person qualified under conditions laid down by the Institute from time to time and includes any teacher, lecturer, professor or student involved in such work.

Territory means any State of the Commonwealth of Australia or any other area constituted a territory by resolution of the Board from time to time.

The Act means the Corporations Act 2001 as amended.

The term *Board* shall have the same meaning as the Board of Directors.

The term *Executive* shall have the same meaning as the Board Executive.

The *Institute* means the company registered as THE AUSTRALIAN INSTITUTE OF QUANTITY SURVEYORS.

The *Head Office* means the registered office for the time being of the Institute.

The term *Regulation* shall include any policy, rule, guideline or condition approved by the Board which provides professional or technical direction for members.

Text which refers to documents, notices, etc as "in writing" shall, unless specifically stated to the contrary ALSO include electronic communication, written documents lodged electronically.

Words or expressions contained in these articles shall be interpreted in accordance with the provisions of the Act.

PURPOSE

2. The Institute is established for the purposes set out in the Memorandum of Association.

MEMBERSHIP

3. The original subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership in accordance with these articles shall be members.

FOUNDATION MEMBERS

4. The foundation members of the Institute shall consist of the signatories to the Memorandum of Association together with such persons who on the Thirty-first day of December in the year 1970 were members of the Australian Institute of Quantity Surveyors Limited and the Institute of Quantity Surveyors of Australia (or the Amalgamating Institutes) and have agreed to become members of the Institute all of whom shall be admitted *ad eundem gradum*.

CLASSIFICATION OF MEMBERS

5. There shall be corporate members and non-corporate members.
 - 5.1. Corporate Members shall comprise:
 - Life Fellows
 - Fellows
 - Members
 - Associates (Not available to new members after 30 November 2012)
 - 5.2. Non Corporate Members shall comprise:
 - Affiliates
 - Students
 - Honorary members of all grades
 - Retired members of all grades

ADMISSION TO MEMBERSHIP

6. The general conditions of admission to membership of the Institute shall be:
 - 6.1. Corporate Membership of the Institute is open to any person who is or has been actively engaged in any branch of the profession of Quantity Surveying, however called, and whose attainments and qualifications are recognised by the Board as falling within those prescribed by the Institute.
 - 6.2. Non-corporate Membership of the Institute is available to any person who is actively engaged in any branch of the profession of Quantity Surveying, however called, and is a person undergoing a course of training or study to equip them for the profession of Quantity Surveying.

OR is a person not qualified for Corporate Membership but meeting the requirements prescribed by the Institute and whose admission will further the aims of the Institute and who is deemed worthy of admission.
7. Every applicant for membership of the Institute (other than the subscribers to the Memorandum of Association and foundation members referred to in Article 4) shall be proposed by at least one member of the Institute or recognised institute. The application for membership shall be made in writing, signed by the applicant and their proposer/s and shall be in such form as the Board from time to time prescribes including payment of application fee. Such applications shall be considered by the Board which shall thereupon determine upon the admission or rejection of the applicant.

UNSUCCESSFUL APPLICATIONS

8. Following the rejection of an application the candidate concerned shall be notified in writing, together with the reasons for rejection. Unsuccessful candidates shall have the right of appeal to a committee established by the Board, which will contain none of the persons on any previous assessment committee or panel. Parties to an appeal shall be responsible for any and all of their own costs involved in the appeal.

SUCCESSFUL APPLICANTS

9. When an applicant has been accepted for membership the applicant shall receive written notice of their acceptance and a request for payment of their prorated annual subscription. Upon payment of their prorated annual subscription the applicant shall become a member of the Institute, provided nevertheless that if such payment not be made within two calendar months after the date of the notice, the Board may in its discretion cancel its acceptance of the applicant for membership of the Institute.

MEMBERSHIP SUBSCRIPTIONS AND APPLICATION FEES

10. The application fee and annual subscription payable by members of the Institute shall be such as the Board shall from time to time prescribe.

REGISTER OF MEMBERS

11. A register of members shall be kept by the Institute which will contain such particulars as are required by the Act, and as the Board may from time to time prescribe. Every Member shall furnish the Institute with all of the required particulars. No name or designation shall be entered in or removed from the register save as provided for in these Articles.

CESSATION OF MEMBERSHIP

12. If the subscription of a member remains unpaid for a period of two calendar months after it becomes due, then after notice in writing of such default, the member shall be deemed to have resigned their membership, unless otherwise determined by the Board.
13. A member may resign their membership of the Institute at any time, by giving notice in writing to the Chief Executive Officer. The member shall remain liable for any annual subscription and any arrears due and unpaid at the date of resignation and for all other moneys due from them to the Institute including for such sum as they are liable as a member of the Institute under clause 6 of the Memorandum of Association of the Institute.

