

Corporations Act 2001 (Cth)
A Company Limited by Guarantee

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

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Preliminary

1. Name

The name of the Institute is "Urban Development Institute of Australia (New South Wales Division)" (the "**Institute**").

2. Definitions and Interpretation

2.1 Definitions

In this Constitution:

Associated Members means the membership classification referred to in clause 10.1(d);

Auditor means the auditor of the Institute from time to time;

Board means the board of Directors of the Institute;

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 Sydney.

Chief Executive Officer means the employee of the Institute holding the position of chief executive officer;

Code of Ethics means the Code of Ethics for Members, as approved by the Board from time to time;

Commonwealth means the Commonwealth of Australia;

Corporate Members means the membership classification referred to in clause 10.1(b);

Corporations Act means the *Corporations Act 2001* (Cth);

Director means a person appointed as a director of the Institute under clauses 41,42,43,44 and 45 of this Constitution;

Eligible Recipient means an organisation that:

- (a) has charitable objects or purposes similar to the Objects;
- (b) has a governing document which requires its income and property to be applied in promoting its objects and agrees to use any distribution provided to it by the Institute to further such objects or purposes;
- (c) is registered as a charity with the Australian Charities and Not-for-profits Commission; and
- (d) by law or its constituent rules, is prohibited from distributing, and does not distribute, its income and property amongst its members (either while it is operating or upon winding up) to an extent at least as great as is imposed upon the Institute;

Executive means a committee of Directors formed by the President, from time to time;

General Members means the membership classification referred to in clause 10.1(c);

Initial Members means those Members properly recorded in the Register as at the date of adoption of this Constitution;

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

Life Members means the membership classification referred to in clause 10.1(a);

Member means a person admitted as a member of the Institute under clause 9 of this Constitution;

Nominee means the candidate nominated by a Member for election as a Director of the Institute under clause 41.1;

Objects means those objects outlined and considered in clause 3 of this Constitution;

Register means the register of Members maintained in accordance with clause 13;

Representative means a person nominated by a Member under clause 11.5.

President means the Director elected by the Board to the office of President under clause 44;

Secretary means a person appointed to perform the duties of a secretary of the Institute under clause 73;

Show of Preference has the meaning given at clause 30.1; and

State means the State of New South Wales; and

Vice President means a Director elected by the Board to the office of Vice President under clause 44.

2.2 Interpretation

- (a) A reference in a clause in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position for the time being.
- (b) In this Constitution, headings and underlining are for convenience only and do not affect the interpretation of this Constitution and, unless the contrary intention appears:
 - (i) words importing the singular include the plural and vice versa;
 - (ii) words importing a gender include every other gender;
 - (iii) words used to denote persons generally or importing a natural person include any company, corporation, body corporate, body politic, partnership, joint venture, association, board, group or other body (whether or not the body is incorporated);
 - (iv) a reference to a person includes that person's successors and legal personal representatives;
 - (v) a reference to any statute, regulation, proclamation, ordinance or by-laws includes all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute; and
 - (vi) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.

- (c) A requirement in this Constitution for something to be carried out in writing will be satisfied if the matter in question is carried out in some other lawful manner that is approved by the Board.
- (d) A requirement in this Constitution for something to be 'signed' by a Member, in addition to any other methods permitted by law, the Member may sign in any manner that allows the Board to be satisfied, acting reasonably, that the communication is from the relevant Member, including by using an electronic signature.
- (e) 'Writing' or 'written' includes modes of representing or reproducing words, figures, drawings or symbols in a visible or tactile form which renders the message retrievable by people who know the language in question.
- (f) Words or expressions defined anywhere in this Constitution have the same meaning wherever used in the Constitution and another part of speech or grammatical form if that expression has a corresponding meaning.
- (g) If at any time the Institute has only one Member then, unless the contrary intention appears:
 - (i) a reference in a clause to the "Members" is a reference to that Member; and
 - (ii) without limiting the above clause, a clause which confers power or imposes an obligation on the Members to do a particular act or thing confers that power or imposes that obligation on that Member.

2.3 Application of the Corporations Act

- (a) This Constitution is to be interpreted subject to the Corporations Act.
- (b) Unless the contrary intention appears, an expression in a clause that deals with a matter dealt with by a provision of the Corporations Act, has the same meaning as in that provision.
- (c) The rules that apply as replaceable rules under the Corporations Act from time to time do not apply to the Institute.

3. Objects

3.1 The Institute's objects are all or any of the following:

- (a) Promotion of the urban development industry inter alia by securing acceptance and support of high standards, ethics and principles within the industry with respect to the public interest and in conforming with those principles to serve and safeguard the interests of members.
- (b) Fostering social and intellectual fellowship between the members of the Institute and promote diversity & inclusion amongst the membership and industry, in the pursuit of advancement and continuous improvement of the urban development industry.
- (c) Undertaking and distributing policy submissions and research on matters of urban development and liaising with government authorities and agencies to present a point of view on behalf of members to promote the advancement and continuous improvement of the urban development industry.

- (d) Operate programs and events for the benefits of Members, the Institute and the public in relation to the urban development industry, both in terms of education and professional development and recognising and rewarding excellence in the industry.
- (e) Communicate, exchange and co-operate with any other institute, association or organisation whose objects are altogether or in part similar to those of the Institute.

4. Income

4.1 Subject to clause 4.2, the income and property of the Institute must be applied solely towards the promotion of the Objects of the Institute as set forth in this Constitution; and no portion thereof will be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to any Member.

4.2 The Institute may, with the approval of the Directors, make payment in good faith to any Member:

- (a) by way of reasonable and proper remuneration to any officer or servant of the Institute, or to any Member, in return for any services actually rendered to the Institute (including payment as a consultant or employee);
- (b) by way of payment of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent;
- (c) by way of reasonable and proper rent for premises let by any Member to the Institute;
- (d) by way of a grant (or similar contribution) awarded in furtherance of the Objects of the Institute; and
- (e) for repayment of authorised out-of-pocket expenses reasonably and properly incurred by that Member in connection with the affairs of the Institute.

