



INSTITUTE OF MERCANTILE AGENTS LTD

(ABN 94 000 514 483)

CONSTITUTION
of
INSTITUTE OF MERCANTILE AGENTS LIMITED

effective 19 May 2001

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CORPORATIONS LAW

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**THE CONSTITUTION
OF
INSTITUTE OF MERCANTILE AGENTS LIMITED**

ACN 000 514 483

A. NAME

The name of the Company is INSTITUTE OF MERCANTILE AGENTS LIMITED hereinafter referred to as the "Institute".

B. MISSION STATEMENT

To represent the professional interests of those involved in the industries of Investigations, Debt Collection, Process Serving and Repossessions.

To foster a membership committed to the highest level of ethics, integrity and best business practice.

To advance members interests nationally with government, business and the general community to provide an environment for their ongoing commercial success.

C. OBJECTS

The objects for which the Institute is established are:-

- a. To maintain a code of ethics and a code of conduct governing the business activity of its members;
- b. To encourage the education of members in the performance of their professional activities;
- c. To provide opportunity for members to discuss and deliberate on matters affecting them professionally;
- d. To do such lawful things as are likely to further the interests of the members of the Institute;
- e. To print and publish such newsletters, periodicals, books or leaflets desirable for the promotion of these objects;
- f. To encourage public opinion and Government policy in the development and advancement of the professions of the members of the Institute;

- g. To secure proper representation for the furtherance of the professions of the members of the Institute;
- h. To maintain Sub Committees (Divisions and Branches) within the Institute and to provide for the election of Divisional and Branch executives to deal with local or particular matters of general interest to the members of the Institute;
- i. To exercise all the powers and legal capacity of a natural person; and
- j. To do all things as are incidental or necessary to achieving these objects set forth in sub-clauses (a) through to (i) above.

D. MEMBERS LIABILITY

1. Every member of the Institute undertakes to contribute to the assets of the Institute in the event of it being wound up whilst a member or within one year of ceasing to be a member 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 Institute and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding \$2.

The property profits and income of the Institute shall be applied solely towards the objects of the Institute. No portion shall be paid or transferred directly or indirectly by way of dividend bonus or distribution of profits or income or otherwise by way of profit to or amongst the members of the Institute. Provided that nothing shall prevent the payment of interest to any such member in respect of monies advanced to the Institute or owing by the Institute to the member or of remuneration to any officers or servants of the Institute or to any member of the Institute or other person in return for any services actually rendered to the Institute.

2. If upon the winding up or dissolution of the Institute there remains after satisfaction of all its debts and liabilities any property the same shall not be paid to or distributed amongst the members of the Institute but shall be given or transferred to such other industry association having similar objects to the Institute as may be determined by the members at or before the time of the dissolution or in default thereof by the Chief Judge of the Supreme Court of New South Wales (Equity Division) or such other Judge of that Court as may have or acquire jurisdiction in the matter and in default to some charitable object.
3. The liability of the members is limited.

E. GENERAL PRINCIPLES

The General Principles of the Institute shall be as follows:-

PART 1

INTERPRETATION

1. In the interpretation of this Constitution the words and expressions defined have the meaning specified herein unless the context otherwise requires:

“Act”	Means the Corporations Law.
“Director Emeritus”	Means the members who have previously had this title conferred upon him/her by the Institute or who have previously held the office of National President for a full 3 year term.
“Divisional President”	Means the member elected as Divisional President of a State or Territory Division of the Institute and in such capacity a member of the Executive Council.
“Divisional Secretary”	Means the member elected as Divisional Secretary of a State or Territory Division of the Institute.
“Divisional Treasurer”	Means the member elected as Divisional Treasurer of a State or Territory Division of the Institute.
“Divisional Vice President”	Means the member elected as Divisional Vice President of a State or Territory Division of the Institute.
“Eligible Member”	Means a member who is eligible to vote at meetings of the Institute.
“Executive Council”	Means the members of the National Board, all Divisional Presidents and such Directors Emeritus who are engaged in or work full time as an employee in the business of a Mercantile Agent.
“Financial Member”	Means a member who has paid all amounts due by way of membership fees and subscriptions due to the Institute.
“Financial Year”	Means the financial period for the Institute’s accounts as determined from time to time by the National Board.
“Immediate Past National President”	Means the National Board member who last vacated the office of National President.
“In Writing” and “Written”	Includes any method of representing words in a visible form.
“Institute”	Means Institute of Mercantile Agents Limited.
“Member”	Means a member of the Institute.