REINSTATEMENT

14. Corporate and non-corporate members whose membership is terminated for any reason may be reinstated and in such class of membership as the Board may determine. Any person who has ceased to be a member for more than five years may be required to pass an examination test or assessment as directed by the Board, provided that the Board may, upon receipt of all arrears, reinstate in their membership any such member.
15. In the event that the applicant is not prepared to accept the determination of the Board they shall have the right of appeal to a committee established by the Board, which will contain none of the persons on any previous assessment committee or panel. Parties to an appeal shall be responsible for any and all of their own costs involved in the appeal.

STATUTORY LIMITATIONS

16. In any state or country where there is in force a Statute restricting the use of the designation "Quantity Surveyor" to persons duly registered as such under such Statute; none but persons so registered as Quantity Surveyors shall be eligible to become corporate members or if already corporate members shall be entitled to remain such members of the Institute.

COMPOSITION OF THE BOARD OF DIRECTORS

17. The Board of Directors of the Institute shall consist of two Directors representing each Chapter elected by ballot of such Chapter as outlined in the following article.

ELECTION OF DIRECTORS

18. The election of Directors shall take place in the following manner:
- a) Any two corporate members of the Institute shall be at liberty to nominate any other corporate member from their chapter to serve as a Director.
 - b) The nomination, which shall be in writing and signed by the member, their proposer and seconder, shall be lodged with the respective Chapter Secretary at least fourteen days before the Chapter Annual General Meeting at which the election is to take place.
 - c) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each corporate member present at the Chapter Annual General Meeting shall be entitled to vote.
 - d) In the event that there are not a sufficient number of candidates nominated at the Chapter Annual General Meeting, the Chapter Council may fill any remaining vacancy or vacancies at a subsequent Chapter Council Meeting. Any person so elected shall hold office until the end of the relevant term of office.

COMPOSITION OF THE BOARD EXECUTIVE

19. The Board Executive shall consist of the following;
- a) President
 - b) Honorary Treasurer
 - c) Vice Presidents (2 no)
 - d) One other member of the board of directors

ELECTION OF BOARD EXECUTIVE AND PRESIDENT ELECT

20. The Board of Directors during the course of the Annual session of the Board, prior to the Annual General Meeting of that session shall elect from their number the five members of the Board Executive. The Board during its annual session shall also elect one of the Vice President's as President Elect.

TERM OF OFFICE – DIRECTORS AND BOARD EXECUTIVE MEMBERS

21. Each Director's term of office shall extend from the date of the Chapter Annual General Meeting at which they were elected for a period of two years. The commencement of the terms of office for Directors shall be staggered such that one of the two Director's positions is elected or re-elected each year at the Chapter Annual General Meeting.
22. Each Board Executive member's term of office shall be for one year, commencing at the conclusion of the Annual Session of the Board of Directors.

CASUAL VACANCIES – DIRECTORS AND BOARD EXECUTIVE MEMBERS

23. In the event of a vacancy in the Board occurring through the death or resignation of a Director or from any other cause, the relevant Chapter Council shall be responsible for electing a new Director to fill the casual vacancy. Except where the vacancy arises 3 months before a Chapter Council Annual General Meeting, the vacancy shall be filled by a vote taken at a Chapter Council Meeting. Not less than one month prior to such a meeting, nominations shall be opened for the filling of the casual vacancy. Any person so elected shall hold office for the remainder of the unexpired portion of the normal two year term of office.
24. In the event of a vacancy in the Board Executive occurring through the death or resignation of an Executive member or from any other cause, the remaining members of the board shall be responsible for electing a replacement member of the Board Executive to fill the casual vacancy. Except where the vacancy arises 3 months before the Annual General Meeting, the vacancy shall be filled by a vote by the Board members, in a manner to be determined by the President. Any person so elected shall hold office for the remainder of the unexpired portion of the normal one year term of office.

REMOVAL OF DIRECTOR OR BOARD EXECUTIVE MEMBER

25. A Director and/or Board Executive Member may only be removed, prior to the expiration of their period of office, by an ordinary resolution of a general meeting of the institute. Any vacancy arising from the use of this clause shall be treated as a casual vacancy.

