



AUSTRALIAN INSTITUTE OF QUANTITY SURVEYORS
ABN 97 008 485 809

CONSTITUTION

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CONSTITUTION

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PRELIMINARY

1. The name of the Company is THE AUSTRALIAN INSTITUTE OF QUANTITY SURVEYORS (the Company).
2. Type of Company
The Company is a not-for-profit public Company limited by guarantee.
3. Limited liability of members
The liability of members is limited to the amount of the guarantee in Clause 10.
4. Company's financial year
The Company's financial year is from 1 July to 30 June, unless the Directors pass a resolution to change the financial year.
5. Definitions
In this constitution, words and phrases have the meaning set out in Clause 74.

PURPOSES AND POWERS

6. 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.
7. Powers
- Subject to Clause 8, the Company has the following powers, which may only be used to carry out its purpose(s) set out in clause 6:
- 1. the powers of an individual, and
 - 2. all the powers of a Company limited by guarantee under the Corporations Act.
8. 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 Constitution 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.
9. If the Institute acts in contravention of the eighth clause of this Constitution 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.
10. 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.

WINDING UP

11. 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.
12. The adoption by special resolution of the modification or repeal of any clause in the Constitution must immediately after such adoption, be duly lodged in accordance with the provisions of the Act.

13. 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.

MEMBERSHIP

14. The original subscribers to the Constitution and such other persons as the Board shall admit to membership in accordance with this Constitution and By-Laws shall be members.

ADMISSION TO MEMBERSHIP

15. The Board shall establish conditions of admission to membership of the Institute.

MEMBERSHIP SUBSCRIPTIONS AND APPLICATION FEES

16. 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

17. 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.

COMPOSITION OF THE BOARD OF DIRECTORS

18. Effective at the close of the Annual General Meeting, the Board of Directors of the Institute shall consist of two Directors elected from each Chapter as outlined in the following Clause 19.

ELECTION OF DIRECTORS

19. Subject to Clause 73 the election of Directors shall be by ballot on papers prepared by the Institute's Company Secretary and take place in accordance with By Law 18.

TERM OF OFFICE – DIRECTORS

20. Each Director's term of office shall extend from the close of the Annual General Meeting at which they were appointed for a period of two years. The commencement of the terms of office for Directors shall be staggered such that half of the Directors' positions are elected or re-elected each year.

CASUAL VACANCIES – DIRECTORS

21. 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 the 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.

REMOVAL OF DIRECTOR

22. A Director 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.
23. The office of a Director 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) transfer their primary place of residence to another Chapter (State/Territory) or Region;
 - f) are absent without apology from meetings of the Board for more than a 6-month period;
 - g) hold any office of profit under the Institute (excluding skilled migration assessments);
 - h) cease to be a financial member of the Institute; or
 - i) 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 clause shall affect the operation of clause 8 of the Constitution of the Institute;
 - j) Become an Office Holder in another competing quantity surveying Professional Association or Institute;
 - k) Are not in compliance with any requirements of the Corporations Act (2001) concerning being a director of a company.
 - l) Attend less than 50% of the Chapter Council meetings or Region Council meetings of their Chapter / Region.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

24. 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 this Constitution, 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.
25. 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.
26. For the purposes of clause 6 of the Constitution 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.
27. 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

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.

- 28. The Board shall establish a Board Executive committee to assist in managing the affairs of the Institute between Board meetings.
- 29. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- 30. 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.
- 31. 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

- 32. 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.
- 33. **Using technology to hold Directors' meetings**
 - a) The Directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Directors.
 - b) The Directors' agreement may be a standing (ongoing) one.
 - c) A Director may only withdraw their consent within a reasonable period before the meeting.