4.3 For the avoidance of doubt, nothing in this clause 4:

- (a) prevents a Member from receiving such services as may ordinarily be provided by the Institute in the course of undertaking its activities; or
- (b) prohibits a Member from receiving a minor benefit that is directly related to membership of the Institute.

5. Amendment

5.1 Subject to clause 5.2, the Members may amend this Constitution by passing a Special Resolution.

5.2 The Members must not pass a Special Resolution to amend this Constitution if passing it causes the Institute to lose its not-for-profit status.

6. Limited Liability

The liability of the Members is limited to the amount of the guarantee in clause 7.

7. Guarantee

The liability of each Member, irrespective of the class of membership, is limited. Each Member undertakes to contribute to the assets of the Institute, or payment of the debts and liabilities of the Institute and the costs, charges, and expenses of winding up if the Institute is wound up before the Member ceases to be a Member, or within 12 months after ceasing to be a Member up to a maximum of \$50.

8. Number of Members

There will be no limit on the number of persons admitted as Members.

9. Membership

The Members of the Institute are:

- (a) the Initial Members; and
- (b) any other person that the Board admits as a Member, in accordance with this Constitution,

and have not since ceased to be a Member.

10. Classification of Membership

10.1 Subject to clause 10.2, membership is comprised of the following classifications:

- (a) *Life Members*: persons, being Members or Representatives of Members, appointed by the Board in recognition of service to the Institute and the industry;
- (b) *Corporate Members*: companies, persons or other entities (including entities acting for or on behalf of, or otherwise representing, any Federal, State or Local Government department, authority or agency, or any other authority) whose primary business activity is real estate development, investment, management or financing;
- (c) *General Members*: companies or persons whose business activity is ancillary to real estate development, investment, management or financing;
- (d) *Associated Members*: companies or persons connected indirectly with real estate development, investment, management or financing,

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

10.2 The Board may resolve to amend, remove or add membership classifications at any time. If the Board so resolves, it must give written notice to all Members within 7 days after the date of the resolution.

10.3 Notwithstanding clause 10.1, the Board, from time to time and in its absolute discretion:

- (a) has the right to determine the classification in which any Member may be admitted and the reclassification of any Member, as it sees fit; and
- (b) separate to the membership rights available to a Member under this Constitution and at law and subject to clause 4, may:

- (i) choose to grant access to certain benefits associated with membership, including by granting different benefits to Members holding different membership classifications; and
- (ii) adopt such policies and procedures relating to the benefits associated with membership as they so determine from time to time.

11. Application for Membership

- 11.1** Every applicant for membership of the Institute (other than Initial Members) must be proposed and seconded by another Member.
- 11.2** The application for membership must be made in writing and signed by the applicant.
- 11.3** An application must be in such form and be accompanied by such documents or information as the Board from time to time requires.
- 11.4** All information provided by an applicant must be true and accurate and not be misleading or deceptive.
- 11.5** If the applicant for membership is a body corporate or firm it must nominate one person ("Representative") to receive notices on behalf of the applicant and if admitted as a Member, to vote at general meetings (including annual general meetings) of the Institute. The application form must:
 - (a) state the name, position, mailing, email address and contact number, if any, of the Representative; and
 - (b) be signed by the Representative.

12. Admission to Membership

- 12.1** After the receipt of any application for membership, such application must be considered by the Board, which must, in its discretion, determine upon the admission or rejection of the applicant.
- 12.2** The Secretary must ensure each applicant not admitted as a Member is informed of this decision. In no case is the Board required to give any reason for the rejection of an applicant.
- 12.3** When the Board accepts an applicant for membership, it must immediately send to the applicant written notice of acceptance to membership accompanied by an invoice for payment of the first annual subscription calculated in accordance with clause 14. Where an applicant is accepted for membership after the due date for payment of the annual subscription, the first annual subscription payable by the applicant in accordance with this clause 12.3 is adjusted pro rata based on the number of days remaining in the relevant financial year.
- 12.4** Only after the applicant has been approved by the Board and paid the first annual subscription will the applicant be admitted as a Member.
- 12.5** If payment of the first annual subscription is not made within 2 months after the date of the notice referred to in clause 12.3, the Board may, in its discretion, cancel its acceptance of the applicant for membership of the Institute by giving notice in writing to the applicant.

13. Register of Members

- 13.1** A register of Members must be kept by the Institute in accordance with the Corporations Act.
- 13.2** The following must be entered in the Register in respect of each Member:
- (a) the full name, address, email address and contact number, if any, of the Member;
 - (b) the classification of membership;
 - (c) the date of admission and cessation of membership;
 - (d) the date of last payment of that Member's annual subscription;
 - (e) in the case of a Member referred to in clause 11.5, the name, address, email address and contact number, if any, of the Representative of the Member; and
 - (f) such other information as the Board or the law may require from time to time.
- 13.3** Each Member must notify the Board in writing of any change in that Member's address or qualification for the Member's existing classification of membership within 1 month following such change.
- 13.4** Each Member referred to in clause 11.5 must promptly notify the Board in writing of any change in the person nominated as its Representative pursuant to clause 11.5.
- 13.5** All notices given in accordance with clauses 77 and 78 to the address last notified will be considered fully received.

14. Amount of Annual Subscriptions

- 14.1** The annual subscription payable by the various classifications of Members and the sub-classifications of each classification of Members is such amount as the Board from time to time prescribes and notifies applicants and Members in writing.
- 14.2** Nothing in clause 14.1 prevents the Board reducing the annual subscription otherwise payable by a Member by reason of:
- (a) the length of time which has elapsed since 1 July immediately preceding the date on which the Board determines the application for membership; or
 - (b) any other reason or circumstance if the Board determines it is necessary or desirable to do so.
- 14.3** No annual subscription is payable by Life Members.

