

## **THE INSTITUTION OF SURVEYORS, VICTORIA**

### **MEMORANDUM OF ASSOCIATION**

The name of the Institution was originally The Victorian Institute of Surveyors, vide the Memorandum registered with the Registrar of Companies, dated 8th October 1895. By an extra-ordinary resolution at an Extra-Ordinary General Meeting on 19th December 1952, the name of the society was changed to The Institution of Surveyors, Australia, Melbourne Division. Again, by an extra-ordinary resolution at an Extra-Ordinary General Meeting on 17th April 1959, the name was changed to The Institution of Surveyors, Victoria. This was done to ensure no conflict with Victorian Legislation. The Institution acts as the Victoria Division of The Institution of Surveyors, Australia.

The Memorandum of Association is shown below in the original form, preserved as an historical document without contamination by modern terminology and wording.

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Companies Act 1890

Company Limited By Guarantee

### **MEMORANDUM OF ASSOCIATION of THE VICTORIAN INSTITUTE OF SURVEYORS**

1. The name of the Association is "THE VICTORIAN INSTITUTE OF SURVEYORS".
2. The registered office of the Institute is proposed to be situated at Melbourne in the State of Victoria.
3. The objects for which the Institution is established are:-
  - 3.1 The advancement and elevation of Surveying and Civil Engineering as professions in Victoria and the cultivation of friendly relations among the members.
  - 3.2 As a scientific and professional organisation to encourage the study of surveying and to improve and elevate the general and scientific knowledge of persons engaged or intending to engage in the profession of surveying.
4. The income and property of the Institute whencesoever derived shall be applied solely towards the promotion of the objects of the Institute as set forth in this memorandum of association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Institute or to any of them or to any person claiming through any of them. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Institute or to any member thereof or other person in return for any services actually rendered to the Institute.
5. The fourth paragraph of this memorandum is a condition on which a licence is granted by the Attorney-General to the Institute in pursuance of section one hundred and eighty-one of the Companies Act 1890, No. 1074.
6. If the Institute acts in contravention of the fourth paragraph of this memorandum the liability of every member of the Council of the Institute shall be unlimited, and the liability of every member of the Institute who received any dividend bonus or other profit in contravention of such fourth paragraph shall likewise be unlimited.
7. Every member of the Institute undertakes to contribute to the assets of the Institute in the event of the same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Institute contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding one pound, or in the case of his liability becoming unlimited such other amount as may be required in pursuance of the last preceding paragraph of this memorandum.

8. If on the winding up or, the dissolution of the Institute there remains after the satisfaction of all its debts and liabilities any 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 institution or institutions having objects similar to the objects of the Institute to be determined by the members of the Institute, at or before the time of dissolution, and in default thereof by such judge of the Supreme Court as may have or acquire jurisdiction in the matter.

We the several persons whose names and addresses are subscribed are desirous of being formed into an Institute in pursuance of this memorandum of association.

GJ.BOURKE, 40 Odessa Street St.Kilda.  
B.A.SMITH, Tuckett Chambers, Collins Street Melbourne.  
J.M.COANE, 70 Queen Street Melbourne.  
THOMAS WALKER FOWLER, University, Melbourne.  
THOS.B.MUNTZ 70 Queen Street Melbourne.  
Wm. BAGE, 70 Queen Street Melbourne.  
E.A.LEONARD, "Rialto", Collins Street Melbourne.

Witness to all the above signatures,  
GEO.H.GRANT.

COMPANIES' Act 1890  
54 Victoria No. 1074

This is to certify that pursuant to the provisions of an Act passed in the fifty-fourth Year of the reign of Her Majesty Queen Victoria, No. 1074, intituled "An Act to consolidate the law relating to Companies", "The Victorian Institute of Surveyors" has been this day duly registered by me, and notify that the said Company is incorporated and is limited by guarantee. Given under my hand at Melbourne this eighth day of October, 1895.

EDWARD BARRETT,  
Deputy Registrar General.

# THE INSTITUTION OF SURVEYORS, VICTORIA

## ARTICLES OF ASSOCIATION

The Articles of Association which are printed as follows were adopted by resolution at the Special General Meeting held on May 26, 2000 as part of the Regional Survey Conference at Marysville, Victoria.

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## DEFINITIONS

### 1. DEFINITIONS

In these Articles, unless there is something in the subject or context inconsistent therewith:

"Institution" means The Institution of Surveyors, Victoria.

*Reference to  
Federal  
Constitution  
or By-Laws*

"Article" means an Article of Association of the Institution.

The word "member" means and includes Honorary Fellows, Fellows, Members, Graduates, Associates, Affiliates and Students.

"Corporate Member" means and includes an Honorary Fellow, a Fellow, a Member, a Graduate Member or an Associate Member of the Institution.

"Councillor" means a Councillor elected or appointed by the Institution to represent the Institution on the Council of the Institution of Surveyors, Australia.

"Institution Year" means the period commencing at the Annual General Meeting and ending at the next Annual General Meeting.

*By-Law 39*

"Institution Financial Year" means the period from 1<sup>st</sup> July in one year to 30<sup>th</sup> June in the following year.

"Minister" means the Minister responsible for Acts of Parliament relevant to surveyors in the State of Victoria.

## ORGANISATION

### 2. ORGANISATION

(a) Until otherwise determined by a resolution of the Corporate Members in general

*Clause 3.3.1*

meeting, the Institution shall act as the Division of the Institution of Surveyors, Australia, for the area comprising the State of Victoria.

