

AUSTRALASIAN INSTITUTE OF ENTERPRISE

FACILITATORS INCORPORATED

CONSTITUTION AND RULES

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PART I - PRELIMINARY

1. Name:

The name of the Association is "AIJSTRALASIAN INSTITUTE OF ENTERPRISE FACILITATORS INCORPORATED" ("the Institute").

2. Interpretation

In these rules, unless a contrary intention appears -

- "the Act" means the Associations Incorporation Act 1991 (Australian Capital Territory);
- "the Board" or "Board of Management" means the Board of Management established pursuant to Rule 15;
- words importing the masculine gender shall be construed as including the feminine gender and the neuter gender;
- words implying the singular number shall be construed as including the plural number and vice versa;
- words importing or referring to an individual or natural person shall be construed to include a body corporate, corporation, firm or unincorporated association, organisation, institution or group, trusts and State, Commonwealth and Local Government;
- reference to a function includes a reference to a power, authority and duty;
- reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty, and
- the provisions of the interpretation Act 1967 (Australian Capital Territory) apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.

3. Objects

The objects of the Institute shall be to:

- establish a professional body to represent enterprise facilitators within the Commonwealth of Australia and New Zealand;
- establish and maintain professional entry levels for membership of the Institute;
- establish and uphold professional standards of competence, responsibility, objectivity and integrity in enterprise facilitation;
- identify, promote and provide relevant training and education for the proper maintenance of the professional standard of members and for the continuing professional development of members of the Institute;
- establish and uphold a code of ethics for members to ensure the maintenance of proper standards of quality of advice and service;
- provide by way of conferences, seminars, meetings and publications for the dissemination of all information necessary to ensure that members of the Institute and others are exposed to the latest techniques and developments in the field of enterprise facilitation;
- establish programs to promote the goals and objectives of the institute to commerce and industry in order to ensure maximum utilization of the Institute's services;
- advise and inform government, industry and business at all levels on matters relating to enterprise facilitation in an enterprise culture;
- encourage, undertake and support research of the techniques of enterprise facilitation and related topics;

- liaise with all professions and professionals involved with enterprise facilitation and related support services who are able to uphold the standards of competence and quality in enterprise facilitation promoted by the Institute; and
- do all such other things which are reasonably necessary and conducive to the fulfillment of the above objects.

PART I 1 - MEMBERSHIP

4. Membership qualifications

A person is qualified to be a member if -

- 4.1 the person is a person referred to in paragraph 4.2.1 or 4.2.2 of the Act and has not ceased to be a member of the Institute at any time after incorporation of the Institute under the Act; or
- 4.2 the person has been:
 - 4.2.1 nominated for membership in accordance with rule 6.1; and
 - 4.2.2 approved for membership of the Institute by the Board of Management of the Institute in accordance with Rule 6

5. Categories of Membership

5.1 Associate members

An applicant for Associate membership shall have undergone a training module in basic business counseling and enterprise facilitation and shall have had such practical experience in basic business counseling and enterprise facilitation or recognition of prior learning as the Board deems appropriate.

5.2 Ordinary members

An applicant for Ordinary Membership shall have undergone such training and shall have had such practical experience in business counseling and enterprise facilitation as the Board deems appropriate and may upon admission to the institute as an ordinary member but only for so long as he or she remains an ordinary Member of the institute use the letters "MIEF" after his or her name as a professional qualification.

5.3 Fellows

An applicant for membership as a Fellow shall have undergone more advanced training and shall have had such further practical experience in business counseling and enterprise facilitation than required as a qualification for admission as an ordinary member of the Institute and to such extent as the Board deems appropriate and may upon admission to the Institute as a Fellow but only for so long as he or she remains a Fellow of the institute use the letters "FIEF" after his or her name as a professional qualification.