15. Date for Payment

- 15.1** Except as otherwise resolved by the Board, all annual subscriptions become due and payable in advance on 1 July in every year.
- 15.2** The Board may from time to time permit Members to pay annual subscriptions in instalments in such a manner as the Board determines.
- 15.3** Where the Board permits payment of annual subscriptions in instalments under clause 15.2, such instalments will be due and payable by Members in the manner determined by the Board, on the instalment payment dates set by the Board.

16. Unpaid Annual Subscription

16.1 If the annual subscription (or any instalment thereof) payable by 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 Institute, cease to be entitled to any of the privileges of membership. This includes the right to receive notices of and vote at meetings of Members. The Board may reinstate the Member on payment of all arrears, if the Board thinks fit to do so.

16.2 The Board may, at its discretion, defer or exempt payment of a Member's annual subscription or forgive any unpaid amounts on such terms and conditions as the Board determines.

17. Failure to Pay

17.1 If a Member has not paid all arrears of annual subscriptions in accordance with clause 16.1 or, if paid, the Member's privileges are not reinstated:

- (a) 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 clause 16.1; and
- (b) the Member's name will be removed from the Register.

18. Resignation

18.1 A Member may at any time by giving notice in writing to the Board resign from membership of the Institute.

18.2 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.

19. Cessation of Membership

19.1 A Member which is a corporation or a firm will cease to be a Member:

- (a) if it is wound up or is otherwise dissolved or deregistered; or
- (b) if it is expelled under clause 20.

19.2 A Member who is an individual will cease to be a Member:

- (a) on the death of the Member; or
- (b) if the Member is expelled under clause 20.

20. Disciplining Members

20.1 If any Member:

- (a) wilfully refuses or neglects to comply with the provisions of this Constitution or the Code of Ethics; or
- (b) does any act or omission which in the opinion of the Board is unbecoming of a Member, prejudicial to the interests of the Institute or reasonably likely to cause harm to the Institute or its reputation,

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

20.2 At least 1 week before the meeting of the Board at which a resolution of the nature referred to in clause 20.1 is passed, the Board must give the Member notice of:

- (a) the meeting;
- (b) what is alleged against the Member; and
- (c) the intended resolution.

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

20.4 If any Member ceases to be a Member in accordance with this clause 20, the Board 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.

20.5 The Institute and the Board (or any Director) will not be liable for any damage or loss incurred by a Member in relation to any action taken by the Institute or the Board under this clause 20.

20.6 The Board may adopt such other policies and procedures relating to the disciplining, suspension and expulsion of Members as they so determine from time to time provided they are consistent with the requirements set out in this clause 20.

21. Effect of Cessation of Membership

If any Member ceases to be a Member within the provisions of this Constitution, 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.

22. Annual General Meeting

Annual general meetings of the Institute must be held in accordance with the provisions of the Corporations Act.

23. General Meetings

23.1 The Board or any Director may, whenever it thinks fit, convene a general meeting.

23.2 If Members with at least 5% of the votes that may be cast at a general meeting make a written request to the Institute for a general meeting to be held, the Board must:

- (a) within 21 days of the Members' request, give all Members notice of a general meeting; and
- (b) hold the general meeting within 2 months of the Members' request.

23.3 The percentage of votes that Members have (for the purposes of clause 23.2) is to be worked out as at midnight before the Members request the meeting.

23.4 The Members who make the request for a general meeting must:

- (a) state in the request any resolution to be proposed at the meeting;
- (b) sign the request; and
- (c) give the request to the Institute.

23.5 Separate copies of a document setting out the request may be signed by Members if the wording of the request is the same in each copy.

- 23.6** If the Board does not call the meeting within 21 days of being requested under clause 23.2, 50% or more of the Members who made the request may call and arrange to hold a general meeting.
- 23.7** To call and hold a meeting under clause 23.6, the Members must:
- (a) as far as possible, follow the procedures for general meetings set out in this Constitution;
 - (b) call the meeting using the list of Members on the Register, which the Institute must provide to the Members making the request at no cost; and
 - (c) hold the general meeting within 3 months after the request was given to the Institute.
- 23.8** The Institute must pay the Members who request the general meeting any reasonable expenses they incur because the Board did not call and hold the meeting.
- 23.9** The Board must otherwise convene a general meeting in accordance with the provisions of the Corporations Act.
- 23.10** Subject to the Corporations Act, all general meetings must be held at such time and place as the Board determines.
- 23.11** All general meetings, other than the annual general meetings, will be called general meetings.

24. Notice of General Meetings

- 24.1** Notice of a general meeting must be given to:
- (a) each Member entitled to vote at the meeting;
 - (b) each Director; and
 - (c) the Auditor.
- 24.2** Notice of a general meeting must be provided in writing at least 21 days before the meeting.
- 24.3** Subject to clause 24.4, notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an annual general meeting, all the Members entitled to attend and vote at the annual general meeting agree beforehand; or
 - (b) for any other general meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 24.4** Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a Director;
 - (b) appoint a Director to replace a Director who was removed; or
 - (c) remove an Auditor.
- 24.5** **Notice of a general meeting must include:**

- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
- (b) the general nature of the meeting's business;
- (c) if applicable, that a Special Resolution is to be proposed and the words of the proposed resolution; and
- (d) a statement that Members have the right to appoint proxies and that, if a Member appoints a proxy:
 - (i) the proxy does not need to be a Member;
 - (ii) the proxy form must be delivered to the Institute at its registered address or the address (including an electronic address) specified in the notice of the meeting; and
 - (iii) the proxy form must be delivered to the company at least 48 hours before the meeting (or such other time prescribed in the notice of meeting).

25. Business at General Meetings

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

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

- (a) the consideration of the annual profit and loss account and the balance sheet;
- (b) the receipt of the report of the Board;
- (c) the consideration of the report of the Auditors;
- (d) the election of Directors; and
- (e) the appointment and fixing of the remuneration of the Auditors.

