

BY LAWS (22 November 2021)

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Approved 19 November 2021

Effective 22 November 2021

BL.1 DEFINITIONS

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, Immediate Past President and Vice Presidents.

Branch means a subsection of a Chapter. Where in any part of a Territory other than the Capital City of a State there reside a number of financial members sufficient for the purpose, the Board may on the advice of the Chapter Council concerned define such part of a Territory as a Branch thereof and without effect to the normal functioning of the Chapter as a whole.

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

Chapter Secretary means a secretary of the Chapter appointed to such office by the Chapter

Chapter Office Holder

The following positions are considered Chapter or Region Office Holders:

- President
- Vice-President
- Treasurer
- Secretary

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

Company Officeholder/Company Officer means a person holding a position of authority or acts in a formally appointed capacity. Officeholders have legal obligations and responsibilities under the *Corporations Act 2001* and include people who can make decisions affecting the whole company or a significant part of it. They also include people who can significantly affect financial standing of the company.

Company Secretary means the secretary(ies) appointed by the Board to hold such functions and responsibilities as required by law.

Directors means the Directors of the Institute elected or appointed pursuant to the Constitution.

First General Meeting means, where it relates to the establishment of a new Chapter or Region, the first meeting of members of that Chapter or Region.

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.

Ordinary Business means, when it relates to the Annual General Meeting of the Branch:

- (i) to receive and consider:

- (a) the statement of income and expenditure;
 - (b) the report of the Chapter for the preceding year;
 - (c) the report of the Board of Directors for the preceding year;
 - (d) the minutes of the previous Annual General Meeting;
- (ii) to elect the office bearers of the Chapter and Institute for the ensuing year elected by the Chapter Council, and Board of Directors respectively.

Ordinary Resolution Company resolution that is not extraordinary, elective, or special resolution, such as that for approval of accounts. Ordinary resolutions require only ordinary or simple majority (over half of the votes or one of their proxies) to be adopted or passed, and may not require any notice of their proposal.

Personally Present means, where it relates to a meeting, a member is actively participating in that meeting, whether it be by way of being physically present or participating by electronic means.

Physically Present means, where it relates to a meeting, a member participating in that meeting is physically present at the meeting. Therefore, being physically present can only apply to face-to-face meetings, and excludes all meetings held solely by electronic means.

Quantity Surveying services are provided by professionals across building (including residential, commercial, education, healthcare, and industrial), infrastructure (including airports, ports, social, rail, road and rolling stock), natural resources (including mining, oil and gas refineries, onshore and offshore platforms and facilities), and utilities (including water, telecommunications, and energy) projects whose job titles include, but is not limited to:

- Quantity Surveyor/Construction Economist
- Cost Consultant/Cost Manager/Cost Planner/Cost Engineer/Cost Controller/Cost Estimator
- Value Engineer / Value Manager
- Civil Estimator
- Pre-Contract Specialist/Contract Administrator/Contract Manager/Contract Specialist/Claims Consultant
- Bid Manager
- Clerk of Works
- Project Construction Manager/Superintendent
- Independent Certifier
- Asset Manager/Facility Manager
- Adjudicator/Arbitrator/Mediator
- Commercial Manager
- Procurement Manager
- Construction Risk Manager
- Delay Analyst
- Project Controls Engineer
- Tax Depreciation Specialist
- Sinking Funds Specialist

and similar work dealing with any aspects of construction costs and includes teachers, lecturers, professors or students involved in the profession.

Region(s): - A grouping of countries within the International Chapter.

Region Office Holder

The following positions are considered Region Office Holders:

- President
- Vice-President
- Treasurer
- Secretary

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, practice standard, guidance note, or condition approved by the Board.

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 the Constitution shall be interpreted in accordance with the provisions of the Act.

MEMBERSHIP

BL.2 REGISTER OF MEMBERS

BL.2.1 The Company must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:

- a) for each current member:
 - i. name
 - ii. address
 - iii. any alternative address nominated by the member for the service of notices, and
 - iv. date the member was entered on to the register.

For each person who stopped being a member in the last 7 years:

- i. name
- ii. address
- iii. any alternative address nominated by the member for the service of notices, and
- iv. dates the membership started and ended.

BL.3 CLASSIFICATION OF MEMBERS

There shall be voting members and non-voting members.

BL.3.1 Voting members shall comprise the following membership classes:

- b) Life Fellows
- c) Fellows
- d) Members
- e) Associates (Not available to new members after 30 November 2012)

BL.3.2 Non-voting members shall comprise the following membership classes:

- a) Affiliates
- b) Students
- c) Graduates
- d) Honorary Fellows
- e) Retired

BL.4 ADMISSION TO MEMBERSHIP

BL.4.1 Voting 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.

BL.4.2 Non-voting membership of the Institute is available to any person who is related to the profession of Quantity Surveying, however called, or 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 voting 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 by the Board.

BL.4.3 Every applicant for membership of the Institute (with the exception of Students) 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.