BOARD OF DIRECTORS MEETING QUORUM AND VOTING

- 34. The quorum for a Board of Directors meeting shall be a majority of the total number of Directors in office at the time.
- 35. A meeting of the Board at which a quorum (more than 50% of the Directors) is present shall be competent to exercise all or any of the authority's powers and discretions by or under the Constitution for the time being vested in or exercisable by the Board generally.
- 36. Subject to this Constitution 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.
- 37. **Circular resolutions of Directors**
 - 37.1. The Directors may pass a circular resolution without a Directors' meeting being held.
 - 37.2. A circular resolution is passed if all the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 37.3 or clause 37.4.
 - 37.3. Each Director may sign:

- 37.3.1 a single document setting out the resolution and containing a statement that they agree to the resolution, or
- 37.3.2 separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 37.4 The Company may send a circular resolution by email to the Directors and the Directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 37.5 A circular resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in clause 37.3 or clause 37.4.

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.

ACCOUNTS

- 39. 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.
- 40. 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.
- 41. 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.

AUDIT

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

ANNUAL GENERAL MEETINGS OF THE INSTITUTE

- 43. The Annual General Meeting shall be held at a physical location at such time and place in each year as may be prescribed by the Board.
- 44. The business of the Annual General Meeting shall be to:
 - a) receive an Annual Report from the President
 - b) receive an annual financial report and auditor's report
 - c) announce appointed Directors
 - d) appoint an auditor (who shall be a registered Company auditor)
 - e) any other business which under the Constitution ought to be transacted at an Annual General Meeting and any business brought under consideration of a report of the Board.
- 45. 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

46. 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.
47. 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 lodgement 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.
48. 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.
49. 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

50. 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.
51. Proxies - Votes at Annual or Special General Meetings may be given in person or by proxy. Proxies must be signed and witnessed. A proxy at any meeting must be a current voting 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, pre-circulated with any Annual or Special General Meeting notice of meeting.
52. 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.
53. Quorum – A minimum of 10 voting members to be physically present 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.
54. 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 voting members, shall be dissolved. In any other case it shall stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Board not more than 21 days after

the day on which the meeting is adjourned, and at such postponed meeting the business shall be transacted by the voting members present (being not less than ten), which shall be deemed to be a quorum.

55. 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 voting members present shall choose one of the voting members of the Board present to be Chairman or if no voting member of the Board be present and willing to act the voting 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.
56. 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.
57. Voting by Poll - A poll may be demanded before or upon the declaration of a show of hands by three voting members physically 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.
58. Visitors – Any voting 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.
59. Resolution - Any resolution (other than a resolution for alteration or repeal of the Constitution) 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.
60. Voting Eligibility - voting members physically present shall be entitled to take part in the discussions on any subject brought before the meetings and to vote thereon subject to the provisions of BL.12.1 of the By Laws.
61. Members not entitled to Vote – Non-voting 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

62. Any notice required by law or by or under the Constitution 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.

63. 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.

64. No other person shall be entitled to receive notices.

USE OF TECHNOLOGY

65. Notwithstanding any other rules of this Constitution and to the extent permitted by law, the Board may prescribe a general meeting of the company to be held using one or more technologies.

VALIDITY OF ACTIONS

66. 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.

EXECUTION OF DOCUMENTS

67. The **Company** may execute a document without using a common seal if the document is signed by:

- a) two Directors of the **Company**, or
- b) a Director and the secretary.

INDEMNITY

68. 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

69. The Institute subject to the limitations imposed by this Constitution 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 THE CONSTITUTION

70. This Constitution may be altered or repealed and new clauses added 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 physically present in person or by proxy who are entitled to vote.

COMPLIANCE WITH THE CONSTITUTION, BY LAWS, REGULATIONS AND CODE OF CONDUCT

71. Every member shall comply with the Constitution and with By Laws, Regulations and Code of Conduct from time to time established by the Institute.
72. The Board shall establish Complaints Handling and Disciplinary Procedures to address complaints lodged against members.

ELIGIBILITY FOR DIRECTORSHIP AND TO HOLD OFFICE

73. Where an AIQS voting member is an Office Holder of another quantity surveying Professional Association or Institute, that member is not eligible to be a Director or an AIQS Office Holder concurrently.

DEFINITIONS

74. Refer to Clause BL.1 of the By-Laws.