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

25.4 The Institute may hold a general meeting using one or more Boas, including:

- (a) to hear and be heard without being physically present;
- (b) enables the chairperson to determine whether the person participating in the meeting is in fact a Member or proxy or attorney of a Member;
- (c) enables the chairperson of the meeting to be aware of proceedings in each place; and
- (d) enables the Members in each place to vote on a Show of Preference and on a poll.

25.5 Anyone using this technology is taken to be present in person at the meeting.

25.6 If the technology used in accordance with clause 25.4 encounters a technical difficulty, whether before or during the general meeting, which results in a Member not being able to participate in the meeting, the chairperson may, subject to the Corporations Act and the requirements of clause 27 being satisfied:

- (a) allow the meeting to continue; or

- (b) adjourn the meeting either for a reasonable period of time as may be required to fix the technology or to such other date, time and location as the chairperson of the meeting considers appropriate.

25.7 For the avoidance of doubt, where the chair has allowed the general meeting to continue in accordance with clause 25.6(a), any resolution passed at that meeting is valid.

25.8 Subject to the Corporations Act and this Constitution, the Board may make policies and procedures relating to the passing of Member resolutions in a general meeting by technological means as determined by the Board from time to time.

26. Representation of Member

26.1 Each Member is entitled to attend a general meeting of the Institute.

26.2 Any Member 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.

26.3 Subject to clause 26.4, the appointment of a proxy or attorney must:

- (a) be in writing;
- (b) include the name of the proxy or attorney;
- (c) be signed on behalf of the Member; and
- (d) be given to the Institute before the meeting starts.

26.4 If the Representative of a Member referred to in clause 11.5 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.

26.5 If the Representative of a Member referred to in clause 11.5 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, authorise such person as it thinks fit to act as its authorised representative at that meeting.

26.6 A proxy, attorney or Representative of a Member has all the rights of a Member at a general meeting.

26.7 For the purpose of ascertaining any quorum at a general meeting required by this Constitution and the person entitled to vote at a general meeting or join in demanding a poll, "Member present" means any Member entitled to vote at any general meeting who is present in person or by proxy, attorney or Representative.

27. Quorum at General Meetings

27.1 No business will be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.

27.2 20 Members present and entitled to vote constitutes a quorum.

27.3 Adjournment or Dissolution of General Meetings

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

- (a) the meeting, if convened upon the requisition of Members, will be dissolved; or
- (b) in any other case:

- (i) the meeting will 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 Board may determine; and
- (ii) 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) will be a quorum; or
 - (B) where a quorum is not present, the meeting will be dissolved.

28. Chairman of General Meetings

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

28.2 Where a general meeting is held and:

- (a) there is no President; or
- (b) if the President is not present within 15 minutes after the time appointed for the holding of the meeting,

then the Directors present at the meeting will elect one of their number to be chairman of the meeting.

28.3 The chairperson is responsible for the conduct of the general meeting and for this purpose must give Members a reasonable opportunity to make comments and ask questions (including to the Auditor (if any)).

29. Business of and Notice of Adjourned Meetings

29.1 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.

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

29.3 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.

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

30. Voting on Resolutions

30.1 At any general meeting a resolution put to the vote of the meeting must be decided on a show of preference of Members, with each Member present indicating a preference by a means appropriate to that Member and that is readily interpreted and understood by the chairperson (Show of Preference), unless a poll is (before or on the declaration of the result of a Show of Preference) demanded:

- (a) by the chairman; or
- (b) by at least 3 Members present.

- 30.2** Unless a poll is so demanded a declaration by the chairman that a resolution has on a Show of Preference 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 will be conclusive evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against the resolution.
- 30.3** The demand for a poll may be withdrawn.
- 30.4** Subject to clause 30.6, if a poll is duly demanded it must be taken in such manner and either at once or after an interval or adjournment or otherwise, as the chairperson directs.
- 30.5** The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 30.6** A poll cannot be demanded on any resolution concerning the election of the chairperson or the adjournment of a meeting.

31. Entitlement to Vote and Number of Votes

- 31.1** On a Show of Preference every Member present and who is entitled to vote at a general meeting (as set out in clause 31.2) has one vote.
- 31.2** On a poll at any general meeting every Member present has the following number of votes:
- | | | |
|-----|---------------------|-----------|
| (a) | Life Members: | one vote |
| (b) | Corporate Members: | two votes |
| (c) | General Members: | one vote |
| (d) | Associated Members: | no vote |
- 31.3** A Corporate Member may authorise not more than 2 persons to exercise the votes of the Member.
- 31.4** In the case of an equality of votes, whether on a Show of Preference or on a poll, the chairperson of the meeting at which the Show of Preference takes place or at which the poll is demanded, in addition to his or her deliberative vote, if any, has a casting vote.

32. Voter of Unsound Mind

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 Preference or on a poll, by the Member's trustee or by such other person who has the management of the Member's estate, and any such trustee or other person may vote by proxy or attorney.

33. Arrears in Annual Subscription

No Member is entitled to vote at any general meeting if the annual subscription (or any instalment thereof) of that Member is more than 1 month in arrears at the date of the meeting.

34. Instrument Appointing a Proxy

34.1 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.

34.2 The Representative of a Member referred to in clause 11.5 present at a general meeting, is automatically deemed to be the Member's proxy unless the Member advises the Institute otherwise in writing before the meeting.

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

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

34.5 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.

35. Form of Proxy

The instrument appointing a proxy may be in the form set out in Schedule 1 or in such other form as the Board determines from time to time.

36. Deposit of Proxy and Attorney Instrument

Proxy forms must be received by the Institute at its registered address or the address (including an electronic address) specified in the notice of the meeting at least 48 hours before a meeting (or such other time specified in the notice of meeting).

37. Voting Rights of Proxies and Attorneys

37.1 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.

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

- (a) the previous death or unsoundness of mind of the principal; or
- (b) 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.

38. Board composition

38.1 As from the date of this Constitution and until such time as it is determined otherwise by ordinary resolution of the Institute in general meeting, the Board must consist of 13 Directors, comprised of:

- (a) 12 persons elected to the Board, as provided by clauses 41,42,43,44 and 45 ; and
- (b) the immediate past President, as an ex-officio Director.

