

Companies Act 1961
Company Limited by Guarantee and not having a Share Capital



**ARTICLES OF ASSOCIATION OF URBAN DEVELOPMENT INSTITUTE
OF AUSTRALIA (NEW SOUTH WALES DIVISION)
ACN 001 172 363**

PART 1 – INTRODUCTION

1. Definitions and Interpretation

1.1 In these Articles:

"**Corporations Law**" means the *Corporations Law* of the State as amended from time to time and includes a reference to the *Corporations Law* of another jurisdiction and has the additional meaning given by sections 8 and 8A of the *Corporations Law*;

"**Institute**" means the "Urban Development Institute of Australia (New South Wales Division)";

"**Seal**" means the common seal of the Institute;

"**Register**" means the register of members maintained in accordance with Article 8;

"**person**" includes a corporation unless the context otherwise requires;

"**Secretary**" means any person appointed to perform the duties of a secretary of the Institute and includes an honorary secretary;

"**State**" means the State of New South Wales; and

"**Commonwealth**" means the Commonwealth of Australia.

1.2 Words or expressions defined in these Articles shall be accorded the same meaning wherever used in the Memorandum of Association.

1.3 Unless the contrary intention appears in the Memorandum of Association or these Articles, Division 8 of Part 1.2 of the *Corporations Law* applies thereto as if the reference therein to "*this Law*" were a reference to "*this Memorandum*" or "*these Articles*", as the case may be.

1.4 Division 10 of Part 1.2 of the *Corporations Law* applies in relation to these Articles as if they were an instrument made under the *Corporations Law* as in force on the day when these Articles commence operation in respect of the Institute.

1.5 An expression used in a particular Chapter, Part, Division, section or paragraph of the *Corporations Law* that is given by that Chapter, Part, Division, section or paragraph a special meaning for the purposes of the same has, in any of these Articles that deals with a matter dealt with by that Chapter, Part, Division, section or paragraph, unless the contrary intention appears in the Articles, the same meaning as in that Chapter, Part, Division, section or paragraph.

1.6 Words importing one gender include other genders.

1.7 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

1.8 The Replaceable Rules are displaced by these Articles and do not apply to the Institute.

2. Purposes

2.1 The Institute is established for the purposes set out in the Memorandum of Association.

PART II – MEMBERSHIP

3. Number of Members

3.1 The number of members with which the Institute proposes to be registered is 100 but the Council may from time to time register an increase of members.

4. Membership

4.1 The subscribers to the Memorandum of Association and such other persons as the Council admits to membership in accordance with these Articles shall be members of the Institute.

5. Classification of Membership

5.1 Membership is comprised of the following classifications:

(1) *Life members*: persons, being members or Representatives of members, appointed by the Council in recognition of service to the Institute;

(2) *Honorary members*: persons, not being members or Representatives of members, nominated by the Council from time to time;

(3) *Corporate members*:

(a) public companies which are engaged in real estate development, investment, management or financing;

(b) private companies which are engaged in real estate development, investment, management or financing;

(c) individuals who are engaged in real estate development, investment, management or financing; and

(d) any person, company or other entity engaged or involved in real estate development, investment, management or financing and acting for or on behalf of, or otherwise representing, any Federal, State or Local Government department, authority or agency, or any other authority.

(4) *General members*: persons, firms or corporations engaged in any activity or occupation connected with or ancillary to real estate development provided that:

(a) they are not themselves engaged in real estate development; and

(b) they are not directors of or a significant shareholder in any non-member corporation which is engaged in real estate development;

(5) *Affiliated members:*

(a) corporations which are:

- (i) subsidiaries or associates of any corporation which is a corporate member;
- (ii) affiliated with a corporate member; or
- (iii) in the same group of companies or in such other affiliation as may be acceptable to the Council; and

(b) any individual who is employed by any member of any classification under this Article, other than that of associated members.

(6) *Associated members:*

(a) such persons, firms or corporations, who are not engaged in any activity or occupation connected with or ancillary to real estate development;

(b) any person, company or other entity acting for or on behalf of, or otherwise representing, any Federal, State or Local Government department, authority or agency or any other authority, other than those persons, companies and other entities referred to in (3)(d) of this Article 5.1; and

(c) persons undertaking secondary or tertiary education involving courses related to or of assistance in real estate development and land economics,

as may be admitted to membership at the absolute discretion of the Council.

5.2 Notwithstanding Article 5.1 the Council, from time to time and in its absolute discretion, has the right to determine the classification in which any member may be admitted and the reclassification of any member, as it sees fit.

6. Application for Membership

6.1 Every applicant for membership of the Institute (other than the subscribers to the Memorandum of Association) shall be proposed by one and seconded by another member of the Institute, to both of whom the applicant must be personally known.

6.2 The application for membership must be made in writing and signed by the applicant and the proposer and seconder of the applicant.

6.3 An application must be in such form and be accompanied by such documents or information as the Council from time to time requires.

6.4 If the applicant for membership as a corporate member, general member or affiliated member is a body corporate or firm it must nominate 1 person ("**Representative**") to represent it in the Institute. The application form must:

- (1) state the name and address of the Representative; and
- (2) be signed by the Representative.

7. Admission to Membership

7.1 At the next meeting of the Council after the receipt of any application for membership, such application shall be considered by the Council, which shall, in its discretion, determine upon the admission or rejection of the applicant.

7.2 In no case is the Council required to give any reason for the rejection of an applicant.

7.3 When an applicant has been accepted for membership the Council must forthwith send to the applicant written notice of acceptance to membership and a request for payment of the entrance fee and first annual subscription.

7.4 Upon payment of the entrance fee and first annual subscription the applicant shall become a member of the Institute.

7.5 If payment of the entrance fee and first annual subscription is not made within 2 months after the date of the notice referred to in Article 7.3, the Council may, in its discretion, cancel its acceptance of the applicant for membership of the Institute.