"Membership Fees"	Includes subscriptions, levies and fees paid by members as a condition of membership.
"Mercantile Agent"	Means any person engaged in the professions of debt collections, process serving, repossessions and investigations.
"Month"	Means a calendar month.
"National Board Member"	Means any member of the National Board and includes the National President, the National Vice-Presidents, the National Secretary/Chief Executive Officer and the Immediate Past National President.
"National Board"	Means the management committee of the Institute.
"National President"	Means the Member elected as National President of the Institute.
"National Secretary/Chief Executive Officer"	Means the non-voting member of the National Board appointed as National Secretary or Chief Executive Officer of the Institute by the National Board.
"National Vice Presidents"	Means the Members elected as National Vice President-Administration or National Vice President-Finance of the Institute.
"Person"	Includes an individual, firm, partnership, association, corporation, sole trader and statutory authority. A firm shall be deemed to consist of persons who are its members for the time being.
"Presiding Member"	Means any Eligible Member chairing a meeting of the Institute.
"the Office"	Means the registered office of the Institute.
"Year"	Means a calendar year.

PART 2

CONTROL

1. The management and control of the Institute is vested in the National Board, as defined in this Constitution.

PART 3

MEMBERSHIP

1. Classes Of Membership

The Institute consists of members of the following classes:

- (a) Ordinary Members
- (b) National Members
- (c) Affiliate Members
- (d) Student Members
- (e) Licentiate Members
- (f) Fellow Members
- (g) Honorary Life Members
- (h) International Members
- (i) Operator Members

2. The specifications and definitions of each class of membership are:-

(a) Ordinary Members

- A. The Membership of the Institute shall consist of individuals, associations, partnerships, firms and corporations, each one of which must be engaged in or work full time as an employee in the business of a mercantile agent.
- B. On becoming a member of the Institute each association, partnership, firm or corporation shall in writing to the National Secretary/Chief Executive Officer nominate a person to vote on its behalf. The accreditation of any such nominee may be withdrawn and/or replaced by the member who has accredited such nominee by notice in writing lodged with the National Secretary/Chief Executive Officer, or Presiding Member prior to the commencement of a meeting.

The National Board may request a member to change its nominee in the event the person nominated would fail in an application for membership in his own name or upon any of the events detailed in Part 3, Clause 12.

(b) National Members

- A. Any individual, association, partnership, firm or corporation which operates in more than one State or Territory of Australia may be enrolled as a national member of the Institute.
- B. National members shall be entitled and subject to all benefits, rights, privileges and obligations extended or imposed by the Institute, but shall be entitled to one vote only and the nominee only of such national member shall be entitled to stand for office except as may be otherwise provided for in this Constitution.

(c) Affiliate Members

- A. Sub-agents, those engaged in credit granting, credit collection, or other persons as may be determined by the National Board from time to time may be enrolled as affiliate members of the Institute.
- B. Affiliate members shall be entitled and subject to all benefits, rights, privileges and obligations extended or imposed by the Institute, but shall not be entitled to vote or stand for office except as may be otherwise provided for in this Constitution.

(d) Student Members

- A. Any person undertaking a course of study approved by the National Board may be enrolled as a Student Member for a period not exceeding 5 years.
- B. The holder of a student membership shall be entitled and subject to all benefits, rights, privileges and obligations extended or imposed by the Institute but shall not be entitled to vote or stand for office except as may be otherwise provide in this Constitution.

(e) Licentiate Members

- A. A person within the terms of Part 3, clause 2(a) may sit for an examination to be approved by the National Board, and upon satisfying the examiner of his proficiency and upon application the National Board may confer the designation of Licentiate Member, on the following conditions:
 - (i) The National Board in August each year will invite members through the publication "The Agent" to apply for Licentiate Membership.
 - (ii) Applicants will complete a questionnaire available from the National Secretary/Chief Executive Officer for submission to the National Board for consideration.
- B. Licentiate Membership is awarded in recognition of service to the Institute but otherwise confers no additional benefits, rights or privileges.

(f) Fellow Members

- A. The National Board may each year confer the status of Fellow Member upon a Licentiate Member of at least 1 year's standing and who has given outstanding and meritorious service to the Institute. Fellow Membership does not confer any additional benefits, rights or privileges.

