

THE INSTITUTION OF SURVEYORS VICTORIA

ACN 004 046 860

CONSTITUTION



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The following definitions apply in this Constitution unless the context construes an alternate interpretation:

- 1.1.1. **Act** means the Commonwealth *Corporations Act 2001* and the *Corporations Regulations 2001*.
- 1.1.2. **Board** means the Board of Directors of the Institution as listed in Clause 23.1.
- 1.1.3. **Committee** means any special interest working party comprising of members and non-member stakeholders, instituted and charged with managing, investigating and reporting on matters referred to it by the Board.
- 1.1.4. **Co-operating Association** means any organisation as may be approved by the Board and confirmed by the Institution in General Meeting from time to time.
- 1.1.5. **Full Member** means a member with the grading of Honorary Fellow, Fellow, Member, Associate or Graduate of the Institution but does not include a member with the grading of Student.
- 1.1.6. **C.P.E.D.** means Continuing Professional Education and Development and **F.P.E.T.** means Further Professional Education or Training.
- 1.1.7. **Degree Award** means a qualification granted by a University, which has been approved by the Board.
- 1.1.8. **Director** means a member of the Board from time to time.
- 1.1.9. **Fee** means any fee or subscription paid to the Institution, as determined by the Board.
- 1.1.10. **Financial member** means any member whose subscription is not more than two months in arrears.
- 1.1.14. **Group** means a Group established, with the consent of the Board, in a defined interest or geographical area, for the benefit of members of the Institution in that defined interest or area.
- 1.1.15. **Institution** means The Institution of Surveyors Victoria. For the purpose of calculating years of membership, *Institution* includes the former Institution of Surveyors Australia.
- 1.1.16. **member** means any person admitted to membership of the Institution and includes the grades of Honorary Fellow, Fellow, Member, Graduate, Associate, and Student. A Student Member has all the rights and privileges of a Full Member other than the right to vote or to hold office.
- 1.1.17. **Officer** has the same meaning as is ascribed to that word in the Act.
- 1.1.18. **Prescribed Form** means a form available from the Company Secretary.
- 1.1.19. **Returning Officer** means any person appointed by the President for the purpose of conducting an election or poll.

1.1.20 **Surveying**, in its use in this Constitution as the name of an art, science, technology, profession, discipline, study or practice may include one or more of the following activities which can occur either on, above or below the surface of the land or the sea and may be carried out in association with other professionals:

- The determination of the size and shape of the earth and the measurement of all data needed to define the size, position, shape and contour of any part of the earth and monitoring any change therein.
- The positioning of objects in space and time as well as the positioning and monitoring of physical features, structures and engineering works on, above or below the surface of the earth.
- The development, testing and calibration of sensors, instruments and systems for the above-mentioned purposes and for other surveying purposes.
- The acquisition and use of spatial information from close range, aerial and satellite imagery and the automation of these processes.
- The determination of the position of the boundaries of public or private land, including national and international boundaries, and the registration of those lands with the appropriate authorities.
- The design, establishment and administration of geographic information systems (GIS) and the collection, storage, analysis, management, display and dissemination of data.
- The analysis, interpretation and integration of spatial objects and phenomena in GIS, including the visualisation and communication of such data in maps, models and mobile digital devices.
- The study of the natural and social environment, the measurement of land and marine resources and the use of such data in the planning of development in urban, rural and regional areas.
- The planning, development and redevelopment of property, whether urban or rural and whether land or buildings.
- The assessment of value and the management of property, whether urban or rural and whether land or buildings.
- The planning, measurement and management of construction works, including the estimation of costs.

1.1.21 **Term** means

- (a) in respect of the office of President, a period of approximately one year between two successive Annual General Meetings of the Institution; and
- (b) in respect of all other members of the Board a period of approximately two years between Annual General Meetings of the Institution.

1.2 **Replaceable Rules**

The replaceable rules contained in the Act do not apply to the Institution.

1.3. *Interpretation*

Headings are for convenience only and do not affect interpretation. The following rules of interpretation apply unless the context requires otherwise:

- 1.3.1. expressions referring to writing shall unless the contrary intention appears to be construed as including references to printing lithography and other modes of representing or reproducing words in a visible form;
- 1.3.2. words importing only the singular number include the plural number and vice versa;
- 1.3.3. where a **word** or **phrase** is defined, its other grammatical forms have a corresponding meaning;
- 1.3.4. a reference to a **clause** or **subclause** is to a clause or subclause, as the case may be, of the rule or clause respectively, in which the reference appears;
- 1.3.5. a reference to any **legislation** or to any **provision** of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it;
- 1.3.6. except in so far as a contrary intention appears in this Constitution, an expression has, in a provision of this Constitution which relates to a particular provision of the Act, the same meaning as in that provision of the Act;
- 1.3.7. a mention of anything after **include**, **includes** or **including** does not limit what else might be included.

1.4. **Actions authorised under the Act**

Where the Act authorises or permits a company to do any matter or thing if so authorised by its Constitution, the Institution is and shall be taken by this rule to be authorised or permitted to do that matter or thing, despite any other provision of this Constitution.