- (b) So long as the Institution acts as such Division the provisions of the Constitution and By-Laws of the Institution of Surveyors, Australia shall be binding on the Division save where for any statutory reason, the Division cannot abide by such Constitution and By-Laws. *Clause 3.3.7 By-Law 19.4*
- (c) So long as the Institution acts as such Division it shall pay to The Institution of Surveyors, Australia, the same proportion of entrance fees, (if any) and subscriptions in respect of members as would have been payable under the Constitution and By-Laws from time to time of The Institution of Surveyors, Australia, if the Institution had actually been a division thereof. *By-Law 22*

### 3. MEMBERSHIP

- (a) The Institution shall consist of seven grades of members who shall be designated Honorary Fellows, Fellows, Members, Graduates, Affiliates, Associates and Students. The Honorary Fellows, Fellows, Members, Graduates and Associates shall be Corporate Members of the Institution. *Clause 5 and By-Law 2*
- (b) Whilst the Institution is acting as a Division of the Institution of Surveyors, Australia, an Honorary Fellow, Fellow, Member Graduate, Affiliate, Associate or Student having occasion to designate themselves as belonging to the Institution shall state the grade to which they belong according to the following abbreviated forms : Hon.F.I.S.Aust., F.I.S.Aust., M.I.S.Aust., Grad.I.S.Aust., Affil.I.S.Aust., Assoc.I.S.Aust. or Stud.I.S.Aust.

### 4. INSTITUTION REGISTER

An Institution Register of all members showing their grades of membership and addresses and such other particulars as the Institution Committee may from time to time prescribe shall be kept at the Office of the Institution.

## INSTITUTION COMMITTEE

### 5. CONSTITUTION OF COMMITTEE

- (a) The Committee of the Institution shall consist of ten Corporate Members of the Institution together with the President, the Immediate Past President, an Honorary Secretary, an Honorary Treasurer, Councillors elected in accordance with Article 67, and nominees to the Surveyors Board of Victoria appointed in accordance with Article 68, the Chairperson of the Association of Consulting Surveyors Victoria and such other member as may be appointed in accordance with sub-clause b (ii) of this article. *By-Law 19*
- (b) Election of President
- (i) The President of the Institution for the ensuing Institution year shall be designated the President-Elect and shall be elected by the Committee from among its members at the first meeting of the Committee due to retire at the end of the Institution year in which the election takes place.
- (ii) If no member of the Committee is willing to accept office as President-Elect the Committee may invite a Corporate Member to accept such office.
- (iii) Failing such an invitation the President shall be elected by the Committee from among its number after the election of the new Committee for the Institution year in which the President is to hold office.
- (iv) Notwithstanding anything in the foregoing parts of Article 5 (b) at least twenty

corporate members, not less than two months prior to the Annual General Meeting in any year, may call for a general election for the office of President for the ensuing year. Such general election shall take place at the Annual General Meeting and any corporate member elected as a result of such action shall replace the appointee of the Committee.

(c) Election of Vice-President

The Vice-President of the Institution shall be elected by the Committee from among its number at the first Committee meeting in the Institution year.

- (d) At the end of each Institution year, five Ordinary Committee members shall vacate office, such Committee members being the five whose terms expire subject to the proviso that should any of them have been elected in accordance with sub-clause (b) of this article they shall not vacate office.
- (e) An ordinary member of Committee who has not completed their term of office and who accepts nomination for election to the position of Honorary Secretary or Honorary Treasurer shall be deemed to have resigned as a Committee member immediately prior to the Annual General Meeting at which the election is held.
- (f) Subject to the provision of sub-clause (d) of this article, the Honorary Secretary, the Honorary Treasurer and such other Committee members as are necessary to fill all vacancies on the Committee shall be elected by and from the Corporate Members of the Institution in accordance with Article 7, 66 and 69 respectively.

## 6. TENURE OF OFFICE

- (a) The President the President-Elect and the Vice-President shall hold office for one Institution year.
- (b) The Honorary Secretary and Honorary Treasurer shall hold office for the Institution year following the Annual General Meeting at which the result of the Ballot for their election was declared.
- (c) Subject to the provision of sub-clause (d) of Article 5, Committee members shall hold office for the two Institution years following the Annual General Meeting at which the result of the Ballot for their election was declared.
- (d) A member of the Committee wishing to resign (other than Councillors, Surveyors Board Nominees or Chairperson of Association of Consulting Surveyors Victoria) shall tender their resignation in writing to the Honorary Secretary.
- (e) A Councillor wishing to resign shall tender their resignation in writing to the Honorary Secretary of the Institution of Surveyors, Australia, and notify the Secretary of the Institution of such resignation. The Committee shall then nominate to Council another Corporate Member for the office of Councillor. Such member shall hold office so long as their predecessor would have retained office if no vacancy had occurred.
- (f) A nominee to the Surveyors Board wishing to resign shall tender their resignation to the Minister and notify the Secretary of the Institution of such resignation.

## 7. ELECTION OF COMMITTEE

The election of the Honorary Secretary, Honorary Treasurer and Committee members shall be by ballot of members of the Institution entitled to vote. In the event of an equality of votes for any office the President shall deliver a casting vote. The result of such ballot shall be declared at the Annual General Meeting.