8. Register of Members

8.1 A register of members of the Institute shall be kept by the Institute in accordance with the *Corporations Law*.

8.2 The following must be entered in the Register in respect of each member:

- (1) the full name, address and facsimile number, if any, of the member;
- (2) the classification of membership;
- (3) the date of admission and cessation of membership;
- (4) the date of last payment of that member's annual subscription;
- (5) in the case of a member referred to in Article 6.4, the name, address and facsimile number, if any, of the Representative of the member; and
- (6) such other information as the Council may require.

8.3 Each member must notify the Council in writing of any change in that member's address or qualification for the member's existing classification of membership within 1 month next following such change.

8.4 Each member referred to in Article 6.4 must promptly notify the Council in writing of any change in the person nominated as its Representative pursuant to Article 6.4. A person nominated as a Representative must consent to such nomination in writing.

8.5 All notices given in accordance with Articles 79 and 80 to the address last notified shall be considered fully received.

PART III – ENTRANCE AND ANNUAL SUBSCRIPTIONS

9. Amount of Entrance Fee and Annual Subscriptions

9.1 The entrance fee and annual subscription payable by the various classifications of members of the Institute and the various sub-classifications of each classification of members of the Institute is such amount as the Council from time to time prescribes.

9.2 Nothing in Article 9.1 prevents the Council reducing the annual subscription otherwise payable by a member by reason of:

- (1) that member's residence outside the Sydney Metropolitan area; or
- (2) the length of time which has elapsed since 1 July immediately preceding the date on which the Council determines the application for membership.

9.3 No annual subscription is payable by Life Members.

9.4 No entrance fee or annual subscription is payable by Honorary Members.

10. Date for Payment

10.1 All annual subscriptions become due and payable in advance on 1 July in every year.

PART IV – CESSATION OF MEMBERSHIP

11. Unpaid Annual Subscription

11.1 If the annual subscription of a member remains unpaid for a period of 3 months after it becomes due then the member may, after notice of the default has been sent to the member by the Honorary "Secretary" or Honorary Treasurer pursuant to a resolution of the Council, cease to be entitled to any of the privileges of membership, provided that the Council may reinstate the member on payment of all arrears, if the Council thinks fit to do so.

12. Failure to Pay

12.1 If a member has not paid all arrears of annual subscriptions in accordance with Article 11.1 or, if paid, the member's privileges are not reinstated:

- (1) the member remains liable for all the obligations and liabilities of membership until the expiration of 6 months following the date of notification in accordance with Article 11.1; and
- (2) the member's name shall be removed from the Register.

13. Resignation

13.1 A member may at any time by giving notice in writing to the Council resign from membership of the Institute.

13.2 The resignation of a member is deemed to take effect from the date of receipt of the written notice of resignation or such later date as is provided in the notice.

14. Cessation of Membership

14.1 A member which is a corporation or a firm shall cease to be a member:

- (1) if it is wound up or is otherwise dissolved or deregistered; or
- (2) if it is expelled under Article 15.6.

14.2 A member who is an individual shall cease to be a member:

- (1) on the death of the member; or
- (2) if the member is expelled under Article 15.6.

15. Disciplining Members

15.1 If any member:

(1) wilfully refuses or neglects to comply with the provisions of the Memorandum or Articles of Association of the Institute; or

(2) is guilty of any conduct which in the opinion of the Council is unbecoming of a member or prejudicial to the interest of the Institute;

the Council has power by resolution to censure, fine, suspend or expel the member from the Institute and, in the case of expulsion, to erase the member's name from the Register.

15.2 In exercising its powers under Article 15.1 the Council must not fine a member an amount exceeding the annual subscription of a corporate member of the Institute.

15.3 At least 1 week before the meeting of the Council at which a resolution of the nature referred to in Article 15.1 is passed, the Council must give the member notice of:

(1) the meeting;

(2) what is alleged against the member; and

(3) the intended resolution.

15.4 At the meeting and before the passing of resolution the member must have an opportunity of giving orally or in writing any explanation or defence the member may think fit.

15.5 Any member may by notice in writing lodged with the "Secretary" at least 24 hours before the time for holding the meeting at which the resolution is to be considered by the Council, elect to have the question dealt with by the Institute in general meeting and in that event, a general meeting of the Institute shall be called for that purpose.

15.6 If at the meeting such a resolution is passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member concerned shall be punished accordingly and in the case of a resolution for expulsion the member shall be expelled and the member's name removed from the Register.

15.7 If any member ceases to be a member in accordance with Article 15.6 the Council may reinstate the member and restore the name of that member to the Register upon and subject to such terms and conditions as it thinks fit.

16. Effect of Cessation of Membership

16.1 If any member ceases to be a member within the provisions of these Articles the member remains liable to pay to the Institute any moneys whatsoever which, at the time of the member ceasing to be a member, the member owes to the Institute on any account whatsoever and for any sum not exceeding \$50 for which the member is liable under clause 7 of the Memorandum of Association.

PART V – GENERAL MEETINGS

17. Annual General Meeting

17.1 Annual general meetings of the Institute shall be held in accordance with the provisions of the *Corporations Law*.

18. General Meetings

18.1 The Council may, whenever it thinks fit, convene a general meeting.

18.2 A general meeting shall be convened by the Council on the requisition of members in accordance with section 246 of the *Corporations Law* or, in default, may be convened by such requisitionists as provided by the *Corporations Law*.

18.3 Subject to the *Corporations Law* all general meetings shall be held at such time and place as the Council determines.

18.4 All general meetings, other than the annual general meetings, shall be called general meetings.

19. Notice of General Meetings

19.1 Subject to the provisions of the *Corporations Law* relating to special resolutions and agreements for shorter notice, 14 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) specifying:

- (1) the place and the hour of meeting; and
- (2) in case of special business, the general nature of that business,

must be given to such persons as are entitled to receive such notices from the Institute.