2. Name

The name of the Institution is ***The Institution of Surveyors Victoria.***

3. Objects

The Mission Statement of the Institution is supported by the following objects:

- 3.1. to consider, originate, and promote for the benefit of the public in general, the art, science, technology, profession and practice of Surveying;
- 3.2. to advance the study of Surveying, and to provide the opportunities for continuing professional development generally. This is to secure efficiency for and responsibility to the public on the part of those admitted to the profession;
- 3.3. to secure the standards of professional practice;
- 3.4. to the extent permitted by law, to recommend and make representations in regard to the fees and rewards for surveyors' services;
- 3.5. to represent generally the views and to preserve and maintain the integrity and status of the profession; to suppress dishonourable conduct or practice; to provide for the amicable settlement or adjudication of technical disputes, and to consider and deal with all matters affecting the professional interests of members of the Institution;
- 3.6. to do all such other things as are incidental or conducive to the attainment of the above objects.

4.**Application of Income and Property**

4.1 Income and property to be applied for promotion of objects.

The income and property of the Institution howsoever derived shall be applied solely towards the promotion of the objects of the Institution as set forth in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the persons who at any time are or have been members of the Institution, or to any of them, or to any person or organisation claiming under or through any of them. Provided that nothing herein contained shall prevent payment, in good faith, of remuneration to any officers or servants of the Institution, or to any member thereof, or other person or organisation, in return for any services actually rendered to the Institution. Nothing in this clause shall limit the opportunity to pay to the President an honorarium to assist in offsetting the costs associated with acting as President. The value of the honorarium, if any, shall be determined by the Board each year.

4.2 Prohibition on dividends and distributions.

The Institution is prohibited from paying any dividends or otherwise making any distributions to members and from paying fees to the Directors.

4.3 Permitted payments

Neither Clause 4.1 nor Clause 4.2 prevents the Institution from making payments to any organisation or any person, including Officers, members and Employees for:

- reasonable remuneration for services actually rendered to the Institution;
 - goods delivered to the Institution;
 - out-of-pocket (including for travel and accommodation) expenses incurred in the performance of a duty to the Institution or otherwise on Institution business;
 - commercially reasonable interest on money lent to the Institution;
- OR
- commercially reasonable rent for property leased to the Institution.

4.4 Approval of payments to Directors.

The Board must approve all payments the Institution makes to Directors, including any payments authorised by Clause 4.3.

5.**Application of Surplus on Winding up**

If upon winding up or dissolution of the Institution, 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 Institution, but shall be given or transferred to some other institution, institute or instrumentality having objects similar to the objects of the Institution to be determined by the members of the Institution at or before the time of dissolution and in default thereof by the Supreme Court of Victoria.

6.**Membership**

6.1 For the purpose of registration the number of members of the Institution is declared to be two thousand (2000).

6.1.1 The Board may from time to time register such increase or decrease in that number as may be thought fit.

6.1.2 The members of the Institution shall be such persons as the Board shall admit to membership from time to time pursuant to the provisions of these Clauses and every person so admitted to membership shall be deemed to have agreed to be bound by the Constitution.

6.2 ISVIC Grades of membership

There shall be six (6) grades of membership within the Institution, namely:

- Honorary Fellow
- Fellow
- Member
- Graduate
- Associate
- Student

6.3 For members who meet the criteria defined in these Clauses the following post nominal applies:

- | | |
|--|---------|
| <input type="checkbox"/> Honorary Fellow | HonFISV |
| <input type="checkbox"/> Fellow | FISV |
| <input type="checkbox"/> Member | MISV |
| <input type="checkbox"/> Graduate | GISV |
| <input type="checkbox"/> Associate | AISV |
| <input type="checkbox"/> Student | SISV |

7.**Qualifications for membership**

7.1 Eligibility for membership

No person shall be eligible to become or shall remain a member of the Institution unless they comply with the requirements of this Constitution.

7.2 Qualifications for grade of Honorary Fellow

7.2.1 Honorary Fellows shall be either distinguished persons who from their position have been or are being 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.

OR

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

7.3 Qualifications for grade of Fellow

Fellows shall be elected by the Board from nominations of Institution members who have rendered conspicuous service to the profession pursuant to Clause 9.2.1.

7.4 Qualifications for grade of Member

Applicants for admission or advancement into this grade shall produce evidence to the satisfaction of the Board that they are:

- 7.4.1 the holder of an approved Degree Award, or equivalent, in a discipline of Surveying, or the holder of a Certificate of Competency in Surveying, dated before 1 January 1988, and/or professionally registered, licensed or authorised by an authority recognised by the Institution; and in addition have at least two years satisfactory practical surveying experience, which must have been gained in continuous periods of not less than six (6) months;
OR
- 7.4.2 that they are the holder of an approved Degree Award in a discipline other than surveying and by virtue of their training and experience in surveying have attained a status in the profession equivalent to that of a person eligible for admission under the provisions of the preceding part of this Clause. Such experience must include at least two (2) years practical experience in a discipline of Surveying which must have been gained in continuous periods of not less than six (6) months;
OR
- 7.4.3 that they are the holder of an approved Associate Diploma Award or other approved qualification from a tertiary institution in a discipline of surveying, its equivalent or other; that they have a minimum of fifteen (15) years practical surveying experience and by virtue of their training and experience in surveying have attained a status in the profession equal to that of a person eligible for admission or advancement under the provisions of the preceding parts of this Clause.

The minimum period of fifteen (15) years practical experience in a discipline of Surveying may be reduced at the absolute discretion of the Board by a maximum of five (5) years upon the production of evidence of the successful completion of extra tertiary studies in surveying to the satisfaction of the Board.