BL.4.4 All applicants admitted to membership agree to abide by the Institute's Constitution, By-laws, Regulations and Code of Conduct, as amended from time to time.

BL.4.5 Proceedings of any breaches, disputes, claims, grievances or otherwise will be held in Australia under the Institute's governing rules and regulations.

BL.5 APPLICATION FOR MEMBERSHIP

All applications for membership shall be in writing and shall be nominated by a minimum of one member of the Institute (with the exception of Students) and shall be forwarded to the Membership Officer who will forward them if required to the Secretary or an authorised representative of the relevant Chapter or Region. The Chapter Council or Regional 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.6 EXAMINATIONS

Examinations under the Constitution and By-Laws 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 By-Laws 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.7 NOTICE OF MEMBERSHIP APPLICATIONS, ADVANCEMENTS, TRANSFERS, RETIREMENTS AND REJECTION

The Secretary of a Chapter or Region or other duly authorised Chapter or Region 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.8 DIRECTORS DECIDE WHETHER TO APPROVE MEMBERSHIP

The Directors must consider an application for membership within a reasonable time after the Membership Officer receives the application.

BL.8.1 If the Directors approve an application, the Membership Officer must as soon as possible:

- a) Write to the applicant to tell them that their application was approved and request the membership subscription
- b) Upon receipt of the membership subscription, enter the new member on the register of members and advise the member of the date that their membership started

BL.8.2 If the Directors reject an application, the Membership Officer must write to the applicant as soon as possible to tell them that their application has been rejected but does not have to give reasons.

BL.9 SUCCESSFUL APPLICATIONS

When an applicant has been accepted for membership the applicant shall receive written notice of their acceptance and a request for payment of their membership subscription. Upon payment of their membership 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.

BL.10 UNSUCCESSFUL APPLICATIONS

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.

BL.11 SUBSCRIPTIONS

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

Subscriptions may be prorated in accordance with the date the member was admitted to the register of members.

BL.12 CESSATION OF MEMBERSHIP

BL.12.1 A member immediately ceases to be a member if:

- (a) the member is deceased
- (b) The member gives notice of resignation in writing
- (c) Are expelled as a consequence of sanctions imposed in accordance with the Institute's Complaints Policy

BL.12.2 The Board may, by resolution, which must be conveyed to the member in writing, terminate the membership of a member for any of the following reasons:

- (a) The member becomes bankrupt or insolvent
- (b) The member becomes of unsound mind within the meaning of the law for the time being relating to mental health operative in the place in which a member resides
- (c) The member's subscription levies or other amounts due to the Institute are overdue for a period of two or more months
- (d) The member is or has been convicted of:
 - (i) Any offence punishable with imprisonment for three months or more
 - (ii) Any offence in connection with the promotion, formation or management of a corporation
- (e) Failure to obtain and provide a criminal record check within 60 days of request

BL.12.3 The member may appeal to the Board against the termination of membership and the Board may, if it allows the appeal, reinstate that person as a member.

BL.12.4 The provisions of this section will not prejudice any right of the Institute to recover all arrears including the subscription fee for the current year.

BL.12.5 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.

BL.12.6 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 10 of the Constitution.

BL.13 REINSTATEMENT

BL.13.1 A former voting member may be readmitted to membership subject to any requirements established by the Board. Application for re-admission must be made on the form prescribed by the Board.

BL.14 CHAPTER MEMBERSHIP

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

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.15 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 Constitution and By-Laws for the time being in force and that it does not take effect under any statutory or public power.

Every voting member and such other members as the Institute shall determine shall be entitled to obtain a certificate 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.16 CERTIFIED STATUS

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

BL.17 LETTERS (POST-NOMINALS)

All voting members may use after their names such post-nominals as shall be determined.

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

No other classes of membership are to use any post-nominals.

Non-members, unfinancial members and firms may not use post-nominals or describe themselves as a member of the Institute.

BL.18 USE OF TECHNOLOGY

If a general meeting is held using one or more technologies that give the members as a whole a reasonable opportunity to participate without being physically present in the same place, then the following will apply:

- a. All persons so participating in the meeting are taken for all purposes (including for the purpose of any quorum requirement) to be present at the meeting while participating;
- b. A vote taken at the meeting must be taken on a poll, and not on a show of hands, by using one or more technologies to give each person entitled to vote the opportunity to participate in the vote;
- c. A requirement to allow an opportunity for persons attending the meeting to speak may be complied with by using one or more technologies that allow that opportunity;
- d. A reference in this constitution to the 'place' of the general meeting will include, as the context requires the online or other technological place or places at which the general meeting was held or appointed to be held;
- e. If, before or during a meeting held in accordance with this rule, any technical difficulty occurs which may materially impact the participation of members who are not physically present in the same place, the Chairperson may:
 - i. Postpone or adjourn the meeting until the difficulty is remedied; or
 - ii. Where the quorum remains present (including those persons participating in the meeting using technology and able to participate according to 65(a),

continue to hold the meeting, and no member may object to the meeting being held or continuing; and

- f. The inability of one or more members to access, or to continue to access, the meeting using technological means will not affect the validity of a meeting or any business conducted at a meeting, provided the quorum remains present (including those persons participating in the meeting using technology and able to participate according to 65(a)).