26. The office of a Director and/or Board Executive Member shall become vacant if they:
- a) become bankrupt;
 - b) become prohibited from being a director of a company by reason of any order made under the Act;
 - c) resign their office by notice in writing to the Institute;
 - d) are absent without apology from meetings of the Board for more than a 6 month period;
 - e) hold any office of profit under the Institute (excluding skilled migration assessments);
 - f) cease to be a member of the Institute; or
 - g) are directly or indirectly interested within the meaning of the Act (disclosure of interest in contracts, property) in any contract or proposed contract with the Institute. Provided always that nothing in this sub-article shall affect the operation of clause 3 of the Memorandum of Association of the Institute.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

27. The business of the Institute shall be managed by the Board of Directors who may pay all expenses incurred in promoting and running the Institute and may exercise all such powers of the Institute as are not, by the Act or by these Articles, required to be exercised by the Institute at an Annual General Meeting or a Special General Meeting, provided that any direction, rule, or by-law of the company issued or made by the Board may be disallowed by the Institute at an Annual General Meeting or Special General Meeting; and provided further that no resolution passed by the Institute at such a meeting shall invalidate any prior act of the Board which would have been valid if that resolution had not been passed.
28. The Board may exercise all the powers of the Institute to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Institute.
29. For the purposes of clause 2 of the Memorandum of Association the rate of interest payable in respect of money lent by members to the Institute shall not exceed the rate paid for the time being by the Institute's bankers in respect of term deposits.
30. The Board shall cause minutes and records to be made -
- a) of all proceedings at all meetings of the Board
 - b) of all proceedings at all Annual General Meetings and Special General Meetings
 - c) of the names and term of office of all Directors and Board Executive Members

Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.

31. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
32. The President shall preside as chairman at meetings of the Board, or if they are absent or unwilling to preside, the President Elect shall be chairman or if they decline to, the members may choose one of their number to be the chairman of the meeting.
33. At the sole discretion of the President, any matter may be put to the Board of Directors for decision by flying minute, between meetings of the Board of Directors. And such decision shall be as valid and effectual as if it had been passed at a normal Board of Directors Meeting.

BOARD OF DIRECTORS MEETINGS FREQUENCY

34. A meeting of the Board of Directors shall be held at least twice every year, with no more than 9 months to elapse between meetings.

BOARD OF DIRECTORS MEETING QUORUM AND VOTING

35. The quorum for a Board of Directors meeting shall be a majority of the total number of Directors in office at the time.

36. A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authority's powers and discretions by or under the Articles of Association for the time being vested in or exercisable by the Board generally.
37. Subject to these Articles questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and a determination by a majority of the Board members present shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairman of the meeting shall have a second casting vote.

ACTING PRESIDENT

38. In the event of the incapacitation, temporary leave or other such absence of the President, the Board shall appoint the President Elect as Acting President until such time as the President resumes their duties. The acting President shall the same powers of the President.

POWERS AND DUTIES OF THE BOARD EXECUTIVE

39. The Board Executive shall meet as and when determined by the President.
40. Decisions of the Board Executive shall be made by consensus.
41. Meetings and decisions of the Board Executive shall be minuted and circulated.
42. The functions of the Board Executive are;
 - a) to make decisions between meetings of the Board of Directors that cannot wait until the next meeting of the Board of Directors.
 - b) to give directions to the Chief Executive Officer and other staff as appropriate between Board of Directors meetings.
 - c) to implement the decisions of Board of Directors meetings.
 - d) to consult the board of Directors on important matters and decisions where appropriate on decisions that need to be made between Board of Directors meetings.
43. The President shall have the sole discretion to decide whether a matter is sufficiently urgent or important to require a decision by the Board Executive or the full Board of Directors between normal Board of Directors meetings.
44. A decision of the Board Executive, shall be as valid and effectual as if it had been passed at a Board of Directors Meeting. All significant Board Executive decisions shall be formally noted at the commencement of the following normal Board of Directors Meeting.

DELEGATION TO BOARD SUB-COMMITTEES

45. The Board may delegate any of its powers and or functions (not being duties imposed on the Board members as the Directors under the Act) to one or more board sub-committees consisting of members of the Institute. Any board sub-committee shall conform to any directions that may be given by the Board and shall have power to co-opt any member or members of the Institute. All members of board sub-committees shall have one vote.
46. Every board sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman shall have a second or casting vote.
47. All board sub-committees, their purpose and their membership shall be reconfirmed annually during the Annual Session of the Board of Directors.

ACCOUNTS

48. The Board shall cause proper accounting and other records to be kept and shall distribute copies of the profit and loss account and balance sheet as required.
49. On an annual basis the profit and loss account and balance sheet, accompanied by a copy of the Auditors report thereon, as required by the Act, shall be tabled at the Annual session of the Board of Directors and the Annual General Meeting, made up to a date not more than five months before the date of the meeting.

50. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Institute shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by two persons under a policy as determined by the Board.
51. The Honorary Treasurer shall liaise with the Chief Executive Officer and finance controller regarding preparation and distribution of regular financial reports to the Board Executive.
52. The Honorary Treasurer shall liaise with the Chief Executive Officer and the financial controller regarding the preparation of an annual budget for approval by the Board of Directors. Annual membership dues shall be approved at a Board of Directors meeting as part of the budget approval process.

AUDIT

53. An annual audit shall be conducted. A properly qualified Auditor or Auditors shall be appointed each year at the Annual General Meeting.