19.2 The accidental omission to give notice of a meeting to, or non-receipt of a notice by, any member does not invalidate the proceedings at any meeting.

20. Business at General Meetings

20.1 All business that is transacted at a general meeting, other than an annual general meeting, is special business.

20.2 The business to be transacted at an annual general meeting is as follows:

- (1) the consideration of the annual profit and loss account and the balance sheet;
- (2) the receipt of the report of the Council;
- (3) the consideration of the report of the Auditors;
- (4) the election of officers and other members of the Council in the place of those retiring; and
- (5) the appointment and fixing of the remuneration of the Auditors.

20.3 Any other business transacted at the annual general meeting is deemed to be special business.

PART VI – PROCEEDINGS AT GENERAL MEETINGS

21. Representation of Member

21.1 Each member is entitled to attend a general meeting of the Institute.

21.2 Any member, being an individual and entitled to vote at a general meeting, may be represented at the meeting by a proxy or attorney and if so represented is deemed to be personally present.

21.3 If the Representative of a member referred to in Article 6.4 is present at a general meeting, that person is authorised to act as the representative of the member at the meeting and the member is deemed to be personally present at the meeting.

21.4 If the Representative of a member referred to in Article 6.4 is not present at a general meeting the member may be represented at the meeting by a proxy or attorney and may also, in the case of a member which is a body corporate, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its authorised representative at that meeting under section 249(3) of the *Corporations Law*.

21.5 If a corporate member wishes to exercise its powers under Article 27.4 to appoint 2 persons to exercise its voting rights on a poll it may authorise any 2 of its Representatives, proxy or attorney or in the case of a corporate member which is a body corporate, a person authorised under section 249(3) of the *Corporations Law* to do so.

21.6 For the purpose of ascertaining:

- (1) any quorum at a general meeting required by these Articles; and
- (2) the person entitled to vote at a general meeting or join in demanding a poll;

"member present" means:

(a) any member (other than an Honorary Member or Associate Member), being an individual, who is present in person or by proxy or attorney; and

(b) any member referred to in Article 6.4 who is present by:

(i) its Representative in accordance with Article 21.3; or

(ii) by its proxy, attorney or, in the case of a body corporate, by a person authorised under section 249(3) of the *Corporations Law*.

22. Quorum at General Meetings

22.1 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

22.2 Save as herein otherwise provided 20 members present shall be a quorum.

23. Adjournment or Dissolution of General Meetings

23.1 If within half an hour from the time appointed for the meeting a quorum is not present:

(1) the meeting, if convened upon the requisition of members, shall be dissolved; or

(2) in any other case:

(a) the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Council may determine; and

(3) if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting;

(a) the members present (being not less than 3) shall be a quorum; or

(b) where a quorum is not present, the meeting shall be dissolved.

24. Chairman of General Meetings

24.1 The President, if present shall preside as chairman at every general meeting of the Institute.

24.2 Where a general meeting is held and:

(1) there is no President; or

(2) if the President is not present within 15 minutes after the time appointed for the holding of the meeting or if present, is unwilling to act,

the Senior Vice-President (or in his absence the Junior Vice-President) shall be the chairman; or

(3) if neither the Vice-President nor the Junior Vice-President is present or if present, neither is willing to act, then the members present shall elect one of their number to be chairman of the meeting.

25. Business of and Notice of Adjourned Meetings

25.1 The chairman may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.

25.2 No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

25.3 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

25.4 Except as aforesaid it is not necessary to give any notice of any adjournment or the business to be transacted at an adjourned meeting.

26. Voting on Resolutions

26.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of a show of hands) demanded:

(1) by the Chairman; or

(2) by at least 3 members present.

26.2 Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Institute 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.

26.3 The demand for a poll may be withdrawn.

26.4 Subject to Article 26.6 if a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise, as the chairman directs.

26.5 The result of the poll shall be the resolution of the meeting at which the poll was demanded.

26.6 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.

27. Entitlement to Vote and Number of Votes

27.1 At any general meeting members have the following voting rights:

- (1) Life members: one vote
- (2) Honorary members: no vote
- (3) Corporate members: two votes
- (4) General members: one vote
- (5) Affiliated members: one vote
- (6) Associated members: no vote

27.2 On a show of hands every member present and who is entitled to vote at a general meeting has one vote.

27.3 On a poll every member present has such number of votes as are conferred by Article 27.1 on the member concerned.

27.4 A corporate member may authorise not more than 2 persons to exercise the votes of the ordinary member.

27.5 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, in addition to his or her deliberative vote, if any, has a casting vote.

28. Voter of Unsound Mind

28.1 A member who is of unsound mind, or whose person or estate is liable to be dealt with in any way under the law relating to mental health, may vote, whether on a show of hands or on a poll, by the member's Committee or by the member's trustee or by such other person as properly has the management of the member's estate, and any such Committee, trustee or other person may vote by proxy or attorney.

29. Arrears in Annual Subscription

29.1 No member is entitled to vote at any general meeting if the annual subscription of that member is more than 1 month in arrears at the date of the meeting.

30. Instrument Appointing a Proxy

30.1 The instrument appointing a proxy must be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing or, if the appointor is a corporation, either under "Seal" or under the hand of an officer or attorney duly authorised.

30.2 The instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.

30.3 A proxy may be revoked at any time by notice in writing to the Institute.

30.4 If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.

31. Form of Proxy

31.1 The instrument appointing a proxy may be in the following form or in such other form as the Council determines from time to time:

**Urban Development Institute of Australia
(New South Wales Division)
ACN 001 172 363**

I, _____ of _____ being a member of URBAN DEVELOPMENT INSTITUTE OF AUSTRALIA (NEW SOUTH WALES DIVISION) hereby appoint _____ of _____ or failing him _____ of _____ as my proxy to vote for me on my behalf at the annual/ general meeting of the Institute, to be held on the _____ day of _____ 19 _____ and at any adjournment thereof.