## 8. QUALIFICATIONS OF MEMBERS OF COMMITTEE

Any Corporate Member of the Institution shall, subject to the provisions of Article 34, be eligible for election to the Committee, provided that:

No member shall hold more than one of the following Offices of the Committee at the same time, namely, President, President-Elect, Vice-President, Honorary Secretary, Honorary Treasurer or ordinary Committee member. A Federal Councillor, Surveyors Board Nominee or Chairperson of the Association of Consulting Surveyors Victoria, shall not hold the position of ordinary Committee member. Nothing in the foregoing shall prohibit a Federal Councillor, Surveyors Board Nominee or Chairperson of the Association of Consulting Surveyors Victoria from holding the office of President, President-Elect or Vice President.

## 9. VACANCY IN COMMITTEE

Subject to Article 8 any vacancy in the Committee of any office bearer or Committee member shall be filled by the Committee at any subsequent committee meeting by the election of a Committee member or Corporate Member, as the case may be and the person so appointed shall hold office so long as their predecessor would have retained office if no vacancy had occurred.

## 10. POWERS OF COMMITTEE

The Committee shall have the management and direction of the affairs of the Institution and shall do all such acts as appear to it to be necessary or desirable for the purpose of carrying into effect the objects of the Institution subject to the provisions of the Memorandum and Articles of Association.

## 11. EXECUTIVE OF THE COMMITTEE

The affairs of the Committee may be carried on between meetings by an Executive comprising the President, President-Elect, Vice-President, the Immediate Past President, the Honorary Secretary and the Honorary Treasurer. Minutes of its meeting shall be circulated to the members of the Committee and its actions shall be subject to ratification by the Committee. At a meeting of the Executive a quorum shall be three.

## 12. ATTENDANCE

If an ordinary member of the Committee fails to attend its meetings for three consecutive months without obtaining leave of absence or furnishing to the Committee a satisfactory reason for such absence, the Committee may cause a notice to be sent to such Committee member at their last recorded address, to the effect that it is intended to declare their seat vacant. The Committee may then, at a meeting held not less than fourteen days after such notice has been sent, declare the seat vacant.

## 13. REPORT OF COMMITTEE

While the Institution is acting as a Division of The Institution of Surveyors, Australia, the Committee shall forward annually to The Institution of Surveyors, Australia, a report of the transactions and audited statements of accounts and a statement of remittances to The Institution of Surveyors, Australia, reconciled with membership lists.

*By-Law 23*

## **OFFICE BEARERS AND OFFICERS**

### 14. DUTIES OF HONORARY SECRETARY

It shall be the duty of the Honorary Secretary, under the direction of the Committee, to conduct the ordinary business of the Institution in accordance with the

Memorandum and Articles of Association and on behalf of the Committee to supervise such officers as the Committee may appoint. The Honorary Secretary shall be required to keep an accurate record of proceedings of the Institution and of the Committee, to keep a record of the membership of the Institution, to send to the members notices of meetings, notices of subscriptions due for renewal and such other matters as may be decided by the Committee, to conduct the correspondence of the Institution, and to carry out such other duties as may be prescribed in these Articles or determined by the Committee.

#### 15. DUTIES OF HONORARY TREASURER

It shall be the duty of the Honorary Treasurer to conduct, record and report financial transactions of the Institution. The Honorary Treasurer shall be required to keep a record of membership subscriptions and fees payable to the Institution, to receive and deposit at a financial institution or corporation, on behalf of the Institution, all monies paid to the Institution and to issue receipts therefor, to seek authority for the payment of accounts and to arrange for the disbursement of monies as directed by the Committee.

#### 16. APPOINTMENT OF OFFICERS

The Committee may appoint or employ an Institution Secretary and/or such other officers or agents as may be deemed necessary for the effective administration of the affairs of the Institution, and shall define their duties and determine from time to time their remuneration. The Committee may suspend or terminate the appointment of any person so appointed or employed.

#### 17. DUTIES OF OFFICERS

The Committee may direct the Institution Secretary or any other officer appointed under Article 16 to perform such of the duties of the Honorary Secretary and/or the Honorary Treasurer and such other duties as it may from time to time determine.

#### 18. AUDITORS

A qualified Auditor or Auditors shall be appointed in accordance with the Companies Act to audit the accounts of the Institution for the Institution Financial year and submit their report to the Committee not later than 31<sup>st</sup> August following.

*By-Law 23*

### **THE SEAL**

#### 19. THE SEAL

The Common Seal of the Institution shall be in the custody of the Committee. It shall not be affixed to any instrument except by the authority of a resolution of the Committee and in the presence of the President and the Honorary Secretary or other such persons as the Committee may from time to time appoint for that purpose, and the President and the Honorary Secretary or other persons as aforesaid shall sign every instrument to which the Seal is so affixed in their presence.

### **MEMBERSHIP**

#### 20. QUALIFICATIONS FOR MEMBERSHIP

The qualifications for Honorary Fellows, Fellows, Members, Graduates, Affiliates, Associates and Students shall be the same as the respective qualifications for membership of The Institution of Surveyors, Australia.