CHIEF EXECUTIVE OFFICER

54. The Board shall appoint a Chief Executive Officer and such other officers and/or acting officers (who may or may not be members) as it deems fit.
55. The Chief Executive Officer shall be employed on the basis of an agreed duty statement including KPI's.
56. The Chief Executive Officer shall be appointed and authorised to act as company secretary for the purposes of the Act.
57. The Chief Executive Officers duties and responsibilities shall include;
 - a) Management of the AIQS Head Office and any other offices
 - b) Management of all employed staff
 - c) Marketing and Sponsorship
 - d) Membership functions
 - e) Representation of the Institute
 - f) Education
 - g) Financial matters
 - h) Other matters in their duty statement or as delegated by the President or the Board.

ANNUAL GENERAL MEETINGS OF THE INSTITUTE

58. The Annual General Meeting shall be held at such time and place in each year as may be prescribed by the Board.
59. The business of the Annual General Meeting shall be to;
 - a) Receive an Annual Report from the President
 - b) Receive an Annual Report including financial statements from the Honorary Treasurer
 - c) Appoint an auditor (who shall be a registered company auditor)
 - d) Any other business which under the articles ought to be transacted at an Annual General Meeting and any business brought under consideration of a report of the Board.
60. No business shall be transacted at an Annual General Meeting except such as is set forth in the notice convening the same.

SPECIAL GENERAL MEETING OF THE INSTITUTE

61. The Board shall on the request of not less than three Board members or on the request of members of the Institute representing not less than five percent of the total voting rights of all members having at the date of the request a right to vote; duly proceed to convene a Special General Meeting.
62. The request shall state the objects of the meeting and shall be signed by the requisitionists and lodged in writing at the registered office of the Institute and may consist of several documents, each signed by one or more requisitionists. If within twenty one days from the date of the

lodgment of the request, the board does not proceed to convene a meeting, the requisitionists or any of them representing more than fifty per cent of the total voting rights of all of them may themselves convene a meeting. Any meeting so convened shall not be held after the expiration of three months from the date of the original request.

63. A meeting convened under this Article by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Board. Any reasonable expenses incurred by the requisitionists by reason of failure of the Board duly to convene a meeting shall be repaid to the requisitionists by the Institute.
64. All business shall be deemed to be special that is transacted at a Special General Meeting and no business shall be entered upon by any Special General Meeting except such as is set forth in the notice convening the same.

ANNUAL GENERAL MEETING OR SPECIAL GENERAL MEETING PROCEDURE

65. Voting - At any Annual or Special General Meeting every question shall be decided in the first instance by a show of hands unless a poll be demanded in a manner hereinafter provided; and a declaration by the Chairman that a resolution has been carried or has not been carried and a record in the minutes of the Institute shall be conclusive evidence of the fact without proof of the number of votes recorded in favour of or against such resolution.
66. Proxies - Votes at Annual or Special General Meetings may be given personally or by proxy. Proxies must be signed and witnessed. A proxy at any meeting must be a current corporate member, entitled to attend the relevant meeting. All proxies must be lodged with the President (Chair of the Meeting) prior to the commencement of the relevant meeting. Each proxy shall be appointed in writing in a format approved by the Board Executive, pre-circulated with any Annual or Special General Meeting notice of meeting.
67. Notice of Meeting - Not less than thirty calendar days' notice shall be given to the members, stating the date, hour and place of such meeting and the nature of the business to be brought forward. The accidental omission to give the required notice to any member shall not invalidate the proceedings at such a meeting.
68. Quorum - Twenty corporate members or ten per cent of the corporate members, whichever is the lesser, shall form a quorum. No business shall be transacted at any Annual General Meeting or Special General Meeting unless a quorum of members is present at the time when the meeting commences business.
69. Lack of Quorum - If within half an hour from the time appointed for the meeting a quorum be not present the meeting if convened by or upon the requisition of corporate members shall be dissolved. In any other case it shall stand adjourned to a date, time and place as determined by the Board Executive and at such postponed meeting the business shall be transacted by the corporate members present (being not less than ten) shall be deemed to be a quorum.
70. Chairman - The President of the Institute or failing them the President-Elect shall preside as Chairman. If within fifteen minutes after the time appointed for holding any such meeting neither the President nor President-Elect be present and willing to act the corporate members present shall choose one of the corporate members of the Board present to be Chairman or if no corporate member of the Board be present and willing to act the corporate members of the Institute present shall choose one of their number to be Chairman. No business shall be discussed or transacted whilst the Chair is vacant, except the election of a Chairman.
71. Adjournment - The Chairman may with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
72. Voting by Poll - A poll may be demanded before or upon the declaration of a show of hands by three corporate members present at the meeting and such poll shall be taken at such time and in such manner as the Chairman shall direct and the result of such poll shall be deemed to be the resolution of the Institute in such meeting. In case of an equality of votes either on a show of

hands or at a poll the Chairman shall be entitled to a casting vote in addition to the vote to which they may be entitled as a member.