7.5 Qualifications for grade of Graduate

Applicants for admission or advancement into this grade shall produce evidence to the satisfaction of the Board that they are the holder of an approved Bachelor Degree Award in a discipline of Surveying which was gained within the last four (4) years.

7.6 Qualifications for grade of Associate

Applicants for admission or advancement into this grade shall produce evidence to the satisfaction of the Board that they have gained at least two (2) years practical surveying experience and that:

- 7.6.1 they are the holder of an approved Associate Diploma Award or its equivalent in a discipline of Surveying;
OR
- 7.6.2 that in the opinion of the Board their standing in the profession of surveying, by virtue of their knowledge of and experience in surveying, is not less than that of a person eligible for admission under the provisions of the preceding part of the Clause;
OR
- 7.6.3 that they are engaged in the profession of surveying and hold an approved qualification equivalent to an Associate Diploma in a discipline other than surveying.

7.7 Qualifications for grade of Student

Applicants for admission into this grade shall produce evidence to the satisfaction of the Board that they are, or are entitled to be, enrolled in a course of Surveying that is recognised/ approved by the Board. No person shall remain in the grade of Student beyond the end of the financial year in which they cease to become eligible as a Student.

Subject to the Act, the Institution may amalgamate with any other Institution or Association having Objects altogether or in part similar to this Institution SUBJECT TO a seventy five (75%) percent affirmative vote by members entitled to vote upon being duly given twenty one (21) days notification.

9.1 Election of Honorary Fellows and Fellows

9.1.1 Election of Honorary Fellow

9.1.1.1 A proposal for election to the grade of Honorary Fellow shall be signed by not less than six (6) Full Members. A copy of the nomination so received shall be forwarded to each Director at least one month prior to the meeting at which the nomination is to be considered. At that meeting there shall be conducted a secret ballot and, for the purpose of this Clause, any Director unable to attend the meeting may exercise their vote by proxy in accordance with Clause 28.11. To secure approval of the nomination, at least ninety (90%) percent of the Directors present must vote in favour, inclusive of those who have instructed a proxy vote on their behalf.

9.1.1.2 The number of elected Honorary Fellows shall not at any time exceed eight (8) Honorary Fellows and not more than one (1) Honorary Fellow shall be elected in any one financial year

9.2.1. Election of Fellow

9.2.1.1 A proposal for the election to the grade of Fellow shall be signed by not less than six (6) Full Members and shall be submitted to the Board. A copy of the nomination so received shall be forwarded to each Director at least one month prior to the meeting at which the nomination is to be considered. At that meeting there shall be conducted a secret ballot and, for the purpose of this Clause, any Director unable to attend the meeting may exercise their vote by proxy in accordance with Clause 39.12. To secure approval of the nomination, at least seventy five (75%) percent of the Directors present, inclusive of with those who have instructed a proxy vote on their behalf, must vote in favour of it.

9.2.1.2 Not more than five (5) Fellows shall be elected in any one financial year and where the number of Fellows exceeds seven and one half (7½%) percent of the total Full Membership then not more than one (1) Fellow shall be elected in any one financial year.

9.2.1.3 The total number of Fellows shall not at any time exceed ten (10%) percent of the total number of Full Members.

9.3.1 A proposal for admission to the grade of Member, Graduate, Associate, or Student or for advancement from one grade to another shall be signed by the applicant on a Prescribed Form, certifying the name, age, postal address, and e-mail address, qualifications (pursuant to Clause 7) and experience of the applicant. This information shall be distinctly stated and shall contain an undertaking by the applicant, if and when admitted or advanced, to conform to the Constitution.

- 9.3.2 A proposal for admission or advancement to the grade of Member, Graduate or Associate (pursuant to Clauses 7.4 to 7.6 inclusive) shall be signed by a proposer and a seconder who shall be Full Members to whom confidential enquiries regarding the applicant may be addressed.
- 9.3.3 A proposal for admission or advancement to the grade of Member pursuant to Clause 9.4 shall be signed by a proposer and a seconder who shall be Full Members and shall include testimonies from two (2) other industry referees attesting to the applicant's character, ability and experience.
- 9.3.4 A proposal for admission to the grade of Student shall be signed by the student only.
- 9.3.5 By signing a proposal for admission or advancement a Full Member certifies a personal knowledge of the applicant and a full conviction of the applicant's suitability for admission or advancement to the grade specified in the proposal.
- 9.3.6 A proposal for admission as a member of the Institution or advancement of grade of membership shall be sent to the Executive Officer, but no proposal for advancement of grade of membership shall be dealt with whilst any subscriptions due by such member at the date of application remain unpaid. The Board shall determine the suitability of an applicant for admission as, or for advancement to, the grade of Member, Graduate or Associate.
- 9.3.7 At the absolute discretion of the Board, any person applying for advancement or admission to membership of the Institution may be also required to attend an interview with two Directors. At such an interview, the applicant may be required to produce a portfolio of study, work experience, business experience and/or a demonstration of technical skills.

9.4 Unsuccessful Applicants

- 9.4.1 Rejection by the Board of a proposal for admission or advancement shall be recorded in the Minutes of the Board together with the reason(s) thereof if the proposal shall have been rejected only on account of the applicant's professional qualifications or experience being deemed unsatisfactory. If the proposal shall have been rejected for any other cause, the reason(s) for rejection shall not be noted in the minutes.
- 9.4.2 Following the rejection of an application the applicant shall be notified of the fact but need not be furnished with any reason for the rejection. The applicant may not renew their application within one year from the date of such notification.