5.4 Life members

An existing member of the Institute may be offered Life membership of the Institute if in the opinion of the Board such member has rendered meritorious service and fulfilled the objectives of the Institute over an extended period

6 Nomination for membership

- 6.1 A nomination of a person for membership of the Institute in any category of member other than a life member shall be:
- 6.1.1 proposed and seconded by persons who are members of the Institute in the category of membership being applied for and shall be in such form as is approved by the Board from time to time; and
 - 6.1.2 lodged with the Secretary of the Institute.
- 6.2 As soon as is practicable after receiving a nomination for membership or progression from one category of membership to another, the Secretary shall refer the nomination to the Board or any subcommittee to which the Board has lawfully delegated its authority to consider and advise on nominations for membership and the Board shall then determine whether to approve or to reject the nomination.
- 6.3 Where the Board determines a nomination for membership, the Secretary shall as soon as practicable after that determination (and in any event within fifteen (15) weeks of the nomination being received by the Secretary) notify the nominee of such determination and if the nomination is approved the Secretary shall request the nominee to pay within one (1) month after receipt of the notification the sum payable under these rules by a member as the entrance fee and the first year's annual subscription
- 6.4 The Secretary shall, on payment by the nominee of the amounts referred to in rule 6.3 within the period referred to in that rule, enter the nominee's name in the register of incumbents in the relevant category and, upon the name being so entered, the nominee shall become a member of the Institute in that category.

7. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of Institute:

- 7.1 is not capable of being transferred or transmitted to another person; and
- 7.2 terminates upon cessation of that person's membership.

8 Cessation of membership

A person ceases to be a member of the Institute if the person:

- 8.1 dies
- 8.2 resigns from membership of the Institute;
- 8.3 is expelled from the Institute; or
- 8.4 fails to renew membership of the Institute.

9. Resignation of membership

- 9.1 A member is not entitled to resign from membership of the Institute except in accordance with this rule.
- 9.2 A member who has paid all amounts payable by the member to the Institute may resign from membership of the Institute by first giving notice (being not less than 1 month or, if the Board has determined a shorter period, that shorter period) in writing to the Secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

9.3 Where a person ceases to be a member, the Secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

10 Fee, subscriptions etc

10.1 Except for admission as an Associate member when no entrance fee is payable, the entrance fee to the institute is One Hundred Dollars (\$100), or if any other amount has been determined by resolution of the Board, such other amount.

10.2 The annual membership fee of the Institute is:

- Associate members - One Hundred Dollars (100)
- Ordinary members - One Hundred and Fifty Dollars (\$150);
- a Fellows - One Hundred and Eighty Dollars (\$180)

or if any other amount has been determined by resolution of the Board, that other amount.

10.3 The annual membership fee for the period between 1 July in each year until 30 June the following year is payable:

10.3.1 except as provided by rule 10.3.2 before 1 July in each calendar year; or

10.3.2 where a person becomes a member on or after 1 July in any calendar year, such pro rata fee as determined by the Board.

11. Members' liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of the Institute or the costs, charges and expenses of the winding up of the Institute is limited to the amount, if any, unpaid by the member in respect of membership of the institute as required by rule 10.

12. Disciplining of members

12.1 Where the Board is of the opinion that a member

12.1.1 has persistently refused or neglected to comply with a provision of these rules; or

12.1.2 has persistently and willfully acted in a manner prejudicial to the interests of the Institute,

the Board may, by resolution:

12.1.3 expel the member from the Institute; or

12.1.4 suspend the member from such rights and privileges of membership of the Institute as the Board may determine for a specified period.

12.2 A resolution of the Board under rule 12.1 is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under rule 12.3, confirms the resolution in accordance with this rule.

12.3 Where the Board passes a resolution under rule 12.1, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:

- 12.3.1 setting out the resolution of the Board and the grounds on which it is based;
- 12.3.2 stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
- 12.3.3 stating the date, place and time of that meeting; and
- 12.3.4 informing the members that the member may do either or both of the following:
 - 12.3.4.1 attend and speak at that meeting;
 - 12.3.4.2 submit to the Board at or prior to the date of that meeting written representations relating to the resolution.
- 12.4 Subject to section 50 of the Act, at a meeting of the Board mentioned in rule the Board shall:
 - 12.4.1 give to the member mentioned in rule 12.1 an opportunity to make oral representations;
 - 12.4.2 give due consideration to any written representations submitted to the Board by that member at or prior to the meeting; and
 - 12.4.3 by resolution determine whether to confirm or to revoke the resolution of the Board made under rule 12. 1.
- 12.5 Where the Board confirms a resolution under rule 12.3, the Secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under rule 13
- 12.5 A resolution confirmed by the Board under rule 12.4 does not take effect:
 - 12.6.1 until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - 12.6.2 where within that period the member exercises the right of appeal, unless and until the Institute confirms the resolution in accordance with rule 12.4.