38.2 **Despite any provision to the contrary in this Constitution:**

- (a) the person who is the immediate past President for the time being will occupy that position in an ex officio capacity and will not be subject to the election procedures which otherwise apply to Directors; and
- (b) the immediate past President will have all the rights, powers, privileges and responsibilities of a Director as though he or she was elected to the Board under clauses 41,42,43,44 and 45, including the right to vote at all Board meetings.

38.3 Subject to the Corporations Act and this Constitution, the Institute may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors appointed to the Board provided that at no time may the number be less than 3 persons.

38.4 Each Director, howsoever elected, appointed or holding office must be:

- (a) a Member other than as Associated Member;
- (b) the Representative of a Member referred to in clause 11.5; or
- (c) a person otherwise nominated by a Member other than an Associated Member in accordance with clause 41.

38.5 At no time may there be on the Board (including as immediate past President) more than one person who is nominated by or otherwise representing a Member in accordance with clause 38.4.

38.6 At all times more than 50% of the total number of Directors, howsoever elected, appointed or holding office, must be nominated by Corporate Members.

39. Existing Directors

For the purpose of this Constitution, "Existing Directors" means those persons who are appointed as Directors of the Institute at the time this Constitution is adopted.

40. Method of Election of Directors

40.1 Apart from the Existing Directors and Directors appointed to fill a casual vacancy under clause 46, the Members may elect a Director by a resolution passed in a general meeting.

40.2 Each Director must be appointed by a separate resolution, unless:

- (a) the Members present have first passed a resolution that the appointments may be voted on together; and
- (b) no votes were cast against that resolution.

41. Nominations

- 41.1** Any Member, other than an Associated Member may nominate a candidate for election as a Director of the Institute, including but not limited to its Representative (**Nominee**).
- 41.2** Any nomination for election as a Director of the Institute must:
- (a) be in writing, signed by the Nominee and the nominating Member (if applicable); and
 - (b) contain details of the Nominee's qualifications and position.

42. Election at Annual General Meeting

- 42.1** Nominations for election to the Board are required to be lodged at the registered office of the Institute or other address (including electronic address) included in the notice of meeting no later than 5.00pm on the date which is 21 days before the annual general meeting.
- 42.2** If an election is required by clause 43.1 to fill the vacant positions on the Board, the Board must forward to each Member entitled to vote at the annual general meeting a list of Nominees prepared in accordance with clause 43.3.
- 42.3** The election of Nominees to the Board must be conducted in accordance with clause 43.

43. Election Procedure

- 43.1** An election is required to be held if the number of nominations received:
- (a) exceed the total number of vacant positions on the Board, determined in accordance with clause 45; or
 - (b) do not exceed the total number of such vacant positions, but are received from persons who are not Nominees of Corporate Members and, if elected, would, when taken with the non-vacant positions on the Board, result in a non-compliance with clause 38.6.
- 43.2** In the situation to which clause 43.1(b) refers:
- (a) those persons who are Nominees of Corporate Members will be deemed elected in accordance with this clause 43; and
 - (b) an election must be conducted in accordance with this clause 43 only among those persons who are not Nominees of Corporate Members.
- 43.3** The list of Nominees required for the purpose of conducting an election at a general meeting must:
- (a) be in alphabetical order;
 - (b) state each Nominee's qualifications and position; and
 - (c) the name of the Member of which he or she is the Nominee.
- 43.4** Each Member:
- (a) entitled to vote on the resolution; or
 - (b) present at the general meeting or annual general meeting;

as the case may be, may cast a vote for such of the Nominees as the Member thinks fit, not exceeding the number of vacant positions, but no person, other than a Corporate Member, may cast more than one vote in favour of any Nominee.

- 43.5** Nothing in clause 43.4, restricts a Corporate Member's right to cast 2 votes under clause 31.
- 43.6** Subject to clauses 38.5 and 38.6, the Nominees receiving the greatest number of votes cast in their favour must be declared elected by the chairman of the meeting to vacation positions of the Board.
- 43.7** In the case of an equality of votes the chairman of the meeting has a casting vote in addition to his or her deliberative vote. Provided that if the chairman:
- (a) does not exercise such casting vote; or
 - (b) is one of the persons in respect of whom there is an equality of votes;
- then a further vote 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.

44. Election of President and Vice Presidents

- 44.1** The Directors must, by annual resolution, elect one of their number to the office of President.
- 44.2** The Directors may resolve to elect such number of other Directors to the office of Vice President, as determined by the Board from time to time.
- 44.3** A person may not be elected as President or Vice President for more than six years.
- 44.4** The Directors may resolve to remove a Director from the office of President and Vice President at any time but doing so does not remove that person as a Director.
- 44.5** A person may only fill the office of President or Vice President for as long as that person is a Director of the Institute, including as required by clause 45.

45. Term of Office and Rotation

- 45.1** Each Director is to remain as a Director until that person's term of office expires or until that person resigns or is otherwise removed as a Director of the Institute in accordance with the law and this Constitution.
- 45.2** Subject to clauses 38.2 and 46.4, the term of office of each Director commences on the date that person is appointed as a Director and continues until the second annual general meeting of the Institute after such appointment.
- 45.3** Notwithstanding anything else contained in this Constitution, at the annual general meeting next held after the adoption of this Constitution and at every annual general meeting thereafter, half of the available Board positions, having regard to the number of Directors determined in accordance with clause 38, must be vacant and filled at the meeting.
- 45.4** If there are an insufficient number of vacancies after clauses 45.1 and 45.2 have been complied with, then such number of additional Directors (determined by longest time on the Board since last elected) as are required to ensure half of the available Board positions are vacant and able to be filled at the annual general meeting must retire immediately prior to the meeting.
- 45.5** Any person retiring as a Director in accordance with this clause 45 will, subject to clauses 41 and 45.6, be eligible for re-election.