*By-Law 6*

## 21. CONSIDERATION OF PROPOSALS FOR ADMISSION, ADVANCEMENT OR TRANSFER

While the Institution continues to act as a Division of The Institution of Surveyors, Australia, no person shall be admitted to membership of the Institution and no member shall be advanced in grade of membership or transferred to another Division without the approval of The Institution of Surveyors, Australia and every proposal for admission as a member of the Institution or for advancement of grade of membership or for transfer to another Division shall be made on the prescribed form and be sent to the Secretary of the Institution. Such application shall be forwarded to the Honorary Secretary of the Institution of Surveyors, Australia, with any recommendation made thereon by the Committee. The suitability of a candidate for admission as or for advancement to the grade of Honorary Fellow, Fellow, Member, Graduate, Affiliate or Associate shall be determined by The Institution of Surveyors, Australia, following consideration of any recommendation made thereon by the Committee. The suitability of a candidate for admission as a Student shall be determined by the Committee and the Honorary Secretary of The Institution of Surveyors, Australia, shall be notified in writing of such admission.

*By-Laws 25,  
27, 28, 29,30,  
31 and 33*

## 22. HONORARY FELLOWS

- (a) Honorary Fellows shall be either distinguished persons who from their position have been or are able to be of assistance to the Institution in carrying out its aims, or, persons eminent in science, experienced in pursuits kindred to those of the Members of the Institution

*By-Law24.2.1*

or

shall be Fellows of not less than ten years standing who have rendered distinguished service to the Institution and the profession.

- (b) A proposal for the election to the grade of Honorary Fellow shall be signed by not less than six Corporate Members and forwarded to the Honorary Secretary of The Institution of Surveyors, Australia.

## 23. FELLOWS

Fellows shall be elected from among those Members who have rendered conspicuous service to the profession. When the number of Fellows exceeds 20 per cent of the total Corporate Membership not more than one more additional Fellow shall be elected in any one year.

*By-Laws 6. 2  
and 24.2.1*

## 24. NOMINATION OF FELLOWS

- (a) Any duly qualified Member may be proposed by not less than six Corporate Members for election to the grade of Fellow. The nomination paper must state the reasons for the proposal and the qualifications of the Member, and be submitted to the Committee.
- (b) A nomination so received shall, subject to at least two weeks' previous notice having been given, be considered by Executive, and if at least two-thirds of those present at a meeting are in favour of the submission of the nomination to ballot, a ballot of Committee shall be taken at the next ordinary meeting. At least two-thirds of the votes cast by Committee must be in favour of the nomination to receive its approval. Nominations approved by the Committee shall be forwarded to The Honorary Secretary of the Institution of Surveyors, Australia in accordance with Article 21. A nomination which is not approved by the Committee may not be re-submitted for consideration until the expiration of a period of not less than twelve months.
- (c) The Honorary Secretary shall advise in writing all signatories of any nomination for election as Fellow submitted in accordance with Article 24 the result of such nomination.

*By-Law24.2.1*

## 25. CERTIFICATE OF MEMBERSHIP

Every Member shall be entitled to an appropriate certificate of membership but all certificates issued shall be the property of The Institution of Surveyors, Australia and must be returned by the person who has resigned or who ceases to be a member, upon receipt of notice requiring them so to do.

*By-Law 31*

## 26. CONDUCT OF MEMBERS

Every Corporate Member, Affiliate and Student shall be governed by the Memorandum and Articles of Association of the Institution and shall abide by the Code of Ethics and shall refrain from doing any act tending to bring discredit upon the Institution or the profession of surveying.

## 27. RESIGNATION

A member desiring to discontinue their membership of the Institution shall tender their resignation in writing to the Committee and they shall be under no further liability in respect of subscriptions accrued as from the date of receipt of the resignation but they shall remain liable for all subscriptions accrued up to the date of the receipt of their resignation unless the Committee considers that there have been circumstances in extenuation of the failure to pay the same. A person shall cease to be a member as from the date of the receipt or their resignation. The Honorary Secretary of The Institution of Surveyors, Australia shall be notified of such resignation.

*By-Law 33*

## 28. SUSPENSION OR EXPULSION OF MEMBERS

- (a) The Committee shall have the power to investigate a charge against any member who has failed to observe a high and honourable standard of professional conduct. Such member shall be notified of what is alleged against them at least fourteen days prior to the meeting of the Committee at which the charge is to be considered and the member shall have the right to be heard by the Committee at the meeting if they so desire. Should the Committee find the charge proven, it shall forthwith report its findings with all details of the charge to the Honorary Secretary of The Institution of Surveyors, Australia. Before making a final decision the Committee shall consider the advice of the Council of The Institution of Surveyors, Australia and may either resolve that although such charge has been proved the matter is not sufficiently serious to warrant suspension or expulsion of the member, or may resolve that such member be suspended from the rights and privileges of membership of the Institution for such period as the Committee shall determine, or that the member be expelled from the Institution and shall advise the member and the Council of its decision.
- (b) Any member suspended in accordance with sub-clause (a) of this Article shall have no right to vote at any meeting, or to hold office in the Institution or to have or exercise any of the other rights of membership during the period of suspension. Nevertheless, their obligations under Articles 29 and 30 (a) shall stand, and they shall be entitled to receive the publications of the Institution and the Institution of Surveyors, Australia and use the abbreviated designation after their name appropriate to their grade of membership.

*By-Law 34*

## **FEES AND SUBSCRIPTIONS**

### 29. FEES AND SUBSCRIPTIONS

The annual subscriptions payable by Corporate Members, Affiliates and Students shall be at rates fixed by the Committee from time to time and confirmed by the votes of the Corporate Members at a General Meeting of the Institution.