My proxy is hereby authorised to vote _____ *in favour of the following resolutions: _____ *against

Signed this _____ day of _____ 19 _____ .

Note 1. In the event of the member desiring to vote for or against any resolution the member shall instruct the proxy accordingly. Unless otherwise instructed, the proxy may vote as the proxy thinks fit.

* Strike out whichever is not desired.

32. Deposit of Proxy and Attorney Instrument

32.1 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority, must be deposited:

(1) at the registered office of the Institute, or at such other place within the State as specified for that purpose in the notice convening the meeting:

(2) not less than:

(a) 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(b) in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll,

and in default the instrument of proxy shall not be treated as valid.

32.2 For the purpose of Article 32.1 it is sufficient if the proxy is received at the registered office of the Institute by facsimile transmission or by similar means of communication in a reasonably legible form. If the proxy is required to be accompanied by other documents then those documents may also be deposited at the registered office by facsimile transmission.

33. Voting Rights of Proxies and Attorneys

33.1 An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution. Where an instrument of proxy so provides the proxy is not entitled to vote on the resolution except as specified in the instrument.

33.2 A vote given in accordance with the terms of an instrument of proxy or attorney is valid despite:

- (1) the previous death or unsoundness of mind of the principal; or
- (2) the revocation of the instrument or of the authority under which the instrument was executed,

if the Institute has not received written notification of such death, unsoundness of mind or revocation at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

PART VIII – COUNCIL AND OFFICE BEARERS

34. Office Bearers and Executive Committee

34.1 The office bearers of the Institute shall be:

- (1) a President;
- (2) a Senior Vice-President;
- (3) a Junior Vice-President;
- (4) an Honorary Treasurer; and
- (5) an Honorary "Secretary".

34.2 The office bearers of the Institute shall be appointed by the Council from among the members of the Council.

34.3 The Institute may from time to time by ordinary resolution passed at a general meeting:

- (1) subject to Article 36.2, increase or reduce the number of office bearers; and
- (2) change the descriptions of the office bearers.

34.4 The office bearers of the Institute and the immediate past President constitute the Executive Committee of the Institute.

35. Existing Council

35.1 For the purpose of these Articles "Existing Council" means those persons who are members of the Council immediately prior to the annual general meeting next held after the adoption of these Articles ("First Annual General Meeting").

35.2 Each member of the Existing Council must retire or shall be deemed to have retired from the Existing Council as and from the termination of the First Annual General Meeting but, subject to these Articles, are eligible for re-election.

36. Constitution of the Council

36.1 As from the date on which these Articles are adopted by the Institute and until such time as it is determined otherwise by ordinary resolution of the Institute in general meeting the Council shall consist of 13 members, comprised of:

- (1) 12 persons elected to the Council, as provided by Part VIII; and

(2) the immediate past President, as an ex-officio member.

36.2 Subject to the *Corporations Law* and these Articles the Institute may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of the members of the Council provided that at no time may the number be less than 3.

36.3 Each member of the Council, howsoever elected, appointed or holding office must be:

(1) a member of the Institute other than as associated member;

(2) the Representative of a member referred to in Article 6.4; or

(3) a person nominated as the representative of a member, other than an associated member, which is a body corporate or a firm (other than a member referred to in Article 6.4).

36.4 At no time may there be on the Council more than one person who is representing a member in accordance with Article 36.3 or is an affiliated member of a member who is represented on Council.

36.5 At all times more than 50% of the total number of members of the Council, howsoever elected, appointed or holding office, must be corporate members or Representatives of corporate members which are corporations.

PART VIII – ELECTION OF COUNCIL MEMBERS

37. Method of Election of Council Members

37.1 During each calendar year the Council must determine, prior to 30 June in that year, whether the election of Council members to the positions that will be vacated at the closure of the next annual general meeting, to be held after that date in accordance with Article 43 ("vacant position"), will take place:

(1) by postal ballot;

(2) at a general meeting (other than, but prior to, the annual general meeting next to be held after that date); or

(3) at the annual general meeting next to be held after that date.

37.2 If the Council fails to make a determination in accordance with Article 37.1 it is deemed to have determined that the election of Council members will take place at the annual general meeting next to be held after that date.

38. Nominations

38.1 Any member of the Institute, other than an associated member, who is an individual is entitled to nominate himself or herself as a candidate for election as a member of the Council.

38.2 Any member of the Institute referred to in Article 6.4 is entitled to nominate its Representative as a candidate for election as a member of the Council.

38.3 Any member of the Institute (other than a member referred to in Article 6.4 or an associated member), which is a body corporate or firm is entitled to nominate one representative of the member for election as member of the Council.

38.4 Any nomination for election as a member of the Council must:

(1) be in writing, signed by the candidate and, if nominated under Articles 38.2 or 38.3 signed by the nominating corporation; and

(2) contain details as to the candidate's qualifications, and position.

39. Election by Postal Ballot

39.1 If the Council determined in accordance with article 37.1(1) that the election of Council members is to take place by postal ballot the following provisions of this Article 39 apply.

39.2 Within 14 date after the date of such determination the Council must notify members:

(1) of that determination;

(2) of the number of vacant positions; and

(3) that nominations for election to the Council are required to be lodged at the registered office of the Institute not later than 5:00 pm on the date provided in the notice (not being less than 21 days after the date of the notice).

39.3 All nominations must be made in accordance with Article 38.

39.4 If no election is required by Article 42.1 those persons who have been nominated shall be declared by the Council at its next meeting held after the date referred to in Article 39.2(3) to be duly elected.

39.5 If an election is required by Article 42.1 to fill the vacant positions the Council, within 7 days after the date referred to in Article 39.2(3) as the date which nominations must be received, must forward to each member entitled to vote at a general meeting of the Council:

(1) a list of candidates prepared in accordance with Article 42.3; and

(2) a postal voting ballot paper in or substantially in the form provided in Article 42.4.