- 45.6** A person who has been re-elected under clause 45.5 at least twice must retire at the conclusion of that person's then current term of office and is not eligible for re-election unless:
- (a) subject to clause 44.3, at the conclusion of the sixth year the person holds the position of President or has been nominated by the Directors as the incoming President pursuant to clause 44.1, in which case the person must retire at the conclusion of their term of office as President or their eighth consecutive year, whichever is the earlier; or
 - (b) the Directors resolve to allow the person to stand for re-election under clause 45.5.

45.7 For the avoidance of doubt, any term served by a Director prior to the adoption of this Constitution will be counted in determining the term limits specified under this clause 45.

46. Casual Vacancies and Additional Directors

46.1 In the event of a casual vacancy, if the Director who left office was:

- (a) nominated by a Member other than as Associated Member;
- (b) the Representative of a Member referred to in clause 11.5; or
- (c) a person otherwise nominated by a Member other than an Associated Member in accordance with clause 41,

then the Member who nominated the relevant Director may nominate a replacement Director to fill the casual vacancy.

46.2 The Board must confirm the appointment of any replacement Director nominated in accordance with clause 46.1.

46.3 The Board has power to appoint any person, subject to clauses 38.5, 38.6 and 46.1 to the Board either:

- (a) to fill a casual vacancy (if no replacement Director is nominated in accordance with clause 46.1); or
- (b) as an addition to the other members of the Board,
- (c) but so that the total number of Directors of the Institute will not at any time exceed the number fixed in accordance with this Constitution.

46.4 Any Director so appointed must hold office for the remainder of the Director who left office then current term, but will be eligible for election in accordance with clause 43 thereafter.

47. Alternate Directors

- 47.1** If any Director seeks and is granted leave of absence (which will not be classified as a casual vacancy in accordance with this Constitution) the Director may, if he or she deems fit, nominate a person to be appointed to the Board as his or her "Alternate Director" during his or her granted leave of absence.
- 47.2** The person so nominated must be qualified to be a Director in accordance with clause 38.4.
- 47.3** The Board may in its absolute discretion elect such person as an Alternate Director and upon his or her election such Alternate Director 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.
- 47.4** The appointment of an Alternate Director may be terminated at any time and for any reason by the Director who appointed the Alternate Director. The Director may return as a Director or appoint a new Alternate Director.

48. Insufficient Directors

The continuing Directors may act, despite any vacancy, but if the number falls below the number fixed by or pursuant to this Constitution, or the necessary quorum for meetings of the Board, the continuing Directors may act only:

- (a) for the purpose of:
 - (i) increasing the number of Directors to such number; or
 - (ii) summoning a general meeting of the Institute; or
- (b) in an emergency.

49. Retirement from Office

A Director 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.

50. Removal from Office

- 50.1** The Institute may, subject to the Corporations Act, by ordinary resolution remove any Director and appoint another person subject to clauses 38.4, 38.5 and 38.6 by ordinary resolution in that person's stead.
- 50.2** Any person appointed pursuant to clause 50.1 must hold office only until the closure of the next following annual general meeting.

51. Vacation of Office

The office of a Director immediately becomes vacant if the Director:

- (a) ceases to be a Director for any reason;
- (b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- (c) becomes prohibited from being a director of a company under the Corporations Act;

- (d) 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;
- (e) resigns by notice in writing to the Institute;
- (f) dies;
- (g) for more than 3 consecutive months is absent without the permission of the Board from meetings of the Board held during that period;
- (h) holds any office of profit under the Institute;
- (i) ceases to be a Member, a Representative of a Member or a Nominee of a Member under clauses 41; or
- (j) is directly or indirectly interested in any contract or proposed contract with the Institute provided however that a Member will 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:
 - (i) such corporation, society or association is among the class of companies referred to in clause 4; and
 - (ii) he or she has declared the nature of the interest in the manner required by the Corporations Act.

52. Business of the Board

- 52.1** Subject to the Corporations Act and this Constitution, the business of the Institute is managed by the Board which may exercise all such powers of the Institute as are not, by the Corporations Act or by this Constitution, required to be exercised by the Institute in a general meeting.
- 52.2** The Board may delegate any of its powers and functions to the Executive, a committee, a Director, a Secretary, an employee of the Institute (such as a chief executive officer) or any other person, as it considers appropriate.
- 52.3** The delegation must be recorded in the Institute's minute book.
- 52.4** Subject to clause 52.5, any rule, regulation or by-law of the Institute made by the Board may be disallowed by the Institute in a general meeting.
- 52.5** No resolution of or regulation made by the Institute in a general meeting can invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.

53. Borrowing Powers

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

54. Negotiable Instruments

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 Directors or in such other manner as the Board from time to time determines.

55. Appointment of Attorney

55.1 The Board 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 Board) for such period and subject to such conditions as it thinks fit.

55.2 Any such power of attorney may as the Board thinks fit:

- (a) contain provisions for the protection and convenience of persons dealing with the attorney; and
- (b) authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

56. Minutes

56.1 The Board must cause minutes to be made:

- (a) of all appointments of officers and servants;
- (b) of names of Directors present at all meetings of the Institute and of the Board;
- (c) of all proceedings at all meetings of the Institute and of the Board;
- (d) of the method by which a Board meeting was held; and
- (e) of all resolutions at all meetings of the Institute and of the Board.

56.2 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.

57. Board Meetings

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

58. Convening of Meetings

A Director may at any time and the Secretary must on the requisition of a Director, summon a meeting of the Board.

59. Notice of Meetings

59.1 A meeting of the Board may be called by giving reasonable notice to all of the other Directors containing details of the business proposed to be raised at the meeting.

59.2 Failure to give notice under clause 59.1 does not invalidate any proceedings at the meeting.

59.3 Any notice of a meeting of the Board may be given in writing or orally and whether by facsimile, telephone, electronic transmission or any other means of communication that has previously been agreed to by the Board.

60. Voting at Board Meetings

- 60.1** Subject to this Constitution, questions arising at any meeting of the Board are decided by a majority of votes of Directors present and any such decision is for all purposes deemed a decision of the Board.
- 60.2** 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.