9.5 Registration upon Election or Advancement

When applicants are elected or advanced they shall be notified accordingly and their name shall be enrolled on the Register of the Institution subject to payment of the Prescribed Fee (or the increase thereof in the case of transfer within two (2) months after the date of this election or advancement) which otherwise shall become void, but the Board may in particular cases extend the time.

9.6 Certificate of Membership

Every Member shall be entitled to an appropriate certificate of membership on payment of the Prescribed Fee but all certificates issued shall be the property of the Institution and must be returned by any person who has resigned or whose name has been removed from the Register, upon receipt of notice requiring them to do so.

9.7**Retired / Non Practising Status**

- 9.7.1 A Fellow, Member, Graduate or Associate may apply to the Board to be classed as 'Retired / Non-Practising' in the grade of membership that they currently hold.
- 9.7.2 An applicant for Retired / Non-Practising status shall be no longer engaged in any income generating activities (either on a full or part time basis) related to surveying.
- 9.7.3 For a member with Retired / Non-Practising status, a maximum of fifty percent (50%) of the annual subscription for the relevant category of membership shall be paid by the member.

10**Membership Generally**

An application for admission to membership of the Institution shall be in writing in such form as the Board shall from time to time prescribe.

11**Admission Fees and Subscriptions Fees**

Unless otherwise exempted, pursuant to the provisions of these Clauses, every person applying for membership of the Institution shall pay an admission fee, and every member elected to membership shall pay an annual subscription fee, as shall from time to time be fixed by the Board.

12**Annual Subscriptions**

- 12.1 Annual subscriptions shall be paid on or before the 30th September in each year or such other date that the Board may determine provided always that any persons elected to membership after 1st January in any year shall be liable to pay such part of the annual subscription appropriate to their grade of membership as the Board shall determine from time to time and such reduced subscription shall fall due for payment immediately upon their election.
- 12.2 Members advanced to a higher grade of membership during any year shall not be liable to pay any part of the subscription appropriate to that higher grade until 30th June next following the date of such advancement.
- 12.3 Members resident outside Australia and not exempt from the payment of annual subscription in accordance with Clause 13.3 shall pay a subscription not less than three quarters (3/4) of the annual subscription otherwise appropriate to their grade of membership. The amount of such subscription may be fixed to cover the budgeted cost to the Institution pursuant to their membership.

13**Exemption from or Variation of Annual Subscription**

The Board may at its absolute discretion:

- 13.1 exempt or vary from the payment of any annual subscription or any arrears of subscription any member by reason of ill health, advanced age or other sufficient cause or reason.
- 13.2 exempt from the payment of any arrears of subscriptions the estate of any deceased member;
- 13.3 exempt from payment any member who notifies that they will be overseas for a period of up to 5 years, by granting a Leave of Absence, during which time they will have all rights of membership suspended.
- 13.4 exempt Honorary Fellows from the payment of any subscriptions.
- 13.5 require a member whose annual subscription has been made exempt or varied in accordance with Clause 13.1 to reapply for such exemption or variation by the due date for annual subscriptions each year.

14.**Resignation**

14.1. Members of any grade desiring to discontinue their membership of the Institution shall tender their resignation in writing to the Board. If all of the member's dues and other indebtedness have been paid no further liabilities in respect of subscriptions to membership as from the date of receipt of the resignation shall accrue and the Board shall accept the resignation provided that no charges under Clause 12.1 are pending.

If all the member's dues and other indebtedness have not been paid:

14.1.1 the resignation shall not be accepted by the Board unless it considers that there have been circumstances in extenuation of the failure to make such payments, in which case the Board may authorise the acceptance of the resignation with exemption from payment of all or any of the indebtedness or subject to the member being liable for the subsequent payment of all or any of the indebtedness;

14.1.2 the Board may resolve to strike the member's name off;

14.1.3 Member's names shall be removed from the Register as from the date on which their resignation becomes effective. There shall be no refund for any unused portion of a subscription.

15.**Termination of membership– Non Payment of Subscription****15.1 Subscriptions**

15.1.1 The payment of annual subscriptions shall become due on the date notified.

15.1.2 Members whose annual subscription has not been paid by the due date shall forfeit all rights of membership except that their name shall not be removed from the register and shall be notified by the Executive Officer within twenty eight (28) days thereof, setting out their forfeiture of rights.

15.1.3 Members whose annual subscription remains unpaid for two (2) months after the due date shall be advised immediately and debarred from all privileges of membership and if the subscription remains unpaid for a further 28 days, the name of the defaulter shall be removed from the register, provided that the Board may reinstate the member on the same grade of membership previously held, on payment of all arrears under conditions as it may prescribe including a reinstatement fee, if the Board thinks it appropriate to do so, in compliance with the provisions of Clause 17.

16.**Suspension or Expulsion of Members**

16.1 The Board at its absolute discretion shall have the power by resolution to censure, suspend or expel any member who has, in the opinion of the Board:

16.1.1 failed to observe a reasonable standard of professional conduct; or

16.1.2 willfully refused or neglected to comply with the provisions of the Constitution of the Institution or its Code of Ethics, or

16.1.3 been guilty or is guilty of any act, conduct or omission which the Board considers is unbecoming of a member or prejudicial to the best interests of the Institution or detrimental to its members; or

16.1.4 exhibited conduct occurring in connection with the practice of surveying that falls short of the standard of competence and diligence that a member of the public is entitled to expect of a reasonably competent surveyor.