*By-Law 22*

Any alterations in the residence, place of employment or business of any member shall be notified by them to the Honorary Secretary, and the amount of the next Annual Subscription due from them shall be varied if necessary.

### 30. SUBSCRIPTIONS DUE

- (a) All annual subscriptions payable to the Institution shall be due on the first day of July in each year for the financial year then commencing.
- (b) In the case of a member admitted to membership in any financial year, such payment shall be on a pro rata basis.

### 31. PERMANENT EXEMPTION FROM ANNUAL SUBSCRIPTION

On the application to the Committee a Fellow, Member, or Associate who has reached the age of 65 years, and who has been a member of the Institution for not less than 25 years may be exempted from their annual subscription by the Committee with the approval of the Council of The Institution of Surveyors, Australia. In any case such a member having reached the age of 70 years shall be exempted from the payment of further annual subscriptions on application to the Committee.

*By-Law 36*

Members exempted from their annual subscription under the provisions of this Article may be charged an annual amount that shall not exceed the cost of supplying the member with regular copies of the journal of the Institution of Surveyors, Australia, and the bulletin of the Institution.

Applications under this Article shall be forwarded to the Honorary Secretary of the Institution on the prescribed form not later than the first day of June in any year for the financial year next ensuing.

### 32. TEMPORARY EXEMPTION FROM ANNUAL SUBSCRIPTION

- (a) The Committee may for good and sufficient reason exempt any member from year to year from payment of their annual subscription. Such a member shall apply in writing annually on the prescribed form not later than the first day of June in any year for the financial year next ensuing. Such a member may be charged an annual amount that shall not exceed the cost of supplying the member with regular copies of the journal of The Institution of Surveyors, Australia and the bulletin of the Institution.
- (b) The Committee may exempt any member who comes under the provision of sub-clause (a) of this Article from the payment of any subscription, which may be in arrears.

*By-Law 37*

### 33. ARREARS OF DECEASED MEMBERS

The Committee may exempt the estate of any deceased member from the payment of arrears of subscription.

*By-Law 38*

### 34. ARREARS

A member who is in arrears with their subscription for more than three months shall not be entitled to receive any publication or ballot list of the Institution or be entitled to vote at any meeting or be elected to any office in the Institution.

*By-Law 39*

### 35. NON-PAYMENT OF ANNUAL SUBSCRIPTION

- (a) A member whose annual subscription has not been paid by the 15th October shall be declared unfinancial and such person shall cease to be a member if so determined by Committee. The Honorary Secretary of The Institution of Surveyors, Australia shall be advised immediately.
- (b) A person who has ceased to be a member in accordance with the sub-clause (a) of this Article may be re-admitted to the same grade of membership upon applying on the prescribed form. The Council of The Institution of Surveyors, Australia shall be duly notified and may, in special circumstances, exempt such a candidate from the payment of any entrance fee prescribed by the Council of The Institution of

*By-Law 40*

*By-Law 41*

## **FINANCIAL PROCEDURES**

### **36. STATEMENTS OF ACCOUNT**

The Committee shall cause true accounts to be kept of all sums of money received and expended by the Committee and of matters in respect of which such receipts and expenditure take place and of all the property credits and liabilities for which the Institution is held responsible. The Committee may delegate the day to day management of the accounts, including the authorisation of expenditure, to Executive, subject to Policy and budgets set by Committee.

### **37. FUNDS OF THE INSTITUTION**

The general accumulated account of the Institution shall consist of the accumulated surplus less any deficiencies that may have occurred in the revenue account of the Institution since the formation of the Institution. Transfers from the General Account to special accounts for the purpose of making provision for special activities may be authorised at the discretion of the Executive. Special funds may be created by the Institution from time to time for specific purposes as deemed necessary and desirable or as may be required by the conditions attached to the receipt of any monies.

### **38. OPERATION UPON THE ACCOUNTS OF THE INSTITUTION**

- (a) Operation upon all accounts of the Institution shall be authorised only by resolution of the Executive.
- (b) All operations on accounts of the Institution shall be reported to Committee at its next meeting
- (c) The resolution for the creation of a special account shall include also a condition that the signatures of at least two persons duly authorised shall be required on any instrument that may be used in operating upon the account of such a fund.

### **39. OPERATION UPON THE CURRENT ACCOUNTS OF THE INSTITUTION**

All monies received by the Institution shall be deposited in the current account of the Institution to be opened at a financial institution or corporation approved by the Committee, and payment of all accounts that are certified as correct by the Committee shall be made therefrom by cheque on such financial institution or corporation signed by the Honorary Treasurer, or if the Honorary Treasurer is temporarily unavailable then by another member of Executive, who shall be nominated by the Honorary Treasurer, and any two other members of Committee whom the Committee may appoint for the purpose.

### **40. RECORD OF PAYMENTS**

All payments by members on account of fees and subscriptions shall be recorded by a system to be determined by Executive and in accordance with Article 42.

### **41. SAFE CUSTODY**

The Executive may provide at its discretion for safe custody of valuable items, documents, deeds and the like. The withdrawal of any of the forgoing from safe custody shall only be by resolution of the Executive and shall require the signatures of at least three members of Executive or other persons duly appointed.