39.6 Any such member wishing to participate in the postal ballot must complete and return the ballot paper so that it is lodged at the registered office of the Institute on or before the date stipulated on the ballot paper (not being less than 21 days after the date of despatch of the ballot paper).

39.7 Those persons who are elected to the vacant positions in accordance with Article 42 shall be declared by the Council at its next meeting held after the completion of the postal ballot to be duly elected.

40. Election at General Meeting

40.1 If the Council determined in accordance with Article 37.1(2) that the election of the Council members is to take place at a general meeting to be held prior to the annual general meeting next to be held, the following provisions of this Article 40 apply

40.2 At least 60 days prior to the general meeting at which the election is to take place the council must notify members:

(1) of that determination;

(2) of the number of vacant positions; and

(3) that nominations for election of the Council are required to be lodged at the registered office of the Institute not later than 5:00 pm on the day which is 21 days before the general meeting.

40.3 If an election is required by Article 42.1 to fill the vacant positions the council must forward to each member entitled to vote at a general meeting of the Council a list of candidates prepared in accordance with Article 42.3

40.4 The election of the candidates nominated for election shall be conducted in accordance with Article 42.

41. Election at Annual General Meeting

41.1 If the council determines in accordance with Articles 37.1(3) or 37.2 that the election of the council members is to take place at the annual general meeting of the Institute the following provisions of this Article 41 apply.

41.2 Nominations for election to the Council are required to be lodged at the registered office of the Institute not later than 5:00 pm on the day which is 21 days before the annual general meeting.

41.3 If an election is required by Article 42.1 to fill the vacant positions the Council must forward to each member entitled to vote at a general meeting of the Council a list of candidates in accordance with Article 42.3.

41.4 The election of the candidates nominated for election shall be conducted in accordance with Article 42.

42. Election Procedure

42.1 An election is required to be held if the number of nominations received:

(1) exceed the total number of vacant positions on the council, determined in accordance with Article 43; or

(2) do not exceed the total number of such vacant positions, but are received from persons who are not corporate members or representatives of corporate members which are corporations and, if elected, those persons would, when taken with the non-vacant positions on the council held by such persons, result in a non-compliance with Article 36.5.

42.2 In the situation to which Article 42.1(2) refers:

(1) those persons who are corporate members or representatives of corporate members which are corporations, shall be deemed elected in accordance with this Article; and

(2) an election shall be conducted in accordance with this Article only among those persons who are not corporate members or representatives of corporate members which are corporations.

42.3 The list of candidates required for the purpose of Articles 39.5(1), 40.3 and 41.3 shall:

(1) be in alphabetical order;

(2) state each candidate's qualifications and position; and

(3) in the case of a Representative who is nominated, the name of the member of which he or she is the Representative; and

(4) in the case of a person nominated by a member under Article 38.4 the name of the nominating body corporate or firm.

42.4 Ballot papers must be prepared containing the names of the candidates only, in alphabetical order.

42.5 Each member:

- (1) entitled to vote on the postal ballot; or
- (2) present at the general meeting or annual general meeting;

as the case may be, may cast a vote for such of the candidates as the member thinks fit, not exceeding the number of vacant positions, but no person may cast more than one vote in favour of any candidate.

42.6 Despite the provisions of Article 42.5 a corporate member shall receive 2 ballot papers and may complete each in accordance with that Article.

42.7 Subject to Articles 36.4 and 36.5 the candidates receiving the greatest number of votes cast in their favour shall be declared elected:

- (1) by the Council, in the case of a postal ballot (in accordance with Article 39.7); or
- (2) by the chairman of the meeting, in the case of an election at a general meeting or the annual general meeting, as the case may be;

to the vacant positions.

42.8 In the case of an equality of votes the President in the case of a postal ballot, or the chairman of the meeting, as the case may be, in addition to his or her deliberative vote, if any, has a casting vote provided however that if the President or chairman, as the case may be:

- (1) does not exercise such casting vote; or
- (2) is one of the persons in respect of whom there is an equality of votes;

then a further ballot must be held among those persons in respect of whom there is an equality of votes and shall occur, in the case of the election at a meeting, immediately after the declaration of the result of the elections.

43. Term of Office and Rotation

43.1 As from the closure of the First Annual General Meeting, those persons elected as members of the council, whether in accordance with Articles 39, 40 or 41, as from that time shall hold office in accordance with the following:

- (1) one half of the persons so elected shall hold office from the closure of that meeting until the closure of the annual general meeting next following this or her appointment; and
- (2) one half of the persons so elected shall hold office from the closure of that meeting until the closure of the second annual general meeting following his or her appointment,

provided that if the number of persons so elected is not an even number, the number of persons holding office until the second annual general meeting shall be rounded up to the next whole number and the number of persons holding office until the annual general meeting next following shall be rounded down to the next whole number.

43.2 As among those persons who are elected as members of the council to take office at the closure of the First Annual General Meeting the persons who are to hold office under Articles 43.1(1) and 43.1(2) respectively shall, unless the persons agree among themselves, be determined by lot.

43.3 Subject to the preceding provisions of this Article 43 each person elected to the Council shall be appointed for a term:

(1) commencing at the closure of the annual general meeting in the year in which his or her election occurred; and

(2) expiring at the closure of the second annual general meeting held after the annual general meeting at the closure of which he or she took office.

43.4 Subject to Articles 43.1 and 43.2 at the closure of each annual general meeting of the Institute one half of the elected members of Council for the time shall retire from office or, if the number of elected members of the council is not an even number, then the next whole number less than one half will so retire.

43.5 Those persons who are to retire in accordance with Article 43.4 are those who have been longest in office since his or her last appointment but, as among those persons who became members of the Council on the same day, the persons to retire shall, unless they otherwise agree among themselves, be determined by lot.