73. Visitors – Any corporate member with the previous consent of the President shall have the privilege of introducing visitors or special guests to be present while the public business of the Institute is being transacted.
74. Resolution - Any resolution (other than a resolution for alteration or repeal of the articles) adopted by a simple majority of those members having the right to vote and voting at such meetings shall be deemed and is hereby declared to be a resolution of the Institute.
75. Voting Eligibility - Corporate Members shall be entitled to be present and to take part in the discussions on any subject brought before the meetings and to vote thereon subject to the provisions of Article 12.
76. Members not entitled to Vote - Non-Corporate Members shall be entitled to be present and to take part in the discussions on any subject brought before the meetings but shall not be entitled to vote.

NOTICE

77. Any notice required by law or by or under these articles to be given to any member shall be given by sending it by post, or electronic mail, to them at their registered address, or to the address, if any, supplied by them for the giving of notices. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected by properly addressing an email containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its sending. The word "letter" shall include a copy of a newsletter or electronic bulletin of the Institute in which is printed such notice.
78. Notice of every Annual General Meeting or Special General Meeting shall be given in any manner hereinbefore authorised to:
 - a) every member except those members for whom the Institute has no registered address or other address for the giving of notices to them; and
 - b) the Auditor or Auditors for the time being of the Institute.
79. No other person shall be entitled to receive notices.

VALIDITY OF ACTIONS

80. All actions decided by any meeting of the Board or of a sub-committee or by any Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or Board sub-committee, or that any of the Directors were unknown to be disqualified, shall be as valid as if every such person had been appointed and was qualified to be a Director or sub-committee member.

FORMAL INSTRUMENT

81. The Board shall provide for the safe custody of the formal instrument which shall only be used by the authority of the Board and every instrument to which the formal instrument is affixed shall be signed by a Director and shall be countersigned by the Chief Executive or by a second Director or by some other person appointed by the Board for that purpose.

WINDING UP

82. The provisions of clause 6 of the Memorandum of Association relating to the winding up or dissolution of the Institute shall have effect and be observed as if the same were repeated in these Articles.

INDEMNITY

83. Every Director, Board Executive Member and other officer of the Institute shall be indemnified out of the assets or insurances of the Institute against any liability arising out of the execution of the duties of their office incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the Court except as otherwise stipulated under the Act in respect of any negligence default breach of duty or breach of trust.

REGULATIONS AND BY-LAWS

84. The Institute subject to the limitations imposed by the Memorandum of Association and by these Articles may make regulations and by-laws for the proper control, administration and management of the Institute's operations, finances, affairs, interests, effects of property and may amend or repeal the said regulations and by-laws from time to time.

ALTERATION AND REPEAL OF MEMORANDUM OR ARTICLES

85. The Memorandum of Association or Articles of Association may be altered or repealed or new Articles may be passed at any Annual General Meeting or Special General Meeting of the Institute provided that notice of any such proposal shall be given to the members in a manner determined by the Board and provided that such proposal must be carried by a majority of seventy five per cent of the members present in person or by proxy who are entitled to vote.

COMPLIANCE WITH MEMORANDUM AND ARTICLES OF ASSOCIATION, BY LAWS, REGULATIONS AND CODE OF PROFESSIONAL CONDUCT

86. Every member shall comply with the Memorandum and Articles of Association of the Institute and with By Laws, Regulations and Code of Professional Conduct from time to time established by the Institute.

87. The Board shall establish Complaints Handling and Disciplinary Procedures to address complaints lodged against members.

BY LAWS

BL.1 Definitions

Refer Section 1 – Articles of Association

MEMBERSHIP

BL.2 Examinations

Examinations under the Articles which the Institute may from time to time think fit to establish shall be held at such times and places within the Commonwealth of Australia or elsewhere and in such manner as the Board may from time to time determine. The Board may determine the fees to be paid by candidates in respect of all examinations which the Institute may hold under the authority of these Articles or which the Institute may hereafter be empowered or required by Statute to hold and such other examinations as the Institute may from time to time think fit to conduct.

BL.3 Application for Membership

All applications for membership shall be in writing and shall be nominated by a minimum of one member of the Institute and shall be forwarded to the Membership officer who will forward them if required to the Secretary of the relevant Chapter. The Chapter Council shall on due investigation as to the qualifications and fitness of the applicant recommend to the Board to approve or refuse this application subject to any entrance examination or assessment prescribed in the Conditions of Membership from time to time.