BL.19 ELECTION OF DIRECTORS PROCEDURE

Subject to Clause 72 of the Constitution, the election of Directors shall take place in the following manner:

- (a) At least 21 weeks prior to the proposed date of the Annual General Meeting, the Company Secretary will request from voting members in the relevant Chapters, nominations for Director positions falling vacant. Nominations must be received by the Company Secretary on the date and by the time specified on the prescribed form, being 18 weeks prior to the date of Annual General Meeting.
- (b) A voting member shall be nominated by any two other voting members of the Institute to serve as a Director. Nominating members must be from the same Chapter (State/Territory) or, in the case of the International Chapter, the same Region, as the applicant, as determined by the voting members' principal place of residence.
- (c) A nomination must:
 - (i) Be in writing on the prescribed form
 - (ii) Be signed by the nominated member, their proposer and seconder
 - (iii) Be submitted to the Institute's Company Secretary
- (d) No Less than 17 weeks prior to the Annual General Meeting, voting members will be notified of valid nominations, and should there be multiple nominations received for any one vacant position, will vote by electronic ballot for the nominees from their respective Chapter or, in the case of the International Chapter, the same Region.
- (e) The ballot for an election to fill one or more Director positions will be conducted in accordance with the following procedure:
 - (i) If at the close of nominations the number of nominees is equal to or less than the number of positions to be filled, then no election is to take place and those eligible nominees will be taken to be elected to fill one or more of the vacant Director positions;
OR
 - (ii) If at the close of nominations the number of nominees are greater than the number of positions to be filled within any one Chapter or, in the case of the International Chapter, within any one Region, where applicable, a first round of ballot will be conducted electronically within the relevant Chapter(s), with the nominee receiving the higher number of votes being elected to fill the vacant Director position.
 - (iii) If two or more eligible nominees receive the same number of valid votes, a second round of electronic ballot will take place between the nominees that have received equal votes, with the nominee receiving the higher number of votes being elected to fill the vacant Director position. If two or more eligible nominees receive the same number of valid votes at the close of the second round of electronic ballot, the National President may exercise a casting vote. If the National President is from the same Chapter as any of the tied nominees, then the National Vice President may exercise a casting vote.
- (f) The first round of electronic Ballot will close 14 weeks prior to the Annual General Meeting and votes will be tallied within no more than 13 weeks prior to the Annual General Meeting

- (g) If carried out, the second round of electronic Ballot will close 10 weeks prior to the Annual General Meeting and votes will be tallied within no more than 9 weeks prior to the Annual General meeting.
- (h) Directors are announced 8 weeks prior to the Annual General Meeting. Their term begins at the conclusion of the Annual General Meeting.

BL.20 COMPOSITION OF THE BOARD EXECUTIVE

The Board Executive shall consist of the following:

- a) President
- b) Immediate Past President
- c) Senior Vice President
- d) Junior Vice President

BL.21 ELECTION OF BOARD EXECUTIVE

The Board of Directors during the course of every second Annual session of the Board, after the Annual General Meeting of that session, commencing November 2021, shall elect from their number the four members of the Board Executive.

BL.22 TERM OF OFFICE – BOARD EXECUTIVE MEMBERS

Each Board Executive member’s term of office shall be for two years, commencing at the conclusion of the Annual General Meeting.

Once the Immediate Past President has completed their term, they will be ineligible for re-election to the Board for a period of four years.

BL.23 CASUAL VACANCIES – BOARD EXECUTIVE MEMBERS

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 two-year term of office and is not precluded from being re-elected to the Board Executive in accordance with BL.21.

BL.24 REMOVAL OF BOARD EXECUTIVE MEMBER

A 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.

The office of a Board Executive Member shall become vacant if they:

- a) are deceased
- b) become bankrupt;
- c) become prohibited from being a Director of a Company by reason of any order made under the Act;
- d) resign their office by notice in writing to the Institute;
- e) are absent without apology from meetings of the Board for more than a 6-month period;
- f) hold any office of profit under the Institute (excluding skilled migration assessments);
- g) cease to be a financial member of the Institute; or
- h) 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 8 of the Constitution of the Institute.

BL.25 POWERS AND DUTIES OF THE BOARD EXECUTIVE

The Board Executive shall meet as and when determined by the President.

Decisions of the Board Executive shall be made by consensus.

Meetings and decisions of the Board Executive shall be minuted and circulated.

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.

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.

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.

BL.26 DELEGATION TO BOARD SUB-COMMITTEES

The Board may from time to time establish and delegate to sub-committees for specific purposes aligned with achieving the Institute's strategic goals.

All sub-committees, their purpose and their membership shall be reconfirmed annually during the Annual Session of the Board of Directors.