43.6 Any person retiring as a member of Council in accordance with this Article 43 shall, subject to Article 38, be eligible for re-election.

PART IX – GENERAL PROVISIONS AS TO COUNCIL MEMBERSHIP

44. Casual Vacancies and Additional Councillors

44.1 The Council has power at any time, and from time to time, to appoint any person, subject to Articles 36.4 and 36.5 to the Council either:

(1) to fill a casual vacancy; or

(2) as an addition to the other members of the Council,

but so that the total number of officers or other members of the Council shall not at any time exceed the number fixed in accordance with these Articles.

44.2 Any member of the Council so appointed shall hold office only until the closure of the next following annual general meeting, but shall be eligible for election in accordance with Part VIII.

45. Nominee Councillors

45.1 If any member of Council seeks and is granted leave of absence (which shall not be classified as a casual vacancy in accordance with this Article) the member may, if he or she deems fit, nominate to the Council a person to be appointed as his or her "**nominee Councillor**" during his or her granted leave of absence.

45.2 The person so nominated must be qualified to be a member of the Council in accordance with Article 36.3.

45.3 The Council may in its absolute discretion elect such person as nominee Councillor and upon his or her election such nominee Councillor has and is entitled to all the rights and privileges of his or her nominator and is subject to all of his or her nominator's duties and obligations.

46. Insufficient Councillors

46.1 The continuing members of the Council may act, despite any vacancy in the Council, but if the number falls below the number fixed by or pursuant to these Articles, or the necessary quorum for meetings of the Council, the continuing members of Council may act only:

(1) for the purpose of:

- (a) increasing the number of members of the Council to such number; or
- (b) summoning a general meeting of the Institute; or

(2) in an emergency.

47. Retirement from Office

47.1 A member of the Council may retire from office by giving written notice to the Institute of that intention and such resignation will take effect on the expiration of the notice or its earlier acceptance.

48. Removal from Office

48.1 The Institute may by ordinary resolution of which special notice is given remove any member of the Council before the expiration of that member's period of office, and may, by ordinary resolution, appoint another person, subject to Articles 36.3, 36.4 and 36.5, in that person's stead.

48.2 Any person appointed pursuant to Article 48.1 shall hold office only until the closure of the next following annual general meeting.

49. Vacation of Office

49.1 The office of a member of the Council becomes vacant if the member:

- (1) ceases to be a member of the Council by virtue of the *Corporations Law*;
- (2) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- (3) becomes prohibited from being a director of a company by reason of any order made under the *Corporations Law*;
- (4) becomes 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;
- (5) resigns;
- (6) for more than 3 months is absent without the permission of the Council from meetings of the Council held during that period;
- (7) holds any office of profit under the Institute;
- (8) ceases to be a member of the Institute or a Representative of a member or a nominated representative of a member under Articles 38.3 or 38.4; or
- (9) is directly or indirectly interested in any contract or proposed contract with the Institute provided however that a member shall not vacate his or her office by reason of his or her

being a member of any corporation, society or association which has entered or proposes to enter into a contract with the Institute if:

(a) such corporation, society or association is among the class of companies referred to in the proviso to clause 3 of the Memorandum of Association; and

(b) he or she has declared the nature of the interest in the manner required by the *Corporations Law*.

49.2 Nothing in Article 49.1 affects the operation of Clause 3 of the Memorandum of Association.

PART X – POWERS AND DUTIES OF THE COUNCIL

50. General Business Manager

50.1 Subject to the *Corporations Law* and these Articles the business of the Institute is managed by the Council which may exercise all such powers of the Institute as are not, by the *Corporations Law* or by these Articles, required to be exercised by the Institute in general meeting.

50.2 Subject to Article 50.3 any rule, regulation or by-law of the Institute made by the Council may be disallowed by the Institute in general meeting.

50.3 No resolution of or regulation made by the Institute in general meeting can invalidate any prior act of the Council which would have been valid if that resolution or regulation had not been passed or made.

51. Borrowing Powers

51.1 The Council may exercise all the powers of the Institute to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Institute.

52. Negotiable Instruments

52.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Institute, may be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any 2 members of the Council or in such other manner as the Council from time to time determines.

53. Appointment of Attorney

53.1 The Council may appoint any person or persons to be the attorney or attorneys of the Institute for such purposes, with such powers, authorities and discretion (being powers, authorities and discretions vested in or exercisable by the Council) for such period and subject to such conditions as it thinks fit.

53.2 Any such power of attorney may as the Council thinks fit:

(1) contain provisions for the protection and convenience of persons dealing with the attorney; and

(2) authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

54. Minutes

54.1 The Council must cause minutes to be made:

- (1) of all appointments of officers and servants;
- (2) of names of members of the Council present at all meetings of the Institute and of the Council;
- (3) of all proceedings at all meetings of the Institute and of the Council; and
- (4) of the method by which a Council meeting was held.

54.2 Such minutes must be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.

PART XI – PROCEEDINGS OF THE COUNCIL

55. Council Meetings

55.1 The Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

55.2 The minutes of any meeting of the council must state the method of meeting and the persons present.

56. Convening of Meetings

56.1 A member of the Council may at any time and the "Secretary" must on the requisition of a member of the Council, summon a meeting of the Council.

57. Notice of Meetings

57.1 Notice of every Council meeting must be given to each member of the Council (and nominee councillor) except that it is not necessary to give notice of a meeting of Council to any member of Council who:

- (1) has been given special leave of absence; or
- (2) is absent from Australia and has not left a facsimile number at which he or she may be given notice.

57.2 Failure to give notice under Article 57.1 does not invalidate any proceedings at the meeting.

57.3 Any notice of a meeting of Council may be given in writing or orally and whether by facsimile, telex, telegram, cable, telephone or any other means of communication.