16.2 Such resolution may be passed by a special seventy-five (75%) percent majority of Directors present and voting at the meeting at which the resolution is to be considered.

16.3 Such members shall be notified of what is alleged against them at least twenty eight (28) days prior to the meeting of the Board at which the allegation is to be considered, and the member shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence they may think fit.

The censure, suspension or expulsion shall result if the Board determines that the member has:

16.3.1 failed to observe a reasonable standard of professional conduct; or

16.3.2 willfully refused or neglected to comply with the provisions of the Constitution of the Institution or its Code of Ethics; or

16.3.3 been guilty or is guilty of any act, conduct or omission which the Board considers is unbecoming of a member or prejudicial to the best interests of the Institution or detrimental to its members; or

16.3.4 exhibited conduct occurring in connection with the practice of surveying that falls short of the standard of competence and diligence that a member of the public is entitled to expect of a reasonably competent surveyor.

The Board may:

16.3.5 resolve that notwithstanding such allegation has been proved; the matter is not sufficiently serious to warrant suspension or expulsion of the member; or

16.3.6 by a special seventy-five (75%) percent majority of Directors present and voting at the meeting of the Board resolve that such member shall be:

(a) suspended from the rights and privileges of members of the Institution for such period as the Board in such resolution shall determine: or

(b) be expelled from the Institution.

16.4 The Executive Officer shall forthwith give any member who is the subject of such proceedings notice in writing of the Board's decision.

16.5 Any member suspended in accordance with this Clause 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 or privileges of membership, including the use of the abbreviated designation after their name appropriate to their grade of membership, during the period of their suspension. Nevertheless, their obligations under Clauses 11 shall stand, and they shall be entitled to receive the publications of the Institution.

16.6 Any member expelled from the Institution in accordance with this Clause shall cease to be a member of the Institution and shall have henceforth no rights or interest in any property or assets of the Institution and their name shall be removed from the Register.

16.7 Any application by an expelled member for readmission to the Institution shall not be considered by the Board for a period of at least twelve (12) months from the date of expulsion or such longer period as determined by the Board.

17. Re-admission

17.1 Upon written application of a person whose name has been removed from the register under the provisions of Clause 15.1.3 or Clause 16.6 the Board may re-admit such a person under conditions as it may prescribe.

17.2 A person seeking readmission under the provisions of this Clause whose name has been removed from the register under Clause 15.1.3 or Clause 16.6 may, at the discretion of the Board, be re-admitted at the grade of membership held immediately prior to their resignation.

18.**The Board**

18.1 The business and affairs of the Institution for any term shall be under the management of the Board consisting of:-

- 18.1.1 six elected Full Members;
- 18.1.2 one Full Member, representing each of the Institution's Regional Groups, as nominated by the respective Regional Group;
- 18.1.3 Two people elected as representatives of the Surveyors Registration Board of Victoria;
- 18.1.4 A nominated representative of the Association of Consulting Surveyors Victoria

19.**The President**

19.1 The President of the Institution for the ensuing Institution year shall be designated the President-Elect and shall be elected by the Board from among its Directors at the first meeting of the Board due to retire at the end of the Institution year in which the election takes place.

19.2 If no Full Member Director is willing to accept office as President-Elect the Board may invite a Full Member to accept such office.

19.3 Failing such an invitation the President shall be elected by the Board from among its number after the election of the new Board for the Institution year in which the President is to hold office.

19.4 At the end of each Institution year, three Directors elected under clause 18.1.1 shall vacate office; such Directors being the three whose terms expire subject to the proviso that should any of them have been elected in accordance with Clauses 19.1, 19.2. or 19.3 they shall not vacate office.

20**Nominations**

20.1 Nominations for the six elected Full Members on the Board shall be in writing and delivered to the Executive Officer at a date set by the Board which date shall not be later than forty-two (42) days prior to the date of each Annual General Meeting. Each nomination shall be signed by two (2) Full Members and their nominee and may include a statement to be forwarded with ballot papers, not exceeding a total of one hundred and fifty (150) words, detailing professional position, location, professional activities and aspirations. A candidate shall state priority preferences if nominating for more than one position.

20.2 Nomination or elections to Statutory Bodies, Institutions, Associations, Societies and other Organisations shall be as determined by the Board.

21**Manner of Election**

In the event that an election is necessary for positions on the Board, the election shall be held in the following manner:

21.1 as soon as possible after the closing date for receipt of nominations the Executive Officer shall cause to be prepared ballot papers containing the names of all the duly nominated candidates for the various positions on the Board such names shall be arranged on the ballot paper in such order as determined by lot;

21.2 at a date set by the Board, which date shall not be later than twenty-one (21) days prior to the date of the Annual General Meeting, the Executive Officer shall cause to be forwarded one ballot paper to each financial Full Member eligible to vote;

- 21.3 subject to Clause 21.2 Full Members shall vote by nominating their preferred candidate. A vote shall be valid provided that at least one (1) preference is shown;
- 21.4 only those votes received by post or email at the office of the Institution before 2:00 pm on the closing date shown on such ballot paper shall be counted in the ballot;
- 21.5 after receipt of nominations for the Board and prior to the closing date for receipt of the votes the President shall appoint a Returning Officer who may be a Full Member or Officer of the Institution and two (2) scrutineers from among those Full Members of the Institution who are not candidates for election to the Board. Such Returning Officer and scrutineers shall count the votes for each candidate and shall report to the President in writing, the outcome of the election.
- 21.6 the President shall announce the results of the ballot in the course of the Annual General Meeting and the successful candidates shall thereupon be the Directors or elected as nominees in accordance with Clause 28 (as the case may be) for the ensuing term.