61. Restriction on Voting

- 61.1** A Director who has a material personal interest in a matter that is being considered at a Board meeting must not:
- (a) be present while the matter is being considered at the meeting; or
 - (b) vote on the matter, unless permitted to do so by the Corporations Act, in which case the Director may:
 - (i) be counted in determining whether or not a quorum is present at any meeting of the Board considering that contract or arrangement or proposed contract or arrangement;
 - (ii) sign or countersign any document relating to that contract or arrangement of proposed contract or arrangement; and
 - (iii) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

- 61.2** A vote given in contravention of clause 61.1 must not be counted.

62. Quorum

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

63. Chairman of Board Meetings

The President, if present, must preside as chairman at every meeting of the Board.

- (a) If the President is not present within 15 minutes after the time appointed for the holding of the meeting, then the Vice President must preside as chairman.
- (b) If the President and Vice President are not present within 15 minutes after the time appointed for the holding of the meeting, then the Directors present at the meeting must elect one of their number to be chairman of the meeting.

64. Telecommunication Meetings of the Board

- 64.1** For the purposes of this Constitution, the contemporaneous linking together in oral communication by telephone, audio-visual or other instantaneous means ("telecommunication meeting") of a number of the Directors being not less than a quorum is deemed to constitute a meeting of the Board. All the provisions in this Constitution relating to a meeting of the Board apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this clause 64.1. The following provisions apply to a telecommunication meeting:
- (a) all the Directors for the time being entitled to receive notice of a meeting of the Board (including any Alternate Directors) are entitled to notice of a telecommunication meeting;

- (b) all the Directors participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the telecommunication meeting;
- (c) notice of the meeting may be given on the telephone or other electronic means;
- (d) each of the Directors taking part in the meeting must be able to hear and be heard by each of the other Directors taking part at the commencement of the meeting and each Director so taking part is deemed for the purposes of this Constitution to be present at the meeting; and
- (e) at the commencement of the meeting each Director must announce his or her presence to all the other Directors taking part in the meeting.

64.2 If the Secretary is not present at a telecommunication meeting of the Board, a Director who is present must elect and subsequently announce to all other Directors that they will take minutes of the meeting.

64.3 A Director 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 Director has left the telecommunication meeting.

64.4 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.

65. Circulated Resolutions

65.1 The Directors may pass a circular resolution without a Board meeting being held.

65.2 A circular resolution is passed if all the Directors entitled to vote on a resolution sign or otherwise agree to the resolution in the manner set out in clauses 65.3 or 65.4.

65.3 Each Director may sign:

- (a) a single document setting out the resolution and containing a statement that they agree to the resolution; or
- (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.

65.4 The Institute may send a circular resolution by email to the Directors and the Directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

65.5 A circular resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in clauses 65.3 or 65.4.

65.6 Every resolution passed under this clause 65 must as soon as practicable be entered in the minutes of the Board's meetings.

66. Committees of the Board

66.1 The Board may delegate any of its powers to committees consisting of such members as they think fit and may revoke the delegation.

66.2 Any committee formed under clause 66.1 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 Board.

67. Chairman of Committee

- 67.1** A committee may elect a chairman of its meeting.
- 67.2** 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 committee members present may choose one of their number to be chairman of the meeting.

68. Committee Meetings

- 68.1** A committee may meet and adjourn as it thinks proper.
- 68.2** Questions arising at any committee meeting are determined by a majority of votes of the committee members present.
- 68.3** 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.
- 68.4** Otherwise the meetings and proceedings of any committee consisting of 2 or more committee members are governed by the provisions of this Constitution regulating the meetings or proceedings of the Board.

69. Validation of Acts

All acts done by any meeting of the Board or of a committee or by any person acting as a Director 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 Director and was entitled to vote.

70. Chief Executive Officer

- 70.1** The Directors may appoint a person as the Chief Executive Officer, for any period and on any terms (including as to remuneration) as the Directors resolve.
- 70.2** Subject to any agreement between the Institute and the Chief Executive Officer, the Directors may remove or dismiss or suspend the Chief Executive Officer at any time, with or without cause.
- 70.3** The Directors may delegate any of their powers (including the power to delegate) to the Chief Executive Officer.
- 70.4** The Directors may revoke or vary:
- (a) the appointment of the Chief Executive Officer; or
 - (b) any power delegated to the Chief Executive Officer.
- 70.5** The Chief Executive Officer must exercise the powers delegated to him or her in accordance with any directions of the Directors.
- 70.6** The exercise of a delegated power by the Chief Executive Officer is as effective as if the Directors exercised the power.
- 70.7** The Chief Executive Officer while he or she continues to hold that office must not be a Director but will attend meetings of the Directors except where the Board otherwise requests.

71. Regional Administration

The Board 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 Board may from time to time:

- (a) establish any regional or local committees or branches;
- (b) appoint any Members to be members of any such local committee or branch;
- (c) 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 Board; and
- (d) authorise the members of any 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 clause 72.1(c) and may annul or vary any such delegation but no person dealing in good faith and without notice of such annulment or variation will be affected thereby.

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

73. Appointment of Secretary

73.1 The Institute must have at least one Secretary, who may also be a Director.

73.2 A Secretary must be appointed by the Board (after giving the Institute their signed consent to act as Secretary of the Institute) and may be removed by the Board.

73.3 The Board must decide the terms and conditions under which the Secretary is appointed, including any remuneration.

73.4 The role of the Secretary includes:

- (a) ensuring that the necessary registers (including the Register) required by the law are established and properly maintained;
- (b) ensuring that any required annual returns and annual reports are lodged with the appropriate regulator on time;
- (c) ensuring the organisation of, and attendance at, meetings of the Members and the Directors, including the sending out of notices, the preparation of agendas and the compilation of minutes; and
- (d) such other matters as determined by the Board from time to time.