(g) Honorary Life Members

- A. A Honorary Life Member may be elected at an Annual General Meeting upon the following conditions:
- (i) Any nominee shall have rendered distinguished service to the Institute by way of:
 - Holding executive office; or
 - Service to the professions of Mercantile Agents; or
 - Advancement of the objects of the Institute; or
 - Advancement generally of the Institute.
 - (ii) Notice of nomination signed by at least 2 members and by the nominee shall be forwarded to the National Secretary/Chief Executive Officer.
 - (iii) The nomination shall be tabled at the next National Board meeting and upon 75% of the National Board members present and voting in support of such nomination, the nomination shall be forwarded to the next Annual General Meeting for a vote by the members.
 - (iv) Voting on the nomination at the Annual General Meeting shall be by ballot.
 - (v) A decision to confer Honorary Life Membership shall require the consent of 75% of the eligible members voting in accordance with this Constitution.

(h) International Members

- A. Any individuals, associations, partnerships, firms or corporations, each one of which must be resident and engaged in the business of a Mercantile Agent outside Australia may be enrolled as an International Member of the Institute.
- B. International Members shall be entitled and subject to all benefits, rights, privileges and obligations extended or imposed by the Institute, but shall not be entitled to vote or stand for office except as may be otherwise provided for in this Constitution.

(i) Operator Members

- A. Operators engaged by ordinary members in the course of their business in such professions as process serving, debt collections, repossessions and investigations or such other persons as may be determined by the National Board from time to time may be enrolled as operator members of the Institute.
- B. Operator members shall be entitled and subject to all benefits, rights, privileges and obligations extended or imposed by the Institute, but shall not be entitled to vote or stand for office except as may be otherwise provided for in this Constitution.

3. Honorary Membership

The National Board may confer Honorary Membership of any class of membership of the Institute on any person on such terms and conditions as it sees fit.

4. Admission of Members

- (a) A written application for membership shall be made in the form prescribed by the National Board shall be submitted to the National Secretary/Chief Executive Officer and shall be accompanied by the prescribed fees.
- (b) All individuals, associations, partnerships, firms or corporations applying for membership as an ordinary, affiliate, national or operator member shall be first regarded as having provisional membership of such class of membership and shall remain as having provisional membership status until full membership as an ordinary, affiliate, national or operator member is confirmed by the National Board or by the delegated authority of the National Secretary/Chief Executive Officer. Such provisional status shall not be less than twelve calendar months nor exceed eighteen calendar months from the date of admission to the Institute.
- (c) Applications for membership shall be considered and processed in accordance with the **By-laws**.
- (d) The National Board may in its absolute discretion decline any application for membership.
- (e) All complaints notices letters evidence and other matters arising under or incidental to any complaint and/or application for membership and the hearing and determination of that complaint and/or application and all proceedings at any National Board meeting or any Ethics Committee meeting relating to complaints and/or applications shall be absolutely privileged. Should any action or legal proceedings be taken this clause may be pleaded as an absolute bar to those legal proceedings provided that this clause shall not protect any person against the legal liability (if any) for knowingly making a false statement with express malice And Further Provided that the National Board may by a majority vote of its members waive the privilege hereby created conditionally or unconditionally.

5. Membership Not Transferable

The rights and privileges of membership are personal to the member and are not transferable other than in accordance with this Constitution.

6. Payment of Fees

Membership fees shall be payable annually in advance. The National Board from time to time may determine to allow members to pay membership fees by way of instalments. Members will be required to make a written application to pay by instalments.

7. No Privileges of Membership if Fees are Unpaid

No member shall be entitled to any of the privileges of membership unless all of Membership Fees and levies due to the Institute have been paid

8. Membership Register

- (a) The National Secretary/Chief Executive Officer shall keep a Register of Members in which shall be recorded the name of every member of the Institute and any other particulars required by the **By-laws**.
- (b) An entry in the Register of Members shall be evidence of membership of the Institute.
- (c) Every individual, association, partnership, firm or corporation duly elected to membership and informed of such election shall be deemed to agree to be bound by the Institute's By Laws, Code of Conduct, Code of Ethics in force from time to time and the payment of membership fees shall be conclusive evidence of such agreement.

9. Termination of Membership

- (a) Any membership fees in arrears for three months after they become due such membership shall be cancelled.
- (b) The National Board may reinstate a member whose membership has been cancelled in accordance with this clause.