BL.4 Notice of Membership Applications, Advancements, Transfers, Retirements and Rejections

The Secretary of a Chapter or other duly authorised Chapter office bearer shall notify in writing the Chief Executive Officer of the Institute the recommendations of all applications for membership or advancement, transfers, resignations or retirements of members and of rejection of any application for membership or advancement.

BL.5 Subscriptions

All annual subscriptions shall become due and payable in advance on the first day of July in every year.

BL.6 Chapter Membership

A member of the Institute shall ipso facto be a member of the Chapter in the Territory in which they permanently reside.

A member of the Institute who permanently resides outside Australia will be considered to be a member of the International Chapter.

A member who transfers their place of residence from one Territory to another shall notify the Chief Executive Officer of the Institute within one month of affecting such a transfer, including any changes in contact details.

BL.7 Diplomas, certificates

The Institute shall have power to grant such diplomas or Certificates in connection with examinations or otherwise in such manner as the Board may from time to time prescribe. Provided that every diploma or certificate on the face of it shall show that it is merely a certificate granted on an examination by the Institute or upon other qualifications prescribed by the Articles of Association for the time being in force and that it does not take effect under any statutory or public power.

Every Corporate Member and such other members as the Institute shall determine shall be entitled to obtain a diploma of membership, subject to such conditions and on payment of such subscriptions or other sums as the Board may from time to time prescribe.

BL.8 Certified Status

The Institute shall have the power to create and manage a Certified Status for eligible corporate grade members subject to regulations approved by the Board.

BL.9 Letters (postnominals)

Every corporate member and such other members as the Board shall determine may use after their names such initials as shall be determined.

The institute shall have the power to approve additional letters (postnominals) associated with Certified Status for eligible corporate grade members.

No other classes of member are to use any initials.

A member practicing with any person not a corporate member of the Institute shall not use after the title of the firm any abbreviated forms or initials or describe the firm as members of the Institute, however the corporate member them self may personally continue to use the initials to which they are entitled.

CHAPTERS

BL.10 Chapter Territories

- 10.1 To Queensland chapter the whole of the State of Queensland
- 10.2 To New South Wales the whole of the State of New South Wales.
- 10.3 To Victoria Chapter the whole of the State of Victoria and Tasmania.
- 10.4 To South Australia the whole of the State of South Australia and the Northern Territory
- 10.5 To Western Australia Chapter the whole of the State of Western Australia
- 10.6 To ACT Chapter the whole of the Australian Capital Territory.
- 10.7 To International Chapter all lands in which there are Institute Members outside Australia and its Territories.

The Institute may amend the boundaries of any Territory with the concurrence of the Chapter or Chapters affected.

BL.11 New Chapters

Any body of not less than ten Corporate Members permanently resident in one locality may petition the Institute to be admitted as a new Chapter. The Institute shall have the power to admit a new Chapter only at the request or with the approval of the existing Chapter in the territory in which the new Chapter is proposed and majority approval of the Board.

BL.12 Division of Chapter

Where in any part of a Territory other than the Capital City of a State there reside a number of members sufficient for the purpose, the Board may on the advice of the Chapter Council concerned define such part of a Territory as a Division thereof and without effect to the normal functioning of the Chapter as a whole the members resident in a Division may be empowered as follows:

- 12.1 To elect one or more representatives from their number as the Chapter may determine and such elected representative shall be members of the Chapter Council in addition to the members defined in By Law 17.1.
- 12.2 To elect a divisional committee, appoint honorary officers and hold meetings both of the committee and of members resident in the Division and conduct such business thereat and exercise such functions as the Chapter Council may from time to time delegate or approve.
- 12.3 A Divisional Committee shall be responsible to the Chapter Council concerned. The members of a Division shall be responsible for any financial or other liabilities incurred by the Division without prior approval of the Chapter Council concerned.

BL.13 POWERS OF CHAPTER

A chapter shall have the following powers within its Territory subject however to the provisions of the Memorandum and Articles of the Institute. The powers of the International Chapter shall be subject to amendment by motion of the Board of Directors where necessary to facilitate its on-going activities.

- 13.1 Powers by Delegation - To further any of the objects set forth in Clause 3 of

the Memorandum (hereinafter referred to as the objects of the Institute) under the direction of or powers delegated by the Institute

13.2 Subscription Levies - To receive or retain such parts as may be determined from time to time by the Institute of any fees, subscriptions or levies collected or raised by the Institute, and thereafter to apply the same in furtherance of the objects of the Institute and/or in conduct of the business of the Chapter.

13.3 Financial - To raise money in such manner as the Chapter shall think fit for the furtherance of the objects of the Institute. The chapter shall not borrow money without the explicit approval of the Board of Directors.

True accounts shall be kept by the Board in respect of each Chapter of the sums of money received and expended by each Chapter and the manner in respect of which such receipts and expenditure take place. Each Chapter Council shall furnish the Board with such information as it requires to keep the accounts.