BL.27 CHIEF EXECUTIVE OFFICER

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.

The Chief Executive Officer shall be employed on the basis of an agreed duty statement including KPI's.

The Chief Executive Officer shall be appointed and authorised to act as Company Secretary for the purposes of the Act.

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 (permanent or contracted)
- 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.

BL.28 INTERNATIONAL OPERATIONS

Where a legal entity exists outside of Australia, the named Directors, Managers and/or Secretaries of those entities may only hold such position(s) if their current membership status is financial. The Constitution and/or By-Laws of that particular legal entity can only be amended upon receipt of written consent from the AIQS Board.

BL.29 CHAPTERS

BL.28.1 Chapter Territories

- To Queensland chapter the whole of the State of Queensland
- To New South Wales Chapter the whole of the State of New South Wales and, subject to the countries designated to the International Chapter, all other lands in which there are Institute Members outside Australia and its Territories,
- To Victoria Chapter the whole of the State of Victoria and Tasmania
- To South Australia the whole of the State of South Australia and the Northern Territory
- To Western Australia Chapter the whole of the State of Western Australia
- To ACT Chapter the whole of the Australian Capital Territory
- To International Chapter all the countries in the following two regions:
Region 1: - China, Hong Kong, Taiwan, South Korea, Japan, Vietnam, Philippines, Malaysia, Indonesia, Laos, Kampuchea, Singapore, Thailand, Brunei, Myanmar, Mongolia

Region 2: - United Arab Emirates, Qatar, Oman, Saudi Arabia, Egypt, Israel, Lebanon, Yemen, Kuwait, Bahrain, Jordan, India, Bangladesh, Nepal, Pakistan, Bhutan, Sri Lanka).

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

BL.30 POWERS OF CHAPTER IN AUSTRALIA

A Chapter in Australia shall have the following powers within its Territory subject however to the provisions of the Constitution and By-Laws of the Institute.

BL.29.1 Powers by Delegation - To further any of the objects set forth in Clause 6, (a) to (i); (o), (p) and (s) of the Constitution (hereinafter referred to as the objects of the Institute) under the direction of or powers delegated by the Institute.

BL.29.2 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.

BL.29.3 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. All income held in trust for a Chapter may be applied in accordance with the By-Laws and Institute Policies solely for the conduct of Chapter business and towards the promotion of the objects set forth in the Constitution.

All income and property received by the Institute from 1 July 2017 shall be income and property of the Institute.

BL.29.4 Donations Prizes - To encourage and reward the study of Quantity Surveying and to grant awards prizes and donations in the name of the Chapter.

BL.29.5 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.

BL.29.6 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.

BL.29.7 Agreements - A Chapter cannot enter into any agreement of any kind that is binding upon the whole of the Institute.

BL.29.8 New Members - To recommend to Council the admission of new members of the Institute subject to the By-Laws and to any rules or regulations approved by the Board.

BL.29.9 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.

BL.29.10 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.31 NEW CHAPTERS

BL30.1 Any body of not less than 100 voting members, permanently resident in the 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.

BL30.2 Where there is a requirement for a legal entity to be in place to enable the Institute to undertake lawful activities, such can only be carried out once that legal entity is established.

BL.32 FIRST ANNUAL CHAPTER MEETING OF A CHAPTER

BL.31.1 First Annual Chapter Meeting - The inaugural Annual Chapter Meeting of a Chapter will be undertaken within three months of establishment of the Chapter.

BL.31.2 First Notice of Annual Chapter Meeting - The Institute's Company Secretary will issue a Notice of Meeting twenty-one calendar days prior to the date of the Annual Chapter

Meeting to all members of the newly established Chapter entitled to receive the 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.

- BL.31.3 Business of the First Annual Chapter Meeting – The business of the first Annual Chapter Meeting of a Chapter shall be to announce elected members of the Chapter Council and to transact any other business which ought to be transacted at the meeting.
- BL.31.4 Chair at First Annual Chapter Meeting - The Institute’s National President will chair the inaugural Annual Chapter Meeting of a Chapter.
- BL.31.5 Immediately succeeding the First Annual Chapter Meeting, the Chapter Council Office Holders are appointed by the Chapter Councillors during the first Chapter Council Meeting.
- BL.31.6 Until the Chapter Council Office Holders are elected during the first Chapter Council Meeting, the Company Secretary fulfils the functions of the Chapter Secretary.
- BL.31.7 All other Annual Chapter Meeting procedures not covered in BL.32 should follow the procedures outlined in the remaining clauses of the By Laws relating to Annual Chapter Meeting, replacing the roles of Office Bearers where required.

BL.33 ANNUAL CHAPTER MEETING

- BL.32.1 Annual Chapter Meetings of each Chapter shall be held once each year at such a place and such time no later than 28 days prior to the Annual General Meeting as the Chapter Council may determine.
- BL.32.2 The business of an Annual Chapter Meeting of a Chapter shall be to receive and consider reports of the Chapter Council including financial statements, and to transact any other business which ought to be transacted at an Annual Chapter Meeting including any business which is brought under consideration by a report of the Chapter Council.