#### 42. DUTIES OF AUDITORS

The Auditors of the Institution shall have the right of access at all times to the books of accounts and all relevant documents at the Institution, and shall be entitled to require from the Executive and officers of the Institution such information and explanations as may be necessary for the performance of their duties as Auditors. As required by Article 18 and as the Committee may direct, the Auditors shall make a report to the Committee on the accounts examined by them and on other records which the Institution is required to keep by law or by its Articles of Association and in connection with every Balance Sheet so prepared their report shall state:

- (a) whether or not they have obtained all the information and explanations they had required;
- (b) whether in their opinion the Balance Sheet referred to in the report is properly drawn up so as to exhibit a true and fair view of the state of the Institution's affairs according to the best of their information and explanations given to them and as shown by the books of the Institution; and
- (c) whether in their own opinion the records which the Institution is required to keep by law or its Articles of Association have been properly kept.

#### 43. INSPECTION OF ACCOUNTS, DOCUMENTS AND BOOKS OF THE INSTITUTION

The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts, documents and books of the Institution or any of them shall be open to the inspection of members, and no member, not being a member of the Committee, shall have any right of inspecting any of the financial records except as authorised by the Committee, provided however, that any member shall have the right at any time during Institution office hours or at Institution Meetings to inspect the Minutes of the Institution's General Meetings.

*By-Law 67*

#### 44. GUIDE FOR FEES

The Institution shall from time to time prepare and publish or recommend a guide for fees and no member shall accept a fee that would preclude them from providing an adequate and appropriate service.

#### 45. BOARD OF REFERENCE FOR DISPUTE CHARGES

In the case of any account of a member of the Institution for professional services being disputed by the client, the Committee may act at the request of the contending parties and appoint a Board of Reference to inquire into and make recommendations on the case, provided that:

- (a) the case shall be stated in writing by the applicant and lodged with the Secretary, together with a fee calculated at five per centum on the account claimed, with a minimum fee of one hundred dollars;
- (b) an agreement is lodged by the contending parties to the effect that the decision of the Committee shall be final and binding;
- (c) the contending parties agree if called upon by the Board to attend with their witnesses and produce evidence.

### **COMMITTEE MEETINGS**

#### 46. MEETINGS OF THE COMMITTEE

Ordinary Meetings of the Committee shall be held monthly unless otherwise determined by resolution of the Committee. A Special Meeting of the Committee

may be convened at the will of the President and shall be convened upon the requisition in writing of three members of the Committee, submitted to the President.

#### 47. CHAIRPERSON OF COMMITTEE MEETINGS

At all meetings of the Committee, the President or in their absence the President-Elect, or in the absence of both of them, the Vice-President shall take the chair, and in the event of voting being equal shall give a casting vote. In the absence of the President, the President-Elect and the Vice-President, the members present shall elect a chairperson from amongst themselves.

#### 48. NOTICE OF MEETING

At least seven days' notice in writing shall be given of each Ordinary and Special Meeting of the Committee and the nature of the business to be submitted thereat shall be stated in the notice.

#### 49. QUORUM OF COMMITTEE

At meetings of the Committee, six members of Committee shall form a quorum.

#### 50. BUSINESS AT A SPECIAL MEETING

At a Special Meeting of the Committee no business other than that for which it has been convened shall be transacted.

#### 51. REGULATIONS GOVERNING PROCEDURE

The Committee may make regulations governing the procedure at its meetings and at General Meetings of the Institution and may from time to time alter, add to or revoke all or any of such regulations.

### **SUB-COMMITTEES**

#### 52. APPOINTMENT BY COMMITTEE

The Committee shall at its first meeting in the Institution year, or as soon as possible thereafter, appoint from amongst the members of the Institution such Sub-Committee members as it deems necessary. The President and the Honorary Secretary shall be 'ex officio' members of all Sub-Committees. The convenor of each Sub-Committee shall be a member of the Committee. Each Sub-Committee shall have advisory powers only and shall perform its duties under the direction of the Committee. It shall keep an adequate record of its proceedings and shall report thereon to the Committee. The members of Sub-Committees shall hold office until their successors have been appointed or until the Sub-Committee is dissolved by the Committee.

### **GENERAL MEETINGS**

#### 53. DEFINITION OF A GENERAL MEETING

A General Meeting of the Institution shall mean a Meeting to which all members of the Institution are duly summoned. Members attending a General Meeting shall sign the Attendance Book provided for that purpose.

#### 54. ANNUAL GENERAL MEETING

- (a) A General Meeting to be called the Annual General Meeting shall be held each year at such a date, time and place as the Committee shall determine. The month of the Annual General Meeting shall be chosen by Committee to allow sufficient time to

prepare reports required in order to comply with relevant government legislation or regulations.

- (b) The business of the Annual General Meeting shall include the presentation of the Audited Financial Statement of Accounts, the report of the Committee of the transactions of the past quarter, the appointment of Auditors and, if necessary, the declaration of the results of the ballots for the election of the Honorary Secretary, Honorary Treasurer and Committee members for the ensuing year, the declaration of the results of the ballots for the election of Councillors, and the panel of names to be submitted to the Minister to assist in the selection of Members for appointment to the Surveyors Board of Victoria (if applicable) and any other business that may be brought before any Ordinary General Meeting.

#### 55. ORDINARY GENERAL MEETING

- (a) Ordinary General Meetings shall be held each year at such dates, times and places as the Committee shall determine. The business that may be brought before any Ordinary General Meeting shall include the report of the Committee of the transactions of the past quarter and the consideration of any other business as provided by Article 59.
- (b) The business of an Ordinary General Meeting shall include, if necessary, the declaration of the results of the ballots for the election of the Honorary Secretary, Honorary Treasurer and Committee members for the ensuing year, the declaration of the results of the ballots for the election of Councillors, and the panel of names to be submitted to the Minister to assist in the selection of Members for appointment to the Surveyors Board of Victoria (if applicable).