All income and property of the Chapter shall in fact be income and property of the Institute held in trust for such Chapter and may be applied by the Chapter in accordance with the By Laws solely for the conduct of Chapter business and towards the promotion of the objects set forth in the Memorandum.

13.4 Donations Prizes - To encourage and reward the study of Quantity Surveying and to grant awards prizes and donations in the name of the Chapter.

13.5 Social - To promote good feelings and friendly relationship among its members and between its members and other members of the Institute or members of kindred Bodies.

13.6 Publicity - To adopt any means of publicity as may seem expedient for promoting the objects of the Institute provided that the content of such publicity shall not knowingly contravene any principle declared by the Institute.

13.7 Agreements - To enter into agreements between the Chapter and Government and other authorities and public bodies and associations and kindred bodies and the officials thereof provided that the scope of any such agreement does not extend beyond the boundaries of the territory of the Chapter and the agreement has been approved in advance by the Board Executive. A Chapter can not enter into any agreement of any kind that is binding upon the whole of the members of the Institute.

13.8 Contracts and Documents - To adopt such forms, contracts and any other documents connected with the profession and to amend and /or copy right same always provided that the Chapter shall withdraw any such publication and cease to adopt same at such time as the Institute shall declare the same to be superseded.

13.9 New Members - To recommend to Council the admission of new members of the Institute subject to the Articles and to any rules or regulations approved by the Board.

13.10 Winding up - If upon winding up or dissolution of a chapter there remains after satisfaction of all its debts and liabilities any money or property the same shall revert wholly to the Institute.

13.11 Special Grants - A Chapter may apply for and receive a special grant or grants of money from the Institute to be expended solely for the purposes approved by the Institute.

BL.14 Chapter Annual General Meeting

14.1 Annual General Meetings of each Chapter shall be held once each year at such a place and such time not being fifteen months after the holding of the preceding Annual General Meeting as the Chapter Council may determine.

14.2 The business of an Annual General Meeting of a Chapter shall be to receive and consider reports of the Chapter Council including financial statements, to elect officers and other

members of the Chapter Council, to elect members to the Board of Directors of the Institute and to transact any other business which ought to be transacted at an Annual General Meeting including any business which is brought under consideration by a report of the Chapter Council.

BL.15 Chapter Special General Meetings

The Chapter Council shall on the requisition of not less than three Chapter Council members or on the requisition of members of the Institute representing not less than ten per cent of the total voting rights of all members of that Chapter having at the date of the request a right to vote, proceed to convene a Special General Meeting.

BL.16 Chapter Annual General Meeting or Special General Meeting Procedure

- 16.1 Voting - Questions submitted to an Annual or Special General Meeting of a Chapter shall be decided in the first instance on the voices or by the show of hands and in the case of an equality of votes the Chairman shall have a casting vote in addition to the vote to which they may be entitled as a member. A declaration by the Chairman that a resolution has been carried or lost and an entry to that effect in the Minutes of the Chapter shall be conclusive evidence of the fact without proof of the number and proportion of the votes recorded in favour of or against such resolution.
- 16.2 Voting Eligibility - Every Corporate Member present in person shall have one vote but no member shall be entitled to vote on any question or be reckoned in quorum while any subscription or other sum shall be due and payable by them to the Institute.
- 16.3 Voting – Election of Office Bearers - Where there is more than one nomination for a position, voting shall be by secret ballot.
- 16.4 Proxies - Any Corporate Member may appoint in writing any Corporate Member of the Chapter to be their fully authorised proxy for the purposes of the meetings of the Chapter and any act or vote of such substitute shall be deemed to be the act or vote of such member and be equally binding and effective.
- 16.5 Notice of Meetings - Fourteen calendar days' notice of an Annual or Special General Meeting shall be given by the Secretary of the Chapter to all members entitled to receive notice specifying the date, hour and place of meeting and nature of the business. The accidental omission to give notice of a Meeting to or the non-receipt of notice of a Meeting by any member shall not invalidate the proceedings of any Meeting.
- 16.6 Quorum - No business shall be transacted at an Annual or Special General Meeting unless a quorum of corporate member be present. Subject to the next succeeding By Law 13.7 five corporate members or fifteen percent of the corporate membership of the Chapter whichever is the greater personally present and entitled to vote shall be a quorum. Members may be present in person or by telephone, video or similar method.
- 16.7 Lack of Quorum - If within one half hour from the time appointed for the meeting a quorum of corporate members is not present, a meeting if convened upon the requisition of corporate members shall be dissolved. In any other case the corporate members present shall constitute a quorum.
- 16.8 Chairman - The Chapter President shall preside at all meetings of the Chapter provided that in the absence of the President the Vice-president shall preside and in the absence of both President and Vice-President the members present shall choose one of their number to be Chairman at such meeting.
- 16.9 The election, term of office, removal, etc of a Chapters (2 no) Board of Directors members shall be governed by clauses 23, 24, 27, 29, 31 and 32 of the articles.