10. Resignation

A member may resign his membership by written notice to the National Secretary/Chief Executive Officer and his membership shall cease forthwith. A member resigning shall not be entitled to a refund of any portion of a calendar years membership fees and any unpaid fees for a membership year for any member resigning after 2 calendar months into such period shall be immediately due and payable upon resignation, otherwise such unpaid fees shall not be recoverable by the Institute.

11. Conduct Prejudicial

Any written complaint that a member has acted or behaved in a manner prejudicial to the Institute or in breach of the objects, purpose, code of ethics, code of conduct, rules and By-Laws of the Institute shall be referred by the National Secretary/Chief Executive Officer to the National Board for consideration and action in accordance with the By-Laws. If in the opinion of the majority of members of the National Board the interests of the Institute require that any member thereof shall cease to be a member, the National Board may if it thinks fit, by notice in writing request the member to resign from the Institute within a time specified in such notice and in default of the receipt of such resignation within the time limited for that purpose the National Board shall submit the question of the cancellation of the membership of the member so called upon to resign to a subsequent meeting of the National Board and upon the passing of a resolution by the National Board for the cancellation of his membership such member shall thereupon cease to be a member of the Institute.

Provided that such member shall have first been given an opportunity of showing cause in person or by writing to such meeting of the National Board why his membership should not be cancelled.

12. Death, Bankruptcy, Insolvency, Indictable Offence or Mental Incapacity

The membership of a member shall automatically cease if:-

- (a) being a natural person, the member:
 - A. Dies.
 - B. Becomes bankrupt or insolvent or executes an assignment of his property for the benefit of his creditors, compromises with his creditors, or is convicted of an indictable offence.
 - C. Is committed to a mental institution or declared an incapable person at law.
- (b) being a corporation, the member:
 - A. Goes into external administration, compulsory or voluntary liquidation other than for the purposes of reconstruction or has a Receiver or Official Manager appointed.
 - B. Suspends payment of debts or compromises with its creditors.

Provided that if any member can satisfy the National Board that the inability to pay his debts arose from misfortune and that no discreditable conduct by the member has occurred, then membership shall not cease.

13. Forfeiture of Membership

Any person whose membership ceases or is terminated shall forfeit any claim to a return of any Membership Fees paid to the Institute.

14. Return of Institute Property and Cessation of Display or Reference to the Institute

On the cessation of membership for any reason whatsoever, the former member shall immediately return to the Institute any property of the Institute in his possession and shall immediately cease to display in any form whatsoever, the symbol of the Institute or any reference to his former membership of the Institute, or hold himself out as being a member of the Institute.

15. Notice of Change of Financial Control of Member

A partnership or corporation is required to notify the Institute of any change to the financial control of the member, within fourteen days. Such notice shall be regarded as an application for continuation of membership and the member shall supply all such information and documents as the National Board may require for the purpose of deciding whether or not to grant the application.

For the purpose of this section, a change in the financial control of the member, shall mean in relation to a partnership a change in the partners who are entitled to the majority of the profits of the partnership and in the case of a corporation, a change in the persons or entities who are the beneficial owners of the majority of its dividend carrying issued shares.

16. Membership Fees

(a) Membership Fees Set by National Board

The annual Membership Fees and the date and manner of payment shall be determined by the National Board.

(b) Variation in Membership Fees

The National Board has power to determine a lesser amount of Membership Fees to be paid by a member or to waive payment in special circumstances.

PART 4

EXECUTIVE COUNCIL

1. Composition of the Executive Council

The Executive Council of the Institute shall comprise of:

- (a) the National President
- (b) the National Vice-President - Administration
- (c) the National Vice-President - Finance
- (d) the National Secretary/Chief Executive Officer who shall be a non voting member of the Executive Council
- (e) all Divisional Presidents
- (f) such Directors Emeritus who continue to be engaged in or work full time as an employee in the business of a Mercantile Agent