58. Voting at Council Meetings

58.1 Subject to these Articles questions arising at any meeting of the Council are decided by a majority of votes of members of Council present and any such decision is for all purposes deemed a decision of the Council.

58.2 In case of an equality of votes the Chairman of the meeting in addition to his or her deliberative vote (if any) has a second or casting vote.

59. Restriction on Voting

59.1 Subject to the *Corporations Law* a member of the Council must not be present during deliberations on nor vote in respect of any contract or proposed contract with the Institute in which he or she is interested, or any matter arising thereout.

59.2 A vote given in contravention of Article 59.1 must not be counted.

60. Quorum

60.1 The quorum necessary for the transaction of the business of the Council is 3 members of Council entitled to vote or such greater number as may be fixed by the Council.

61. Chairman of Council Meetings

61.1 The President, if present, shall preside as chairman at every meeting of the Council.

61.2 If there is no President, or if at any meeting he or she is not present within 10 minutes after the time appointed for holding the meeting:

- (1) the Senior Vice-President; or,
 - (2) if the Senior Vice-President is not present, the Junior Vice-President if present
- shall preside as chairman of the meeting; but,
- (3) if the Vice-President is not present at the meeting then the members may choose one of their number to be chairman of the meeting.

62. Telecommunication Meetings of Council

62.1 For the purposes of these Articles the contemporaneous linking together in oral communication by telephone, audio-visual or other instantaneous means ("**telecommunication meeting**") of a number of the members of the Council being not less than a quorum is deemed to constitute a meeting of the Council. All the provisions in these Articles relating to a meeting of the Council apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this Article 62.1. The following provisions apply to a telecommunication meeting:

- (1) all the members of the Council for the time being entitled to receive notice of a meeting of the Council (including any nominee councillor) are entitled to notice of a telecommunication meeting;
- (2) all the members of the Council participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the telecommunication meeting;
- (3) notice of the meeting may be given on the telephone or other electronic means;
- (4) each of the members of the Council taking part in the meeting must be able to hear and be heard by each of the other members of the Council taking part at the commencement of the meeting and each member of the Council so taking part is deemed for the purposes of these Articles to be present at the meeting; and
- (5) at the commencement of the meeting each member of the Council must announce his or her presence to all the other members of the Council taking part in the meeting.

62.2 If the Honorary "Secretary" is not present at a telecommunication meeting of the members of the Council a member who is present must take minutes of the meeting.

62.3 A member of the Council is conclusively presumed to have been present and to have formed part of a quorum at all times during a telecommunication meeting unless the chairman has become aware that the member has left the telecommunication meeting.

62.4 A minute of the proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chairman of that meeting.

63. Circulated Resolutions

63.1 If all the members of the Council at that time present in Australia and any member of the Council absent from Australia who has left a facsimile number at which he or she may be given notice have signed a document containing a statement that they are in favour of a resolution in those terms is deemed to have been passed at a meeting of the Council held on the day on which the document was signed and at the time at which the document was last signed by a member or, if the members signed the document on different days, on the date on which, and at the time at which, the document was last signed by a member of the Council.

63.2 For the purposes of Article 63.1, 2 or more separate documents containing statements in identical terms each of which is signed by one or more members of the Council are deemed together to constitute one document containing a statement in those terms signed by those members on the respective days on which they signed the separate documents.

63.3 A reference in Article 63.1 to all the members of the Council does not include a reference to a member who, at a meeting of the Council, would not be entitled to vote on the resolution.

63.4 Every resolution passed under Article 63.1 must as soon as practicable be entered in the minutes of the Council's meetings.

63.5 A facsimile, telex, cable, telegram or similar means of communication addressed to or received by the Institute and purporting to be signed by a member of the Council for the purpose of these Articles is deemed to be a document in writing signed by that member.

64. Committees of Council

64.1 The Council may delegate any of its powers to committees (including the Executive Committee) consisting of such member or members of the Council or the Institute as they think fit and may revoke the delegation.

64.2 Any committee formed under Article 64.1 must in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Council.

65. Chairman of Committee

65.1 A committee may elect a chairman of its meeting.

65.2 If no such chairman is elected, or if at any meeting the chairman is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting.

66. Committee Meetings

66.1 A committee may meet and adjourn as it thinks proper.

66.2 Questions arising at any committee meeting are determined by a majority of votes of the members present.

66.3 In the case of an equality of votes the chairman of the Committee has, in addition to his or her deliberative vote, if any, a second or casting vote.

66.4 Otherwise the meetings and proceedings of any committee consisting of 2 or more members are governed by the provisions of these Articles regulating the meetings or proceedings of the Council.

67. Validation of Acts

67.1 All acts done by any meeting of the Council or of a committee or by any person acting as a member of the Council are, although it is afterwards discovered that there was some defect in the appointment or continuance in office of any of the persons concerned or that any of them were disqualified or were not entitled to vote as valid as if each of them had been duly appointed and had duly continued in office and was qualified to be a member of the Council and was entitled to vote.

PART XII – EXECUTIVE DIRECTOR

68. Power to Appoint

68.1 The Council from time to time may appoint any person to be Executive Director of the Institute for such period and on such terms as it thinks fit and, subject to the terms of any agreement entered into in any particular case, may revoke any such appointment.

69. Not a Member of Council

69.1 The Executive Director while he or she continues to hold that office shall not be a member of the Council but shall attend meetings of the Council except where the Council otherwise requests.

70. Powers of Executive Director

70.1 The Council may, upon such terms and conditions and with such restrictions, as to time or otherwise, as it thinks fit, confer upon the Executive Director any of the powers exercisable by the Council.

70.2 Any power so conferred may be concurrent with, or to the exclusions of, the powers of the Council.

70.3 The Council may at any time withdraw or vary any of the powers so conferred on the Executive Director.

PART XIII – REGIONAL BRANCHES AND ADMINISTRATION

71. Regional Administration

71.1 The Council may from time to time provide for the management and administration of the affairs of the Institute in any specified region or locality in such manner as it thinks fit.