BL.32.3 Election of Chapter Council

The election of Chapter Council shall take place in the following manner:

- A voting member shall be nominated by any two other voting members of the Institute to serve on the Chapter Council. Nominating members must be from the same Chapter (State/Territory) as the applicant, as determined by the voting members’ principal place of residence.
- The Nomination, which shall be in writing on the prescribed form and signed by the member, their proposer and seconder, shall be lodged with the Company Secretary at least fourteen days before the Annual Chapter Meeting.
- Where more valid nominations than positions available have been received, members from the respective Chapter are notified of all nominations and voting is open at least 10 days prior to the Annual Chapter Meeting.
- Votes are to be lodged with the Company Secretary at least 3 days prior to the Annual Chapter Meeting.
- The votes are tallied by the Company Secretary at least 48 hours prior to the Annual Chapter Meeting.

- Immediately succeeding the Annual Chapter Meeting, the Chapter Council Office holders are appointed by the Chapter Councillors during an ordinary Chapter Council Meeting.

BL.32.4 Election of Chapter Council Office Holders

The Chapter Councillors immediately after the Annual Chapter Meeting shall elect from their number the Chapter Office Holders. In the event that two or more Chapter Councillors nominate for the same Office, a secret ballot may be carried out by the Chapter Councillors physically present. The following positions are available for Chapter Council Office Holders:

- a. President
- b. Vice-President
- c. Treasurer
- d. Secretary

BL.34 ANNUAL CHAPTER MEETING PROCEDURE

- BL.33.1 Voting - Questions submitted to an Annual Chapter Meeting of a Chapter shall be decided in the first instance on the simple majority of 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.
- BL.33.2 Voting Eligibility - Every voting member physically present 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.
- BL.33.3 Proxies - Any voting member may appoint in writing any voting 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.
- BL.33.4 Notice of Meetings – At least twenty-one calendar days’ notice of an Annual Chapter Meeting shall be given by the Company Secretary 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.
- BL.33.5 Quorum - No business shall be transacted at an Annual Chapter Meeting unless a quorum of voting member be physically present. Subject to By Law BL.33.6, a minimum of 10 voting members of the Chapter physically present and entitled to vote shall be a quorum.
- BL.33.6 Lack of Quorum - If within one half hour from the time appointed for the meeting a quorum of voting members is not physically present, a meeting if convened upon the requisition of voting members shall be dissolved. In any other case the voting members physically present shall constitute a quorum.
- BL.33.7 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 physically present shall choose one of their number to be Chairman at such meeting.

BL.35 COMPOSITION OF CHAPTER COUNCIL

- BL.34.1 There shall be Chapter Council of each Chapter consisting of up to 14 Councillors including the following;
 - a. Board of Directors member/s
 - b. Not less than one or more than twelve other voting members of the Chapter as decided from time to time by the Chapter.

- BL.34.2 It is the policy of the Institute that no Chapter Council should be dominated by the representatives of any single enterprise.

- BL.34.3 The Board of Directors member/s elected within an International Chapter shall not reside in the same country and where Branches exist, shall not reside in the same Branch.

- BL.34.4 The Chapter President and the Board representative positions cannot be held by the same person at the same time.

BL.36 CHAPTER COUNCILLOR TERM OF OFFICE

- BL.35.1 The term of office of Chapter Councillors shall be 12 months starting from the conclusion of the Annual Chapter Meeting, except for Board of Directors Members whose term shall be in accordance with the Constitution's Clause 20.

- BL.35.2 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.37 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 Chapter Meeting.

BL.38 REMOVAL OF CHAPTER COUNCILLOR

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

- a) are deceased;
- b) become bankrupt;
- c) become prohibited from being a Director of a Company by reason of any order made under the Act;
- d) resign their office by notice in writing to the Institute;
- e) are absent without apology from meetings of the Chapter Council for more than 3 consecutive meetings;
- f) fail to attend a minimum of 50% of Chapter Council meetings in any one financial year;
- g) transfer their primary place of residence to another Chapter (State/Territory)
- h) hold any office of profit under the Institute (excluding skilled migration assessments);

- i) cease to be a financial member of the Institute; or
- j) 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 8 of the Constitution of the Institute;
- k) become an Office Holder in another competing quantity surveying Professional Association or Institute;
- l) directly profits or holds a pecuniary interest from holding such office

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

BL.39 BANKING AND FINANCE

All monies received on account of the Institute by a Chapter Council (or Branch of a Chapter) must be paid into an Institute account as nominated by the Board of Directors as soon as practicable.