22

Vacancies

- 22.1 Any vacancy in the Board other than office of President or President Elect arising during any term shall be filled by the Board as soon as conveniently may be, after such vacancy has occurred, but any Member so appointed to the Board shall retain office for so long only as the Member who they replace would have retained the same if no vacancy had occurred. The method of selection shall be at the discretion of the Board. The Board may take into account whether the Member to be replaced was elected or nominated.
- 22.2 The office of a Director shall become vacant if they:
- 22.2.1 cease to be a member of the Institution;
 - 22.2.2 become bankrupt or make any agreement or compromise with their creditors generally;
 - 22.2.3 become of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - 22.2.4 resign by notice in writing to the Executive Officer;
 - 22.2.5 are removed by resolution pursuant to the provisions of Clause 34 hereof;
 - 22.2.6 not being an Immediate Past President of the Institution they absent themselves from more than two (2) successive meetings of the Board without having obtained leave of absence;
 - 22.2.7 die.
- 22.3 In the event that any Director becomes unfinancial their tenure in office shall be terminated.

23

Powers and Duties of The Board

- 23.1 Subject to the Act and this Constitution, the management of the business and the control of the Institution shall be vested in the Board which may exercise all such powers and do all such acts and things as are not by Statute or by these Clauses required to be exercised by the Institution in General Meeting subject nevertheless to any of these Clauses, to the provisions of any Statute and to such amendments hereto (being not inconsistent with the aforementioned Clauses and provisions) as may be prescribed by the Institution in General Meeting; but no amendment to these Clauses made by the Institution in General Meeting shall invalidate any prior act of the Board which would have been valid if such amendment had not been made.
- 23.2 The Board may exercise all the powers of the Institution to borrow money and to mortgage or charge its property or any part thereof and to issue debentures and other securities whether outright or as security for any debt liability or obligation of the Institution or any third party.

23.3 The Board shall cause minutes to be made:

23.3.1 of all appointments of Officers of the Institution;

23.3.2 of the names of all Directors present at all meetings of the Institution and of the Board;
and

23.3.3 of all proceedings at all meetings of the Institution and of the Board.

23.4 Such minutes shall be signed by the President or other chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting.

23.5 The Board may make rules relating to the election of officers, the membership and the conduct of business by the Groups. Each Group shall comprise at least a Chairperson, a Secretary and a Treasurer.

23.6 The Board shall be empowered to appoint such persons and Committees as are deemed necessary to carry out the function of the Institution, and to delegate relevant powers and duties to those persons and Committees.

23.7 The Board shall be empowered to invite other members of the Institution as the Board deems necessary to manage the workload delegated to it. These invited members may attend and participate in Board meetings, but these invited members are not Directors and are not eligible to move motions or to vote on business presented at meetings of the Board.

24

Proceedings of The Board

24.1 The Board shall meet for the despatch of business and otherwise regulate meetings of Directors, not less than ten times per annum. The President or in their absence the President Elect or any two Directors may at any time summon a meeting thereof.

24.2 Not less than half the number of Directors shall form a quorum.

24.3 Subject to these Clauses, questions arising at any meeting of the Board shall be decided by a majority of votes of those present and a majority determination shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.

24.4 No resolution passed at any meeting of the Board shall be rescinded at any subsequent meeting, unless notice of the intention to propose such rescission shall have been given in the circular convening the meeting.

24.5 Voting by proxy at Board Meetings is specifically restricted to voting on Fellowship and Honorary Fellowship nominations pursuant to Clause 9.

25

Powers & Duties of the Company Secretary

The Company Secretary role will be performed by the Executive Officer or, if required, by a person appointed by the Board.

25.1 The Company Secretary shall take charge of the books and documents of that office and cause correct entries to be made in the books of all matters and things to be entered therein in the ordinary course of the proceedings of the Institution and shall whenever required by Directors render to them an account of all transactions matters and things relating to the Institution or its affairs over which the Company Secretary may have control or cognisance.

25.2 The Company Secretary shall convene all meetings of the Board required in the ordinary course of business at such time and place as may from time to time be determined by the resolutions of the Board and, in the absence of any resolution by the Board, at such time or place as the President may determine.

25.3 The Company Secretary shall convene all ordinary and special general meetings of the members of the Institution in accordance with the resolution of any general meeting or of the Board and in the absence of any such resolution it shall be the duty of the Company Secretary to convene the ordinary general meetings of the Institution at some time during the week or month determined upon for holding the same by, or pursuant to, these Clauses, and in the event of no directions being given by the Board as to convening a special general meeting upon the requisition of members, the Company Secretary shall convene such meeting within the time limited in that behalf under Clause 27.3.