#### 56. SPECIAL GENERAL MEETING

- (a) The Committee may convene a Special General Meeting whenever it thinks fit.
- (b) The Committee shall upon a requisition in writing signed by any twenty or more Corporate Members convene a Special General Meeting, within sixty days of the requisition and shall take steps to this end within twenty-one days of the lodging of the requisition, which shall clearly set out the object of the proposed meeting.
- (c) If the Committee fails to take the necessary action within twenty-one days, the requisitionists may themselves convene a meeting and for this purpose shall have access to such records as will enable them to convene the meeting in the manner prescribed in Article 58. At such meeting, only the business of the notice paper convening the meeting shall be dealt with.

#### 57. EXTRA-ORDINARY GENERAL MEETING

The Committee shall when required under the Companies Act convene an Extra-Ordinary General Meeting of the Institution.

#### 58. NOTICE OF GENERAL MEETING

Subject to the provisions of the Companies Act the Committee shall not less than fourteen days before an Annual General Meeting or Ordinary General Meeting or Special General Meeting or Extra-Ordinary General Meeting send to members of the Institution a notice stating the date, place and hour of the meeting, and the business to be considered thereat, but the non-receipt of such notice by any member shall not invalidate the proceedings of the meeting.

#### 59. BUSINESS AT GENERAL MEETING

Subject to Articles 54, 55 and 57 the Committee shall determine and include in the notice convening any General Meeting the business to be considered at that meeting. Such business shall include also any matter of which notice has been given to the Committee not less than thirty days before the meeting by any six or more members

who are Corporate Members of the Institution, provided that business not appearing in the notice convening the meeting may be brought forward at an Annual General Meeting or an Ordinary General Meeting by the Committee or by any member entitled to vote with the consent of the meeting.

#### 60. CHAIRPERSON OF GENERAL MEETING

The President of the Institution shall preside at any General Meeting of the Institution at which they are present. In the absence of the President the President-Elect shall preside and in the absence of both of them the Vice-President shall preside. In the absence of these three office-bearers the Corporate Members present shall elect one of their number to be Chairperson.

#### 61. QUORUM AT GENERAL MEETINGS

The number of Corporate Members required to be personally present at a duly convened General Meeting of the Institution to constitute a quorum with power to act shall be twenty.

#### 62. PROCEEDINGS WHEN A QUORUM IS NOT PRESENT

If at a General Meeting of the Institution a quorum be not present within 30 minutes after the time appointed for the meeting:

- (a) The meeting if convened in accordance with a requisition made under Article 56(b) shall lapse.
- (b) The meeting if convened in accordance with Article 57 shall be re-convened at such date, place and time as the Committee shall see fit.
- (c) In the case of the Annual General Meeting, the business that may be considered shall be restricted to the quarterly report of Committee, the appointment of Auditors, if necessary, the election of scrutineers for the ensuing Institution year, the declaration of the result of ballots and the presentation of an address or the reading or discussion of a paper. Any other business shall be deferred for consideration at a subsequent General Meeting of the Institution.
- (d) In the case of any other General Meeting the business that may be considered shall be restricted to the quarterly report of Committee and the presentation of an address or the reading or discussion of a paper. Any other business shall be deferred for consideration at a subsequent meeting of the Institution.
- (e) The Committee may at its discretion determine whether the subsequent General Meeting referred to in (c) and (d) above shall be an Ordinary or Special General Meeting.
- (f) If in the course of a General Meeting the absence of a quorum be brought under the notice of the Chairperson, the foregoing conditions shall apply.

#### 63. ADJOURNMENT OF GENERAL MEETING

If at a General Meeting all the business appointed to be done be not completed the Chairperson may with the consent of the Meeting adjourn the Meeting 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 was made.

#### 64. VISITORS

Subject to the approval of the Chairperson any member shall have the privilege of introducing visitors at any General Meeting of the Institution. The Committee may also invite visitors. All visitors shall be required to sign the Attendance Book.

## VOTES AND VOTING

### 65. SCRUTINEERS

Each year at the Annual General Meeting or at an Ordinary General Meeting, if so determined by the Committee not less than three Corporate Members of the Institution shall be elected scrutineers for the following year. Two scrutineers shall be competent to deal with any ballot. They shall count all votes cast by postal or ordinary ballot and report the results to the Chairperson. If at any General Meeting at which a ballot is held two scrutineers be not present, the required number shall be elected from the Corporate Members present. Such Corporate Members shall be competent to act as scrutineers only for the meeting at which they are elected.

### 66. NOMINATION OF COMMITTEE

Not less than two months prior to the Annual General Meeting each year, the Committee, by forwarding a notice paper to members, shall invite nominations for the offices of Honorary Secretary, Honorary Treasurer and such number of Committee as shall be required in accordance with Articles 5 (d), (e) and (f).

Any Corporate Member may make nominations. Each nomination shall be made on the prescribed form, and be signed by the proposer, seconder, and the nominee. All such nominations shall be in the hands of the Honorary Secretary not less than one month prior to the Annual General Meeting each year.