BL.40 PROCEEDINGS OF A CHAPTER COUNCIL MEETING

- BL.39.1 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/s meetings shall be held not less frequently than once every six months.
- BL.39.2 Quorum of Chapter Council Meeting - Four members of a Chapter Council shall constitute a quorum.
- BL.39.3 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.
- BL.39.4 Notice of Chapter Council Meeting - Short Notice of a Chapter Council meeting may be given, provided the majority of the Chapter Council is in agreement. The accidental omission to give notice to or the non-receipt of notice of a meeting by any member of the Chapter Council shall not invalidate the proceedings at any meeting.
- BL.39.5 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 Chair of the meeting.
- BL.39.6 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.
- BL.39.7 Proceedings Confidential - The Proceedings of a Chapter Council and of any Chapter Sub-Committee shall be confidential at the discretion of the Chapter Council.
- BL.39.8 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 at Annual Chapter Meetings.

- BL.39.9 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.

BL.41 BRANCH OF A CHAPTER

Where in any part of a Territory within a Chapter other than the Capital City of a State there resides 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 Branch thereof and without effect to the normal functioning of the Chapter as a whole.

Where there is a requirement for a legal entity to be in place to enable the Institute to undertake any activity, a Branch can only be formed once that legal entity is established. Each Branch shall have a Branch Leader residing within the same geographical location as the Branch with the intent of bringing together a Branch Committee for the purposes of carrying out such functions as the Chapter Council may from time to time delegate or approve.

A Branch Leader and members of the Branch committee shall be responsible to the Chapter Council concerned.

A Branch Leader may be elected to that position for a one-year term. They shall be eligible for re-election to the same position for a maximum of three years.

BL.42 POWERS OF A BRANCH

A Branch shall have the following powers within the relevant Chapter's designated Territory:

- BL.41.1 Membership – To facilitate membership services to further the objectives of the Institute. This includes engagement with local government, organising events, recruitment of members, setting APC interviews, chasing lapsed members, member engagement, etc
- BL.41.2 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.
- BL.41.3 A Branch shall not enter into contracts or carry out financial transactions without prior approval of the relevant Chapter Council.

BL.43 INTERNATIONAL CHAPTER OPERATIONS

The International Chapter will operate across two regions: Region 1 and Region 2.

With the exception of the election of the two Directors from the International Chapter, all other powers and responsibilities of the International Chapter are delegated to the two International Chapter Regions.

The International Chapter will not have a Chapter Council or Chapter meetings, as these functions will be undertaken by each of the International Chapter Regions.

BL.44 POWERS OF INTERNATIONAL CHAPTER REGIONS

A Region in the International Chapter shall have the following powers within its Territory subject however to the provisions of the Constitution and By-Laws of the Institute.

BL.43.1 **Powers by Delegation** - To further any of the objects set forth in Clause 6, (a) to (i); (o), (p) and (s) of the Constitution (hereinafter referred to as the objects of the Institute) under the direction of or powers delegated by the Institute.

BL.43.2 **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 Region.

BL.43.3 **Financial** - To raise money in such manner as the Region shall think fit for the furtherance of the objects of the Institute. The Region 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 Region of the sums of money received and expended by each Region and the manner in respect of which such receipts and expenditure take place. Each Regional Council shall furnish the Board with such information as it requires to keep the accounts.

All income and property of the Region shall in fact be income and property of the Institute. All income held in trust for a Region may be applied in accordance with the By-Laws and Institute Policies solely for the conduct of Region business and towards the promotion of the objects set forth in the Constitution.

All income and property received by the Institute from 1 July 2017 shall be income and property of the Institute.

BL.43.4 **Donations Prizes** - To encourage and reward the study of Quantity Surveying and to grant awards prizes and donations in the name of the Institute.

BL.43.5 **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.

BL.43.6 **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.

BL.43.7 **Agreements** - A Region cannot enter into any agreement of any kind that is binding upon the whole of the Institute.

BL.43.8 **New Members** - To recommend to Council the admission of new members of the Institute subject to the By-Laws and to any rules or regulations approved by the Board.

- BL.43.9 **Winding up** - If upon winding up or dissolution of a Region there remains after satisfaction of all its debts and liabilities any money or property the same shall revert wholly to the Institute.
- BL.43.10 **Special Grants** - A Region 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.43.11 **Activities in Countries within a Region** - A Region may undertake activities in a country once formal documentation has been provided to the Board with respect to the legality of those activities and identify those activities which can only be undertaken following the establishment of an appropriate legal entity.

A Board approved budget, detailing all anticipated income and expenditure by each country within a Region, must be in place prior to any activities being undertaken in each country.

BL.45 NEW REGIONS

- BL.44.1 The Institute shall have the power to establish a new Region at the request or with the approval of the existing Region in the territory in which the new Region is proposed and majority approval of the Board.