72. Branches

72.1 The Council may from time to time:

- (1) establish any regional or local committees or branches;
- (2) appoint any members of the Institute to be members of any such local committee or branch;
- (3) appoint any managers or agents, fix their remuneration and delegate to any person so appointed any of the powers for the time being vested in the Council; and

(4) authorise the members for the time being of any such local committee or branch or any of them to fill up any vacancies therein and to act notwithstanding vacancies.

72.2 A local committee or branch may at any time remove any person appointed pursuant to Article 72.1(3) and may annul or vary any such delegation but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

72.3 Nothing in this Article 72 limits the general provisions of Article 71.

PART XIV – SECRETARY

73. Appointment of "Secretary"

73.1 The "Secretary" shall in accordance with the *Corporations Law* be appointed by the Council for such term, at such remuneration and upon such conditions as it thinks fit; and any secretary so appointed may be removed by it.

74. Honorary "Secretary"

74.1 Nothing herein shall prevent the Council from appointing a member of the Institute as Honorary "Secretary".

74.2 Any member so appointed shall forthwith become an officer of the Institute and, if not already a member of the Council, ex officio a member of the Council.

74.3 An Honorary "Secretary" is subject to the provisions of clause 3 of the Memorandum of Association.

PART XV – SEAL

75. Company Seal

75.1 The Council must provide for the safe custody of the "Seal".

75.2 The "Seal" must only be used by the authority of the Council or of a sub-committee of members of the Council authorised by the Council in that behalf.

75.3 Every instrument to which the "Seal" is affixed must be signed by a member of the Council and be countersigned by the "Secretary" or by a second member of the Council or by some other person appointed by the Council for the purpose.

PART XVI – ACCOUNTS

76. Accounts and Distribution

76.1 The Council must cause proper accounting and other records to be kept in accordance with the *Corporations Law*.

76.2 The Council must distribute copies of every profit and loss account and balance-sheet (including every document required by law to be attached thereto) accompanied by a copy of the auditor's report thereon as required by the *Corporations Law*.

77. Rights of Inspection

77.1 Subject to the *Corporations Law* the Council must from time to time determine in accordance with clause 9 of the Memorandum of Association at what times and places under what conditions or regulations the accounting and other records of the Institute shall be open to the inspection of members not being members of the Council.

77.2 No member (not being a member of the Council) has any right of inspecting any account or book or paper of the Institute except as conferred by the *Corporations Law* or by clause 9 of the Memorandum of Association or authorised by the Council or by the Institute in general meeting.

PART XVII – AUDIT

78. Auditor

78.1 A registered company auditor must be appointed.

78.2 The remuneration of the auditor shall be fixed and the auditor's duties regulated in accordance with the *Corporations Law* and clause 9 of the Memorandum of Association.

PART XVIII – NOTICES

79. Service of Notices

79.1 A notice may be given by the Institute to any member either by serving it on the member personally or by sending it by post or facsimile transmissions to the member at the address shown in the Register or the address or facsimile number supplied by the member to the Institute for the giving of notices.

80. Method of Service

80.1 If a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice:

(1) in the case of a notice of a meeting, on the next business day after the date of its posting; and

(2) in any other case, at the time at which the letter would be delivered in the ordinary course of post.

80.2 If a notice is sent by facsimile transmission, service of the notice is deemed to be effected by properly addressing the facsimile transmission and transmitting it to the number supplied to the Institute for that purpose and to be effected on the next business day after the date of its transmission unless:

(1) the Institute's facsimile machine fails to issue a transmission report which shows that the relevant number of pages comprised in the notice has been sent; or

(2) the addressee notifies the Institute immediately that the notice was not fully received in a legible form.

80.3 For the purpose of this Article "**business day**" means a day that is not a Saturday, Sunday or any other day which is a public holiday or a bank holiday in the place where the Institute has its registered office.

81. Persons Entitled to Notice of General Meeting

81.1 Notice of every general meeting must be given in the matter authorised by Articles 79 and 80 to:

(1) every member;

(2) every Representative; and

(3) the auditor or auditors for the time being of the Institute.

81.2 No other person is entitled to receive notices of general meetings.

PART XV – WINDING-UP

82. Winding Up

82.1 The provisions of clause 8 of the Memorandum of Association relating to the winding-up or dissolution of the Institute shall have effect and be observed as if the same were repeated in these regulations.

PART XIV – INDEMNITY

83. Right to Indemnity

83.1 Except as provided in Article 83.2 and to the extent not prohibited by law, any person who is, or was, a member of the Council, chief executive, manager, general manager, secretary, auditor or other officer of the Institute may be indemnified by the Institute, where Council considers it appropriate to do so, against any liability incurred by such person in connection with the performance by him or her of his or her position with the Institute to a person (other than the Institute or a related body corporate) unless the liability arises out of conduct involving lack of good faith.

83.2 Every person who is or was a member of the Council, chief executive, manager, general manager, secretary, auditor, or other officer of the Institute shall be indemnified by the Institute against any liability incurred by him or her in defending any proceedings in connection with the performance by him or her of his or her position with the Institute whether civil or criminal in which judgment is given in his or her favour or in which the person is acquitted or in connection with any application in relation to any proceedings in which relief under the *Corporations Law* is granted to him by the Court.

83.3 The Institute may, at the discretion of the Council, pay a premium in respect of a contract insuring a person who is, or has been, a member of the Council, chief executive, manager, general manager, secretary, auditor or other officer of the Institute against a liability incurred by such person in connection with the performance by him or her of his or her position with the Institute except for a liability arising out of conduct involving a wilful breach of duty in relation to the Institute or a contravention of sections 232(5) or (6) of the *Corporations Law*.