2. Executive Council Meetings

- (a) The Executive Council shall meet, adjourn and otherwise regulate its meetings as it sees fit except that it must meet at least once per year and such meeting shall take place on the day immediately preceding the commencement of the Institute's National Conference each year.
- (b) The quorum for a meeting of the Executive Council shall be a simple majority of those entitled to attend and vote. If there is not a quorum present at any such meeting, the meeting shall not proceed.
- (c) Minutes of all resolutions and proceedings of the Executive Council shall be maintained in accordance with this Constitution.
- (d) The National Board at any time may convene a meeting of the Executive Council by notice in writing posted or sent by facsimile transmission to each member of the Executive Council not less than fourteen (14) days prior to the date of the meeting.
- (e) Notice of a meeting given under Clause (d) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at such meeting, except business which the Executive Council members present at the meeting unanimously agree to treat as urgent business.
- (f) The National President shall be entitled to preside at all meetings of the Executive Council – in his absence or with his consent, notwithstanding his attendance at the meeting, the Executive Council can elect a member of the Executive Council to preside over the meeting.
- (g) Questions arising at a meeting of the Executive Council shall be determined by a majority of the votes of the members of the Executive Council present at the meeting.
- (h) Each member present at a meeting of the Executive Council is entitled to one vote except the National Secretary/Chief Executive Officer and Directors Emeritus who attend in a non voting capacity. In the event of an equality of votes on any motion, the Presiding Member may exercise a second or casting vote.

3. Functions of the Executive Council

The Executive Council subject to the Act, this Constitution and any resolution passed by the Institute in General Meeting shall consider and recommend to the National Board on matters of policy issues, strategic planning, budgetary considerations and such other matters as referred to it by the National Board from time to time.

PART 5

NATIONAL BOARD

1. Composition of the National Board

The National Board of the Institute shall comprise of:

- (a) the National President
- (b) the National Vice-President – Administration
- (c) the National Vice-President – Finance
- (d) with the consent of the National Board, the Immediate Past National President or such other suitably qualified person selected by the National Board;
- (e) the National Secretary/Chief Executive Officer who shall be a non-voting member of the National Board.
- (f) any suitably qualified persons selected by the National Board, and who hold the position of Divisional President or being an eligible Director Emeritus may be seconded from time to time.

2. Elections of the National Board

- (a) At the Annual General Meeting of the Institute there shall be an election for the positions of National President, National Vice President – Administration and National Vice President – Finance.
- (b) The National President shall not hold his position for more than three (3) consecutive years.
- (c) To be eligible for nomination for the position of National President, the nominee must qualify by having been a member of the Executive Council for at least twelve months in the preceding five years, unless there is no nominee so qualified at the time of the election.
- (d) No person shall be qualified to be a member of the National Board who is not an Ordinary Member, Honorary Life Member or the nominee of a National Member of the Institute other than the National Secretary/Chief Executive Officer. Any person who only holds provisional membership status as an ordinary member, or nominee of a National member shall not be qualified to be a member of the National Board.
- (e) Written nominations for the positions listed in (a) above, shall be in the form prescribed in the **By-laws** and shall be lodged with the National Secretary/Chief Executive Officer at least 60 days prior to the date of the Annual General Meeting and shall be signed by two members of the Institute as provided in (g) below and the nominee. Nominations may be lodged by facsimile transmission provided the original document is received by the National Secretary/Chief Executive Officer at least 50 days prior to the date of the Annual General Meeting.

- (f) If no written nominations are received as provided in (e) above for any position on the National Board, oral nominations for any such position may be made with the consent of the nominee at the Annual General Meeting, provided that if the nominee is not present, his written consent to act in such position must be presented at the meeting.
- (g) Any Ordinary Member, Honorary Life Member or National Member may make such written or oral nominations.
- (h) The National President, National Vice President – Administration and National Vice President – Finance shall be elected in that order and the results of each election shall be announced before any other election is proceeded with. Any person unsuccessful in an election to a position shall be entitled to be nominated for any other position in accordance with (f) above.
- (i) The election of all positions shall be by ballot, where there is more than one nomination for the position. The candidates with the highest number of votes shall be declared elected. In all cases where the voting for the election for a position is tied the deciding vote shall be cast by the Presiding Member.
- (j) If at the close of nominations there is only one candidate for a position the Returning Officer shall declare that candidate elected.
- (k) The Returning Officer for the election shall be the National Secretary/Chief Executive Officer or other person appointed by the National Board and shall conduct the election of National Board members in accordance with this Constitution and any **By-laws**.

3. Casual Vacancies on the National Board

- (a) A member of the National Board shall be ineligible to hold office and his office shall be vacated if:
 - A. He dies;
 - B. He ceases to be a member or the nominee of a member of the Institute;
 - C. He without leave of absence first obtained or unless through sickness or accident absents himself from two (2) consecutive meetings of the National Board;
 - D. His membership fees are overdue for three months and not paid.
 - E. His appointment as nominee of a member is revoked by such member or by the National Board.
- (b) The National Board may appoint a successor to fill any casual vacancy to hold office until the next election at the Annual General Meeting and until such appointment is made the continuing members of the National Board shall act notwithstanding such vacancy.