73.5 An act done by a person acting as a Secretary is not invalid just because:

- (a) of a defect in the person's appointment as a Secretary; or
- (b) the person is disqualified from being a Secretary,

if that circumstance was not known by the person or the Directors when the act was done.

74. Accounts and Distribution

74.1 The Institute must make and keep written financial records that:

- (a) correctly record and explain its transactions and financial position and performance; and

(b) enable true and fair financial statements to be prepared and to be audited.

74.2 The Institute must also keep written records that correctly record its operations.

74.3 The Institute must retain its records for at least 7 years.

74.4 The Board must take reasonable steps to ensure that the Institute's records are kept safe.

74.5 The Board must distribute copies of the Institute's financial statements and Auditor's report as required by the Corporations Act.

75. Rights of Inspection

75.1 Subject to the Corporations Act, the Board must from time to time determine at what times and places under what conditions or regulations the accounting and other records of the Institute will be open to the inspection of Members.

75.2 No Member (not being a Director) has any right of inspecting any account or book or paper of the Institute except as conferred by the Corporations Act or authorised by the Board or by the Institute in general meeting.

75.3 The Institute must give a Member access to the records of the Institute containing minutes of general meetings and copies of circular resolutions.

76. Auditor

76.1 A registered company auditor must be appointed.

76.2 The remuneration of the Auditor will be fixed and the Auditor's duties regulated in accordance with the Corporations Act.

77. Service of Notices

77.1 Written notice or any communication under this Constitution may be given to a Member;

(a) in person;

(b) by posting it to, or leaving it at the address of the Member in the Register of Members or an alternative address (if any) nominated by the Member for service of notices;

(c) sending it to the email or other electronic address nominated by the Member as an alternative address for service of notices (if any);

(d) sending it to the fax number nominated by the Member as an alternative address for service of notices (if any); or

(e) if agreed to by the Member, by notifying the Member at an email or other electronic address nominated by the Member, that the notice is available at a specified place or address (including an electronic address).

77.2 Written notice or any communication under this Constitution may be given to the Institute, the Board or the Secretary by:

(a) delivering it to the Institute's registered office;

(b) posting it to the Institute's registered office or to another address chosen by the Institute for notice to be provided;

(c) sending it to an email address or other electronic address notified by the Institute to the Members as the Institute's email address or other electronic address; or

- (d) sending it to the fax number notified by the Institute to the Members as the Institute's fax number.

78. Method of Service

78.1 A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered;
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
- (c) sent by email, fax or other electronic method, is taken to be given on the Business Day after it is sent; and
- (d) given under clause 77.1(e) is taken to be given on the Business Day after the notification that the notice is available is sent.

79. Persons Entitled to Notice of General Meeting

79.1 Notice of every general meeting must be given in the matter in accordance with clauses 77 and 78 to:

- (a) every Member;
- (b) every Director;
- (c) every Representative; and
- (d) the Auditor or Auditors for the time being of the Institute.

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

80. Winding Up

80.1 Before the Institute is wound up, it must first wind up each of the deductible gift recipient endorsed funds it operates (if any), in accordance with each fund's winding up requirements.

80.2 If upon the winding up or dissolution of the Institute there remains after satisfaction of all of its debts and liabilities, any property or moneys whatsoever (Surplus Assets), such Surplus Assets must only be given or distributed to one or more Eligible Recipients.

80.3 The decision as to which Eligible Recipient is (or which Eligible Recipients are) to be given the Surplus Assets under clause 80.2 is to be determined:

- (a) by a resolution of the Members at or before the winding up or dissolution of the Institute; or
- (b) if no such resolution is passed, by the Supreme Court of New South Wales.

81. Loss of deductible gift recipient endorsement

81.1 If the Institute is endorsed as a deductible gift recipient for the purpose of operating one or more funds, authorities or institutions and the endorsement for one or more such fund, authority or institution is revoked (DGR Revoked Entity), then the Institute must:

- (a) satisfy all liabilities of each DGR Revoked Entity from that particular DGR Revoked Entity's assets; and
- (b) ensure that the following assets remaining after the payment of all liabilities in accordance with clause 81.1(a) are distributed to one or more Eligible Recipients having similar objects or purposes to and having the same deductible gift recipient endorsement as the particular DGR Revoked Entity:
 - (i) deductible gifts of money or property received for the purpose of the DGR Revoked Entity;
 - (ii) deductible contributions made in relation to an eligible fundraising event held to raise funds for the purpose of the DGR Revoked Entity; and
 - (iii) money received by the Institute because of such deductible gifts and contributions.

81.2 The decision about which Eligible Recipient is (or which Eligible Recipients are) to receive the funds distributed in accordance with rule 81.1(b) is to be determined by a resolution of the Members.

82. Right to Indemnity

82.1 Except as provided in clause 82.2 and to the extent not prohibited by law, any person who is, or was, a Director, Chief Executive Officer, manager, general manager, Secretary, Auditor or other officer of the Institute may be indemnified by the Institute, where the Board 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.

- 82.2** Every person who is or was a Director, Chief Executive Officer, manager, general manager, Secretary, Auditor, or other officer of the Institute will 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 Act is granted to him by the Court.
- 82.3** The Institute may, at the discretion of the Board, pay a premium in respect of a contract insuring a person who is, or has been, a Director, Chief Executive Officer, 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) a liability arising out of conduct involving a wilful breach of duty in relation to the Institute; or
 - (b) a contravention of sections 182 or 183 of the Corporations Act.
- 82.4** To the extent permitted by law, the Institute may enter into an agreement (including a deed) with a person who is or agrees to become or has been an officer of the Institute on any terms and conditions that the Directors determine give effect to the rights of that person under this clause 82. Any such agreement may also give the person rights to inspect and obtain copies of the books of the Institute for the purposes, and on such other terms and conditions, as the Directors resolve.

Schedule 1 Form of Proxy

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 _____ 20 _____ and at any
adjournment thereof.

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

Signed this _____ day of _____ 20 _____ .

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

* Strike out whichever is not desired.