BL.46 FIRST ANNUAL REGION MEETING OF A REGION

- BL.45.1 First Annual Region Meeting- The inaugural Annual Region Meeting of a Region will be undertaken within three months of establishment of the Region.
- BL.45.2 First Notice of Annual Region Meeting - The Institute's Company Secretary will issue a Notice of Meeting twenty-one calendar days' prior to the date of the Annual Region Meeting to all members of the newly established Region entitled to receive the 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.
- BL.45.3 Business of the First Annual Region Meeting – The business of the first Annual Region Meeting of a Region shall be to announce elected members of the Region Council and to transact any other business which ought to be transacted at the meeting.
- BL.45.4 Chair at First Annual Region Meeting - One of the International Chapter Board of Directors will chair the inaugural Annual Region Meeting of a Region.
- BL.45.5 Immediately succeeding the First Annual Region Meeting, the Region Council Office Holders are appointed by the Region Councillors during the first Region Council Meeting.
- BL.45.6 Until the Region Council Office Holders are elected during the first Region Council Meeting, one of the International Chapter Board of Directors will chair the first Region Council Meeting of a Region.

BL.45.7 All other Annual Region Meeting procedures not covered in BL.46 should follow the procedures outlined in the remaining clauses of the By Laws relating to Annual Region Meeting, replacing the roles of Office Bearers where required.

BL.47 ANNUAL REGION MEETING

BL.46.1 Annual Region Meetings of each Region shall be held once each year at such a place and such time no later than 28 days prior to the Annual General Meeting as the Region Council may determine.

BL.46.2 The business of an Annual Region Meeting of a Region shall be to receive and consider reports of the Region Council including financial statements, and to transact any other business which ought to be transacted at an Annual Region Meeting including any business which is brought under consideration by a report of the Region Council.

BL.46.3 Election of Region Council

The election of Region Council shall take place in the following manner:

- Any two voting members of the Institute shall be at liberty to nominate any other voting member from the same Region of the applicant's principal place of residence to serve on the Region Council.
- The Nomination, which shall be in writing on the prescribed form and signed by the member, their proposer and seconder, shall be lodged with the Company Secretary at least fourteen days before the Annual Region Meeting.
- Members from the respective Region are notified of all nominations and voting is open at least 10 days prior to the Annual Region Meeting.
- Votes are to be lodged with the Company Secretary at least 3 days prior to the Annual Region Meeting.
- The votes are tallied by the Company Secretary at least 48 hours prior to the Annual Region Meeting.
- Immediately succeeding the Annual Region Meeting, the Region Council Office holders are appointed by the Region Councillors during an ordinary Region Council Meeting.

BL.46.4 Election of Region Council Office Holders

The Region Councillors, immediately after the Annual Region Meeting, shall elect from their number the Region Office Holders. In the event that two or more Region Councillors nominate for the same Office, a secret ballot may be carried out by the Region Councillors physically present. The following positions are available for Region Council Office Holders:

- a. President
- b. Vice-President
- c. Treasurer
- d. Secretary

BL.48 ANNUAL REGION MEETING PROCEDURE

BL.47.1 Voting - Questions submitted to an Annual Region Meeting of a Region shall be decided in the first instance on the simple majority of 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 Region 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.

- BL.47.2 Voting Eligibility - Every voting member personally present 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.
- BL.47.3 Proxies - Any voting member may appoint in writing any voting member of the Region to be their fully authorised proxy for the purposes of the meetings of the Region 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.
- BL.47.4 Notice of Meetings – At least twenty-one calendar days’ notice of an Annual Region Meeting shall be given by the Company Secretary 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.
- BL.47.5 Quorum - No business shall be transacted at an Annual Region Meeting unless a quorum of voting member be physically present. Subject to By Law BL.48.6, a minimum of 10 voting members of the Region physically present and entitled to vote shall be a quorum.
- BL.47.6 Lack of Quorum - If within one half hour from the time appointed for the meeting a quorum of voting members is not physically present, a meeting if convened upon the requisition of voting members shall be dissolved. In any other case the voting members physically present shall constitute a quorum.
- BL.47.7 Chairman - The Region President shall preside at all meetings of the Region 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 physically present shall choose one of their number to be Chairman at such meeting.

BL.49 COMPOSITION OF REGION COUNCIL

- BL.48.1 There shall be Region Council of each Region consisting of up to 10 Councillors including the following:
- a. One Board of Directors member
 - b. Not less than one or more than nine other voting members of the Region as decided from time to time by the Region.
- BL.48.2 It is the policy of the Institute that no Region Council should be dominated by the representatives of any single enterprise.
- BL.48.3 Members from each Region of the International Chapter can only nominate another voting member from within each of their respective Regions to the Board of Directors.
- BL.48.4 Members from each Region of the International Chapter will elect one voting member from within each of their Regions to the Board of Directors.
- BL.48.5 The Region President and the Board representative positions cannot be held by the same person at the same time.

BL.50 REGION COUNCILLOR TERM OF OFFICE

BL.49.1 The term of office of Region Councillors shall be 12 months starting from the conclusion of the Annual Region Meeting, except for Board of Directors Members whose term shall be in accordance with the Constitution's Clause 20.