- (c) All acts at any National Board meeting or by any persons acting as members of the National Board shall notwithstanding that it shall afterwards be discovered there was some defect in the appointment of such National Board or any member thereof or that they or any of them were disqualified, will be as valid as if every such person had been duly appointed and was qualified to be a member of the National Board.

4. Remuneration

The National Board may determine to pay a remuneration to any member from time to time.

5. National Board Meetings

- (a) The National Board shall meet, adjourn and otherwise regulate its meetings as it thinks fit except that it must meet at least 3 times per year.
- (b) The quorum for a meeting of the National Board shall be a simple majority of those entitled to attend and vote. If there is not a quorum present at any meeting, such meeting shall be adjourned to the same place and time in the next week, or at some other agreed time and if at the adjourned meeting a quorum is not then present within 15 minutes from the time appointed for the meeting, the National Board members present shall be a quorum.
- (c) Minutes of all resolutions and proceedings of the National Board shall be maintained in accordance with the Act.
- (d) The National President at any time or the National Secretary/Chief Executive Officer upon the request in writing of two members of the National Board shall convene a meeting of the National Board, by notice in writing posted or sent by facsimile transmission to each member of the National Board not less than 14 days prior to the date of the meeting.
- (e) Notice of a meeting given under clause (d) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at such meeting, except business which the National Board members present at the meeting unanimously agree to treat as urgent business.
- (f) The National President shall be entitled to preside at all meetings of the National Board - In his absence or with his consent, notwithstanding his attendance at the meeting, the National Board can elect a member of the National Board to preside over the meeting.
- (g) Questions arising at a meeting of the National Board or of any sub-committee appointed by the National Board shall be determined by a majority of the votes of the members of the National Board or sub-committee present at the meeting.

- (h) Each member present at a meeting of the National Board or of any sub-committee appointed by the National Board (including the Presiding Member) is entitled to one vote except the National Secretary/Chief Executive Officer who attends in a non-voting capacity. In the event of an equality of votes on any motion, the Presiding Member may exercise a second or casting vote.

6. Functions of the National Board

The National Board subject to the Act, this constitution and to any resolution passed by the Institute in general meeting:

- (a) shall control and manage the affairs of the Institute;
- (b) may exercise all such functions as may be exercised by the Institute other than those functions that are required by this constitution to be exercised by a general meeting of members;
- (c) may make, amend or rescind such By-Laws, rules or regulations not inconsistent with this Constitution as appear to the National Board to be necessary or desirable for the proper management of the affairs of the Institute; and
- (d) has power to perform all such acts and do all such things as appear to the National Board to be necessary or desirable for the proper management of the affairs of the Institute.

7. Application of By-Laws, Rules or Regulations

Any By-Law, rule or regulation made, amended or rescinded in accordance with this Constitution shall come into effect and be fully operative by the National Board advertising such By-Law, rule or regulation in an Institute's publication.

PART 6

GENERAL MEETINGS

1. Annual General Meetings – Holding of

- (a) The Institute shall convene an Annual General Meeting of its members at least once in each calendar year and within the period of 6 months after the expiration of each Financial Year.

2. Annual General Meetings – Calling of and Business at

- (a) The Annual General Meeting shall, subject to the Act and to Part 6, Clause 1 be convened on such date and at such place and time as the National Board thinks fit.

- (b) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be –
 - A. to confirm the minutes of the last preceding Annual General Meeting and of any special general meeting held since that meeting;
 - B. to receive from the National Board reports upon the activities of the Institute during the last preceding financial year;
 - C. to elect office-bearers for the National Board of the Institute; and
 - D. to receive and approve the financial statements.

3. Special General Meetings – Calling of

- (a) The National Board may, whenever it thinks fit, convene a Special General Meeting of the Institute.
- (b) The Institute shall, on the requisition in writing of not less than five (5) per cent of the Eligible Members, convene a Special General Meeting of the Institute.
- (c) A requisition of members for a Special General Meeting –
 - A. shall state the purpose or purposes of the meeting;
 - B. shall be signed by the members making the requisitions;
 - C. shall be lodged with the National Secretary/Chief Executive Officer; and
 - D. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (d) If the National Board fails to convene a Special General Meeting to be held within 2 months after the date on which a requisition of members for the meeting is lodged with the National Secretary/Chief Executive Officer, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.