BL.17 Composition of Chapter Council

- 17.1 There shall be Chapter Council of each Chapter consisting of the following;
- a. President
 - b. Vice- President
 - c. Treasurer
 - d. Secretary
 - e. Board of Directors Members (2 no)
 - f. Not less than one or more than eight other Corporate Members of the Chapter as decided from time to time by the Chapter at an Annual General Meeting.
- 17.2 It is the policy of the Institute that no Chapter Council should be dominated by the representatives of any single enterprise.
- 17.3 The International Chapter shall have no more than 2 representatives from any country.
- 17.4 The Board of Directors Members (2 no) elected by the International Chapter shall not reside in the same country and where divisions exist, shall not reside in the same division.

BL.18 Chapter Term of Office

- 18.1 The term of office of chapter council office bearers shall be 12 months, except for Board of Directors Members whose term shall be for 2 years.
- 18.2 In the event of the incapacitation of the Chapter President the Chapter Vice-President shall possess all the powers of the President and shall act as such during the period of such incapacitation and in the event of the death or resignation of the Chapter President, the Chapter Vice President shall become the President for the term of the unexpired Chapter Presidency. A member who has held the office of Chapter President or Chapter Vice-President shall be eligible for election for a second time but thereafter they shall not be again eligible for election to such office until a period of three years has elapsed from the time of their relinquishing office.

BL.19 Nominations for Chapter Office

Nominations for the election of Chapter Officers and other membership of a Chapter Council shall be in writing signed by the proposer and seconder and accepted by the member proposed. Such nominations must be deposited with the Secretary at least fourteen days before the date of the meeting. The election of such Officers and other members shall be by secret ballot.

BL.20 Chapter Casual Vacancies

Any casual or other vacancy which may occur in a Chapter Council may be filled at a subsequent meeting of the Chapter Council. Any such position filled by this method, shall hold office (subject to these By Laws) until the next Annual General Meeting.

BL.21 Removal of Chapter Councillor

The Chapter may remove any member of Chapter Council before the expiration of their period of office if they;

- a. become bankrupt;
- b. become prohibited from being a director of a company;
- c. resign their office by notice in writing to the Institute;
- d. are absent without apology from meetings of chapter for more than a 3 month period;
- e. cease to be a member of the Institute.

A vacancy arising from the use of this clause shall be treated as a casual vacancy.

BL.22 PROCEEDINGS OF A CHAPTER COUNCIL MEETING

- 22.1 Frequency of Chapter Council Meeting - Chapter Council shall meet as often as the business of the Chapter shall require but not less frequently than once in every two months. Notwithstanding the above the International Chapter meetings shall be held not less frequently than once every three months.

- 22.2 Quorum of Chapter Council Meeting - Four members of a Chapter Council shall constitute a quorum.
- 22.3 Convening a Chapter Council Meeting - The Secretary shall on the request of the President or three members of a Chapter Council convene a meeting of the chapter.
- 22.4 Notice of Chapter Council Meeting - At least seven days' notice of a Chapter Council meeting shall be given to each member of a Chapter Council, but the accidental omission to give notice to or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at any meeting.
- 22.5 Chairman of Chapter Council Meeting - The President shall preside at all meetings of Chapter Council and will perform all duties commonly pertaining to that office provided that in the absence of the Chapter President the Chapter Vice-president shall preside and in the absence of both Chapter President and Chapter Vice-President, the remaining members present shall choose one of their number to be Chairman of the meeting.
- 22.6 Voting at Chapter Council - At all meetings of a Chapter Council each member of such Council personally present shall have one vote and in the event of any equality of votes the Chapter President shall be entitled to an additional casting vote. If any two members personally present shall so require the voting shall be by secret ballot. There shall be no proxies.
- 22.7 Proceedings Confidential - The Proceedings of a Chapter Council and of any Chapter Sub-Committee shall be confidential at the discretion of the Chapter Council.
- 22.8 Powers of a Chapter Council - The management and control of the business and funds of a Chapter shall be vested in the Chapter Council and the Chapter shall be authorised to exercise all the powers authorities and discretions of the Chapter except such as under the By Laws are expressly directed to be exercised by the Chapter in Annual General Meeting.
- 22.9 Minutes of Chapter Council - The Chapter Council shall cause Minutes or other records to be kept for the following:
- a) Appointments of officers and of members of the Chapter Council and of all Sub-committees.
 - b) The proceedings of all meetings of the Chapter Council and of Sub-Committees appointed by the Council.

A copy of the Minutes of every Chapter Council meeting shall be forwarded to the Chief Executive Officer of the Institute within thirty days of the holding of such meeting.