BL.49.2 In the event of the incapacitation of the Region President, the Region 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 Region President, the Region Vice President shall become the President for the term of the unexpired Region Presidency. A member who has held the office of Region President or Region 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.51 REGION CASUAL VACANCIES

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

BL.52 REMOVAL OF REGION COUNCILLOR

The Region may remove any member of Region Council before the expiration of their period of office if they:

- a. are deceased;
- b. become bankrupt;
- c. become prohibited from being a Director of a Company by reason of any order made under the Act;
- d. resign their office by notice in writing to the Institute;
- e. are absent without apology from meetings of the Region Council for more than 3 consecutive meetings;
- f. fail to attend a minimum of 50% of Region Council meetings in any one financial year;
- g. transfer their primary place of residence to another Region or Chapter (State/Territory)
- h. hold any office of profit under the Institute (excluding skilled migration assessments);
- i. cease to be a financial member of the Institute; or
- j. 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 Constitution of the Institute;
- k. become an Office Holder in another competing quantity surveying Professional Association or Institute;
- l. directly profits or holds a pecuniary interest from holding such office

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

BL.53 BANKING AND FINANCE

All monies received on account of the Institute by a Region Council (or Branch of a Region) must be paid into an Institute account as nominated by the Board of Directors as soon as practicable.

BL.54 PROCEEDINGS OF A REGION COUNCIL MEETING

- BL.53.1 Frequency of Region Council Meeting – Each Region Council shall meet as often as the business of the Region shall require but not less frequently than once in every four months.
- BL.53.2 Quorum of Region Council Meeting - Four members of a Region Council shall constitute a quorum.
- BL.53.3 Convening a Region Council Meeting - The Secretary shall on the request of the President, or three members of a Region Council convene a meeting of the Region.
- BL.53.4 Notice of Region Council Meeting - Short Notice of a Region Council meeting may be given, provided the majority of the Region Council is in agreement. The accidental omission to give notice to or the non-receipt of notice of a meeting by any member of the Region Council shall not invalidate the proceedings at any meeting.
- BL.53.5 Chairman of Region Council Meeting - The President shall preside at all meetings of Region Council and will perform all duties commonly pertaining to that office provided that in the absence of the Region President the Region Vice-president shall preside and in the absence of both Region President and Region Vice-President, the remaining members present shall choose one of their number to be Chair of the meeting.
- BL.53.6 Voting at Region Council - At all meetings of a Region Council each member of such Council personally present shall have one vote and in the event of any equality of votes the Region 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.
- BL.53.7 Proceedings Confidential - The Proceedings of a Region Council and of any Region Sub-Committee shall be confidential at the discretion of the Region Council.
- BL.53.8 Powers of a Region Council - The management and control of the business and funds of a Region shall be vested in the Region Council and the Region shall be authorised to exercise all the powers authorities and discretions of the Region except such as under the By Laws are expressly directed to be exercised by the Region at Annual Region Meetings.
- BL.53.9 Minutes of Region Council - The Region Council shall cause Minutes or other records to be kept for the following:
 - a) Appointments of officers and of members of the Region Council and of all Sub-committees.
 - b) The proceedings of all meetings of the Region Council and of Sub-Committees appointed by the Council.

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

BL.55 BRANCH OF INTERNATIONAL CHAPTER REGION

Where 50 or more voting members reside in any one country within a Region of the International Chapter, the Board may, on application from the Region Council concerned, define such a country as a Branch of the Region, without effect to the normal functioning of the Region as a whole.

Such application must include a Business Case covering a five-year period detailing the current and projected number of voting members, CPD activities, Networking events, income and expenditure and legal operating requirements, which demonstrate the long-term viability of the Branch

Where there is a statutory requirement for a legal entity to be in place to enable the Institute to undertake particular activities within a country, that legal entity must be established prior to a Branch being formed.

Members of an International Chapter Region residing in a country not formally established as a Branch will be referred to as the name of Country members of the relevant Region (e.g. Singapore members of Region 1).

Each Branch shall have a Branch Leader residing within the same geographical location as the Branch with the intent of bringing together a Branch Committee for the purposes of carrying out such functions as the Region Council may from time to time delegate or approve.

A Branch Leader and members of the Branch committee shall be responsible to the Region Council concerned.

A Branch Leader may be elected to that position for a one-year term. They shall be eligible for re-election to the same position for a maximum of three years.

BL.56 POWERS OF AN INTERNATIONAL CHAPTER REGION BRANCH

A Branch shall have the following powers within the relevant Region’s designated Territory:

BL.55.1 Membership – To facilitate membership services to further the objectives of the Institute. This includes engagement with local government, organising events, recruitment of members, setting APC interviews, chasing lapsed members, member engagement, etc

BL.55.2 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.

BL.55.3 A Branch shall not enter into contracts or carry out financial transactions without prior approval of the relevant Region Council.

BL.57 AGGRIEVED MEMBERS

Any member or members aggrieved (adversely impacted) by any decision of the Board or their Chapter Council may appeal that decision in writing to the Board. This avenue of appeal does not include appeals by members against findings against them by the Complaints Committee.