4. Notice

- (a) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution the National Secretary/Chief Executive Officer shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post or DX to each Eligible Member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted.

- (b) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution, the National Secretary/Chief Executive Officer shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each Eligible Member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (c) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to Part 6 rule 2(b).
- (d) An Eligible Member desiring to bring any business before a general meeting may give notice in writing of that business to the National Secretary/Chief Executive Officer who shall include that business in the next notice calling a general meeting after receipt of the notice from the member.

5. Procedure

- (a) No business shall be transacted at a general meeting unless a quorum of Eligible Members is present at the time when the meeting proceeds to business.
- (b) Five percent of the Eligible Members present in person constitute a quorum for the transaction of the business of a general meeting.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the Presiding Member or communicated by written notice to Eligible Members given before the day to which the meeting is adjourned) at the same place.
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Eligible Members present (being not less than 3) shall constitute a quorum.
- (e) Minutes shall be kept by the elected Executive at all meetings of the Institute so as to record:
 - A. All appointments of officers made by eligible members in General Meetings or by the National Board;
 - B. The names of the persons present and voting at such meeting; and
 - C. All matters dealt with at such meetings.

6. Presiding Member

- (a) The National President or, in the National President's absence, the National Vice-President-Administration, shall preside at each general meeting of the Institute.
- (b) If the National President and the National Vice-President-Administration are absent from a general meeting or unwilling to act, the Eligible Members present shall elect one of their number to preside at the meeting.

7. Adjournment

- (a) The Presiding Member of a general meeting at which a quorum is present may, with the consent of the majority of Eligible Members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a general meeting is adjourned for 14 days or more, the National Secretary/Chief Executive Officer shall give written notice of the adjourned meeting to each Eligible Member of the Institute stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in clauses (a) and (b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

8. Making of Decisions

- (a) A question arising at a general meeting of the Institute shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Presiding Member that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minutes, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (b) At a general meeting of the Institute, a poll may be demanded by the Presiding Member or by not less than three (3) Eligible Members present in person or by proxy at the meeting.
- (c) Where a poll is demanded at a general meeting, the poll shall be taken –
 - A. immediately in the case of a poll which relates to the election of the Presiding Member of the meeting or to the question of an adjournment; or
 - B. in any other case, in such manner and at such time before the close of the meeting as the Presiding Member directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on the matter.

9. Special Resolution

A resolution of the Institute is a special resolution if it is passed by a majority which comprises not less than seventy five percent (75%) of such Eligible Members as, being entitled under this Constitution so to do, vote in person or by proxy at a general meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.

10. Voting

- (a) Upon any question arising at a general meeting an Eligible Member has one vote only.
- (b) All votes shall be given personally, by postal vote or by proxy.
- (c) In the case of an equality of votes on a motion at a general meeting, the Presiding Member is entitled to exercise a second or casting vote.

11. Appointment of Proxies

- (a) Each Eligible Member shall be entitled to appoint a proxy by notice given to the National Secretary/Chief Executive Officer no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (b) The notice appointing the proxy shall be in the form set out in the **By-laws**.

PART 7

ACCOUNTS AND AUDIT

1. Accounting Records

- (a) The National Board shall cause to be kept accounting records to correctly record and explain the transactions and financial position of the Institute.
- (b) The accounting records shall be kept in accordance with the Act.

2. Audited Balance Sheets

- (a) The National Board shall cause to be made out and laid before an Annual General Meeting audited Financial Records as required by the Act.
- (b) The National Board shall cause copies of Financial Records to be distributed as required by the Act and to be issued not later than four (4) months after the close of the financial year of the Institute, as determined from time to time by the National Board.

3. Inspection of Records

- (a) Any eligible member shall with the consent of the National Secretary/Chief Executive Officer have the right to inspect at the registered office of the Institute the books and documents of the Institute provided that fourteen (14) days written notice of any request to inspect any books or documents of the Institute must be given by such eligible member to the National Secretary/Chief Executive Officer specifying which books and documents are required for inspection and the National Secretary/Chief Executive Officer shall not unreasonably refuse any such request.

4. Appointment of Auditor

- (a) The National Board shall appoint each year a registered company Auditor or Auditors to inspect and audit the accounting records kept by the Institute who shall occupy this position for twelve (12) months but who shall be eligible for re-appointment for the following year.