26 Powers & Duties of the Finance and Audit Committee

The Finance and Audit Committee shall:

- 26.1 furnish to the Board at the meeting next before the Annual General Meeting of the Institution a detailed report of the Institution's financial position and shall accompany such report by a properly drawn balance sheet which shall be vouched for and certified to by the auditor of the Institution; and
- 26.2 be prepared at all regular meetings of the Board to give a statement of the Institution's current financial position.

27 General Meetings

- 27.1 The Annual General Meeting of the Institution shall be held no later than the end of October each year at such time and place as may be determined by the Board.
- 27.2 Ordinary General Meetings of the Institution to be known as Ordinary General Meetings, shall be held at such time and place as may be determined by the Board.
- 27.3 Special General Meetings. The President may whenever thought fit and shall upon a requisition made in writing by Full Members holding at least five (5%) percent of the votes that may be cast, or at least one hundred (100) Full Members of the Institution, convene a Special General Meeting of the Institution, to be held as soon as practicable but in any case not later than fifty six (56) days after the receipt of any such requisition.
- 27.3.1 Any requisition for a Special General Meeting made by Full Members of the Institution shall state the objects of the meeting and shall be signed by the requisitionists and shall be deposited at the registered office of the Institution and may consist of several documents in like form each signed by one or more requisitionists.
- 27.3.2 If the President shall not within twenty one (21) days after the date of the deposit of the requisition proceed to convene a meeting, the requisitionists, or a majority of them, may themselves convene a meeting but any meeting so convened shall not be held after the expiration of three (3) months from the date of depositing such requisition.
- 27.3.3 Any meeting convened as aforesaid by requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the President and the register of Full Members shall be made available to them for such purpose.
- 27.4 Subject to the provisions of any statute or of these Clauses calling for longer notice, twenty one (21) days notice at the least (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given) shall be given to such persons as are entitled to receive such notices from the Institution, specifying the place, the day and the hour of meeting. In the case of special business, a statement of the general nature of that business and any notices of Motion to be put at the meeting.

- 28.1 Twenty (20) Full Members present in person or by their representatives shall form a quorum for any general meeting. No person shall be entitled to be counted in a quorum or to exercise a vote unless they or their representative is a financial Full Member of the Institution.
- 28.2 The President or in their absence the President Elect shall preside as Chairperson at every general meeting. If neither the President or President Elect be present within fifteen (15) minutes after the time appointed for the meeting the Full Members present shall choose one (1) of their number to be Chairperson.
- 28.3 If within thirty (30) minutes from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of Full Members, shall be dissolved; in any other case it shall stand adjourned until a day appointed by the Board and if at such adjourned meeting a quorum of Full Members is not present it shall be dissolved.
- 28.4 The Chairperson may with the consent of any general meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 28.5 Every question submitted to a meeting shall be decided by a majority of the Full Members present and entitled to vote by a show of hands.
- 28.6 A declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the minutes of the proceedings of the Institution shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 28.7 In the case of an equality of votes the Chairperson of the meeting at which the show of hands takes place shall be entitled to a second or casting vote.
- 28.8 Only Full Members shall be entitled to vote at general meetings of the Institution. On a show of hands every Full Member present shall have one (1) vote.
- 28.9 No person shall be appointed a proxy who is not themselves a Full Member of the Institution and entitled to be present and to vote in their own right at the meeting.
- 28.10 The instrument appointing a proxy shall be in writing under the hand of the appointor or their attorney duly authorised in writing. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a division or a postal vote.
- 28.11 Every instrument of proxy shall be as near as the circumstances will admit in the form or to the effect shown as Appendix A and shall be deposited at the office of the Institution. The President or a Director appointed by the President shall open the envelope containing such Instrument and shall instruct the Executive Officer to verify and prepare a list of the proxies so deposited.
- 28.12 The instrument appointing a proxy and the power of attorney (if any) under which it is signed or an office copy or notarially certified copy thereof shall be deposited at the office of the Institution not less than forty eight (48) hours before the time for the meeting at which the person named in such instrument proposes to vote.
- 28.13 After all business introduced by the Board and all special business has been disposed of it shall be competent for any Full Member of the Institution to bring under the notice of the meeting any business or matter within the objects or purposes of the Institution and to give any notice they may think fit of one (1) or more propositions to be considered at a future meeting.
- 28.14 In all cases of dispute, doubt or difficulty respecting or arising out of matters of procedure or order the decision of the chairperson shall be final and conclusive.

- 29.1 All financial transactions of the Institution shall be authorised by two (2) persons being the Chair of the Finance and Audit Committee, or a nominee, and one (1) other person being the President, President Elect, the Company Secretary or such other persons as the Board shall from time to time nominate.
- 29.2 All moneys payable to the Institution shall be received by the Executive Officer or some other person authorised by the Board and shall be paid into the banking account of the Institution.

- 30.1 The Board shall from time to time determine when and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Institution or any of them shall be open for the inspection of Full Members. No Full Member shall have the right of inspecting any account book or document of the Institution except as conferred by statute, or authorised by the Board or by a resolution of the Institution in General Meeting.
- 30.2 All communications, correspondence, reports, minutes and other papers relating to the admission of members (including the reports of the Committees) or to the suspension or forfeiture of membership of any member or to other proceedings under Clause 16 hereof shall be privileged and confidential.

The Board shall provide for safe custody of the seal, which shall only be used by the authority of the Board and every instrument to which the seal is affixed shall be signed by the President or President-Elect and one other Director.