The Committee at a duly convened meeting held subsequent to the closing date provided above may make further nominations, and shall in any case make such nominations as may be necessary to ensure that the Officers of Honorary Secretary and Honorary Treasurer will be filled, and that the total number of nominations for the Committee shall not be less than the number to be elected.

### 67. NOMINATION OF COUNCILLORS

When required the Committee shall, by forwarding a notice paper to members, invite nominations for the office of Councillors of The Institution of Surveyors, Australia, and any Corporate Member of the Institution may make such nominations. Each nomination shall be on the prescribed form signed by the proposer, seconder, and nominee. All such nominations shall be in the hands of the Honorary Secretary not less than one month prior to the Annual General Meeting each year. The Committee may also make nominations and, in any case, shall make such nominations as may be necessary to ensure that the total number of nominations shall be at least two more than the number to be elected unless it can be shown that there is not within the Institution the requisite number of members willing to accept nominations.

*By-Laws 8.3, 8.4  
and 8.5*

### 68. NOMINATION OF MEMBERS OF THE INSTITUTION FOR APPOINTMENT TO THE SURVEYORS BOARD OF VICTORIA

Whereas the relevant Act of the parliament of the State of Victoria requires a panel of names of Licensed Surveyors to be submitted to the Minister by the Committee of the Institution from which persons will be appointed to the Surveyors Board of Victoria, the Committee shall forward when necessary a notice paper to Corporate Members inviting nominations for the panel from Corporate Members of the Institution who are Licensed Surveyors. Each nomination shall be on the prescribed form signed by the proposer, seconder and nominee. All such nominations shall be in the hands of the Honorary Secretary not less than one month prior to the Annual General Meeting each year. The Committee may also make nominations, and in any case, shall make such nominations as may be necessary to ensure that the total number of nominations shall not be less than that required by the Minister on the panel of names submitted to them. Such panel of names shall be in order of priority as determined by the ballot.

## 69. ELECTIONS

The election of the Committee, Councillors and, when required, the panel of names as referred to in Article 68, shall be by ballot which shall close on the date and time appointed by the Committee. The ballot papers for the elections and the method of voting shall be as approved by the Committee. Notice of all nominations and ballot papers shall be circulated with the notice convening the Annual General Meeting each year.

## 70. VOTING AT GENERAL MEETINGS

At General Meetings of the Institution, unless otherwise provided, questions shall be determined by a majority of the formal votes cast. Any motion or amendment proposed and seconded at a General Meeting shall be put by the Chairperson and decided by a majority of the members present who vote and are entitled to vote, on a show of hands provided that a division may be called by the Chairperson or demanded by any ten Corporate members present. A declaration by the Chairperson that a motion has been carried by a particular majority or lost, or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such motion. A motion, if carried, shall be a resolution of the Institution in General Meeting unless a postal vote be demanded as provided in Article 72.

## 71. CHAIRPERSON'S CASTING VOTE

The Chairperson of any General Meeting, Committee or Sub-Committee Meeting shall in the event of an equality of votes have a second or casting vote.

## 72. POSTAL VOTE

At any time before the conclusion of a General Meeting any ten members present and entitled to vote may demand a postal vote on any motion (not being a motion for the appointment of a Chairperson or scrutineers or for the adjournment of the meeting) which has been put to the meeting. The demand for a postal vote shall not prevent the continuance of the meeting. The result of the postal vote shall be deemed to be a resolution of the Institution in General Meeting. A demand for a postal vote may be withdrawn prior to the termination of the meeting at which it is demanded. The Committee may at any time take a postal vote of members entitled to vote on matters relating to the affairs of the Institution.

## 73. PROCEDURE FOR A POSTAL VOTE

A postal vote shall be taken by sending a copy of the proposed resolution or resolutions and a voting paper to each member entitled to vote, by post to their address as entered in the Institution Register. In the case of a postal vote demanded at a General Meeting, the voting paper shall be sent fourteen days after such meeting and be returnable not later than thirty days after the meeting.

## 74. RIGHT TO VOTE

- (a) All Corporate Members except those whose subscriptions are in arrears in the terms of Article 34 shall be entitled to vote on any matters raised in General Meeting of the Institution or in postal vote conducted by the Committee.
- (b) An Affiliate or Student Member may join in the discussion of any business brought before a General Meeting of the Institution but may not vote thereon.

## 75. PRESCRIBED FORMS

Unless prescribed by the Council of the Institution of Surveyors, Australia, all forms required by these Articles of Association shall be approved by the Committee.

## INSTITUTION ARTICLES OF ASSOCIATION

### 76. CERTIFIED COPIES OF ARTICLES OF ASSOCIATION

A certified copy of the Articles of Association shall be kept at the Headquarters of the Institution and shall be open to the inspection of members.

### 77. ALTERATION OF ARTICLES

- (a) These Articles or any other Articles for the time being in force may subject to the provisions of the memorandum be added to, revoked, altered or amended.
- (b) Nothing contained in these Articles shall be construed as implying or creating any privilege, priority or right in favour of any member so as to limit the power of the Institution at any time to add to, revoke, alter or amend the Articles.
- (c) A three-fourths majority of the Corporate Members present and entitled to vote at a Special General Meeting of the Institution called for the purpose and of which due notice has been given shall have power from time to time to add to, revoke, alter or amend such Articles as shall have been deemed by the Committee to be requisite and convenient for the regulation, government and advantage of the Institution, its members and property, subject always to the provisions contained in Article 72.