5. Rights and Duty of Auditor

- (a) The remuneration, rights and duties of the Auditor(s) of the Institute shall be regulated by the Act.
- (b) The position of Auditor becomes vacant and must be filled if:
 - (i) The Auditor dies
 - (ii) The Auditor resigns
 - (iii) The Auditor ceases to be a registered Company Auditor
 - (iv) Being a firm unless at least one member of the firm is a registered Company Auditor
 - (v) If during the term of appointment of the Auditor the Auditor is removed due to excessive cost charges or work of an unprofessional standard then
 - (A) If an Auditor appointed by the National Board – only by Resolution passed at a General Meeting of the National Board or
 - (B) If an Auditor appointed by a General Meeting of members – only by Resolution passed at a General Meeting by a majority of the eligible members voting at such meeting.

6. Audited Accounts Conclusive

- (a) Subject to any complaint which shall be dealt with under the Act the accounts of the Institute once audited and approved by the National Board shall be conclusive except for any error discovered within three (3) months after such approval. Whenever any error is discovered within that period the account shall forthwith be corrected immediately and then shall be conclusive.

PART 8

SEAL

1. The National Secretary/Chief Executive Officer shall have safe custody of the Common Seal of the Institute.
2. The Common Seal shall not be affixed to any document unless it is:
 - (a) Affixed in the presence of at least two National Board members; and
 - (c) Attested to by the signature of at least two of those National Board members.

PART 9

NOTICES

1. Except as otherwise provided for in this Constitution any Notice to be given to members may be given by the Institute to any member either personally or by sending it to such member by post at his registered address. Reference in this Constitution to post or posting shall include telegraphic communications, email communications, facsimile communications, or forwarding of Notices or other communications to the DX address of the member.

PART 10

INDEMNITY

1. Every member of the National Board and of any sub-committee constituted under the provisions of this Constitution and the National Secretary/Chief Executive Officer and other officer (except Auditor or Solicitor) for the time being of the Institute whilst acting with express approval of the National Board, shall be indemnified by the Institute against any liability incurred by such member in defending any proceedings whether civil or criminal in which judgment is given in the members favour or in which the member is acquitted or in connection with any application under the Act in which relief is granted to the member by a Court in respect of any negligence, default, breach of duty or breach of trust.

PART 11

SUB COMMITTEES

1. Division Structure

The National Board from time to time may approve the establishment of a Division of the Institute on such terms and conditions as the National Board may determine.

2. Branch Structure

The National Board from time to time may approve the establishment of a Branch of the Institute on such terms and conditions as the National Board may determine. A Branch shall cover a city or geographical area and form part of the State or Territory Division for that area of Australia.

3. Purpose of Sub Committees (including Divisions and Branches)

The purpose of Sub Committees (including Divisions and Branches) is for Eligible Members of the Institute to meet, review, discuss and action local matters of particular general interest.

4. Management of Sub Committees

Each Sub Committee shall annual elect an Executive, with a minimum requirement of a Presiding Member for the Sub Committee.

In the case of Divisions and Branches, such elected Executive shall consist of a President, Vice-President, Honorary Secretary and Honorary Treasurer.

No person shall be qualified to be a member of an Executive unless such person is an Eligible Member of the Institute.

5. Election of Executives

Elections for Executives of Sub Committees shall be in accordance with the **By-laws** of the Institute.

6. Appointment of Alternate Delegate for Divisional President

The Executive of each Division may appoint an alternate Delegate for the Division President to the Executive Council. The alternate Delegate shall have the same privileges, powers and responsibilities as the Divisional President whilst so appointed.

7. Casual Vacancy of Executive on Sub Committee

In the event of any casual vacancy of an Executive for a Sub Committee, a replacement shall be determined in accordance with the **By-laws** of the Institute.

8. Meetings of Executives of Sub Committees

Meetings of Sub Committee Executives shall be in accordance with the **By-laws** of the Institute.

9. Meetings of Sub Committees

Meetings of Sub Committees (including Divisions and Branches) and the conduct of such meetings shall be in accordance with the **By-laws** of the Institute.

10. Votes of Eligible Members at Sub Committees

Voting of Eligible Members at Sub Committee meetings shall be in accordance with the **By-laws** of the Institute.

PART 12

ALTERATIONS TO CONSTITUTION

1. Subject to the general provisions of this Constitution, this Constitution may only be altered, rescinded or repealed and a new Constitution made by special resolution of the Institute and in accordance with the Act.