Properly qualified auditors shall be appointed and their duties regulated in accordance with the Act.

33.1 Notices generally

- 33.1.1 Any member who has not left, or sent to the registered office, a place of address, or an email address (for registration in the register) at or to which all notices and documents of the Institution may be served or sent shall not be entitled to receive any notice.

A notice may be given by the Institution to any member by:

- 33.1.2 serving it on the member personally;
- 33.1.3 sending it by post to the member or leaving it at the member's address as shown in the register or the address supplied by the member to the Institution for the giving of notices;
- 33.1.4 transmitting it electronically to the email address given by the member to the Institution for the giving of notices.

33.2 Notice to a member whose address for notices is outside Australia shall be sent by airmail or email or any other method which ensures the notice is received within reasonable time.

33.3 Where a notice is sent by post, service of the notice shall be taken to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected:

- 33.3.1 in the case of a notice of a meeting, on the day next after the date of its posting; and
- 33.3.2 in any other case, at the time at which the letter would be delivered in the ordinary course of post.

33.4 Where a notice is sent by electronic transmission, service of the notice shall be taken to be effected by properly addressing and sending or transmitting the notice and to have been effected on the business day after it is sent.

33.5 Notices of General Meeting

33.5.1 Notice of every general meeting shall be given in the manner authorised by Clause 33.1.

33.5.2 Notices will be sent to every member and to each Director.

33.5.3 Notices will be sent to the auditor for the Institution.

33.6 Except as required by the Act, no other person is entitled to receive notice of general meetings.

34

Removal of Officers

The Institution may at a General Meeting by majority of the Full Members present remove any Director of the Institution before the expiration of their period of office and may by resolution appoint any eligible person in their stead. The person so appointed shall hold office until such a time as an election or an appointment (as the case may be) for the position has been determined in accordance with Clauses 20 and 21.

35

Indemnity of Officers

35.1 Indemnification of Officers or auditors

To the extent permitted by law, the Institution must indemnify each person who is, or has been, an Officer or auditor of the Institution against any liability incurred as an Officer or auditor, except where the liability:

35.1.1 is owed to the Institution or a related body corporate;

35.1.2 arises out of conduct involving a lack of good faith;

35.1.3 is for a pecuniary penalty order under section 1317G of the Act;

35.1.4 is for a compensation order under section 1317H of the Act; or

35.1.5 is for legal costs.

35.2 Indemnification for legal costs

To the extent permitted by law, the Institution must indemnify each officer against any liability for legal costs incurred in defending an action for a liability incurred as an officer of the Institution, except if the costs are incurred:

35.2.1 in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under Clause 46.1;

35.2.2 in defending or resisting criminal proceedings in which the person is found guilty;

35.2.3 in defending or resisting proceedings brought by the Australian Securities & Investments Commission or a liquidator for a court order if the grounds for making the order are found by the court to have been established;

OR

35.2.4 in connection with proceedings for relief to the person under the Act in which the court denies the relief.

35.2.4.1 Clause 35.2.3 does not apply to costs incurred in responding to actions taken by the Australian Securities & Investments Commission or a liquidator as part of an investigation before commencing proceedings for the court order.

35.3 Loans or advances for legal costs.

The Institution may give an officer a loan or advance in respect of legal costs for defending an action for a liability incurred as an officer of the Institution, provided that such loan or advance does not contravene the Act.

35.4 Insurance for officers and auditor.

The Institution may pay or agree to pay a premium for a contract insuring a person who is or has been an officer or auditor of the Institution against any liability other than:

35.4.1 one for legal costs;

35.4.2 conduct involving a wilful breach of duty in relation to the Institution; or

35.4.3 a contravention of section 182 or 183 of the Act.

35.5 Limitation on Institution's obligation to indemnify.

35.5.1 The Institution need not indemnify a person as provided for in Clauses 35.1 or 35.2 in respect of a liability to the extent that the person is entitled to compensation in respect of that liability under a contract of insurance.

35.6 The Institution may enter into documents for indemnity and insurance policy

To the extent permitted by law the Institution may enter into any:

35.6.1 documentary indemnity in favour of; or

35.6.2 Insurance policy for the benefit of, a person who is, or has been, an Officer or auditor of the Institution.

35.7 Term of indemnity.

35.7.1 The benefit of each indemnity given in Clauses 35.1 or 35.2 continues, even after its terms or the terms of this paragraph are modified or deleted, in respect of a liability arising out of acts or omissions occurring prior to the modification or deletion.

PROXY FORM

For use at theGeneral Meeting of the Institution of Surveyors Victoria.

On, 20....

I,.....

of.....

being aFull Member of the Institution of Surveyors Victoria hereby

appoint.....of

or if this Full Member is not present at the meeting, the Chairperson, as my proxy to vote for me and on my behalf at the.....General Meeting of the Institution, to be held on day of

.....20 and at any adjournment thereof at which I am not present.

My directions are to vote as follows for the Motion(s) as circulated:***

***(*Circle the words accordingly as you instruct the proxy to vote.*)

- In favour
- Against
- Abstain
- At their discretion
- For any amendment moved at the meeting

I sign my name this day of..... 20

SIGNED by the said:)

)

.....)

*Post to: Institution of Surveyors Victoria at the office address **or** email.*

Proxy forms must be received in the Institution Office by 5pm on the.....working day before the Meeting.