13 Right of appeal of disciplined member

- 13.1 A member may appeal to the Institute in a general meeting against a resolution of the Board which is confirmed under rule 12.4. within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 13.2 Upon receipt of a notice under rule 13.1, the Secretary shall notify the Board which shall convene a general meeting of the Institute to be held within 21 days after the date on which the Secretary received the notice or as soon as possible after that date.

- 13.3 Subject to section 50 of the Act, at a general meeting of the Institute convened under rule 13 2:
- 13.3.1 no business other than the question of the appeal shall be transacted;
 - 13.3.2 the Board and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - 13.3.3 the members present shall vote by secret ballot an the question of whether the resolution made under rule 12.4 should be confirmed or revoked.
 - 13.3.4 If the meeting passes a special resolution in favour of the confirmation of the resolution made under rule 12.4. that resolution is confirmed.

PARI 111 - THE: BOARD OF MANAGEMEN'I'

14. Powers of the Board

The Board, subject to the Act, the Regulations, these rules, and to any resolution passed by the Institute in general meeting:

- 14.1 shall control and manage the affairs of the institute;
- 14.2 may exercise all such functions as may be exercised by the Institute other than those functions that are required by these rules to be exercised by the institute in general meeting; and
- 14.3 has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Institute.

15 Constitution and membership

15.1 The Board shall comprise twelve (12) members of the Institute elected pursuant to rule 16 each of whom shall hold office for two (2) years but who shall be eligible for re-election together with any Secretary or Treasurer who is not elected as a member of the Board pursuant to Rule 16 but is appointed to that office by the Board pursuant to rule 17 or 18.

15.2.1 The office-bearers of the Institute shall be:

- 15.2.2 the President;
- 15.2.3 two (2) Vice-Presidents;
- 15.2.4 the treasurer, and
- 15.2.5 the Secretary:

each of whom shall be appointed by the Board at its first meeting following the Annual General Meeting in each year and shall hold office until the next Annual General Meeting.

15.3 The President and the two (2) Vice-Presidents must be elected pursuant to rule 16 but the Secretary or the Treasurer need not have been so elected nor need either of them necessarily be a member of the Institute

15.4 In the event of there arising a casual vacancy in:

15.4.1 membership of the board, or

15.4.2 any of the office bearers

then the Board may but shall not be obliged to appoint any eligible person to fill such vacancy:

- in the case of a vacancy pursuant to rule 15.4.1 until the Board member would otherwise have ceased to hold office; and
- in the case of a vacancy pursuant to rule 15.4.2 until the next Annual General Meeting.

16 Election of Board members

16.1 Nominations of candidates for election as members of the Board:

16.1.1 shall be made in writing signed by two (2) members of the Institute and accompanied by the written consent of the candidate (which may be endorsed on the nomination form);

16.1.2 shall be delivered to the Secretary of the institute not less than seven (7) days before the date fixed for the Annual General Meeting at which the election is to take place.

16.2 In the event that:

16.2.1 no more than SIX (6) nominations shall have been received then each person so nominated shall be deemed elected as a member of the Board;

16.2.2 less than six (6) nominations shall have been received and the Chairman of the Annual General Meeting shall call for nominations from those present at the Annual General Meeting to be candidates for the remaining positions on the Board and if there be no more nominations than for the remaining vacancies a Chairman shall conduct an election;

16.2.3 greater than six (6) nominations shall have been received and the Chairman of the Annual General Meeting shall conduct an election so that six (6) of the persons amongst those nominated are elected as members of the Board.

17 Secretary

17.1 The Secretary of the Institute shall, as soon as practicable after being appointed as Secretary, notify the institute of his or her address.

- 17.2 The Secretary shall keep minutes of:
- 17.2.1 all elections and appointments of office-bearers and ordinary Board members;
 - 17.2.2 the names of members of the Board present at a Board meeting or a general meeting; and
 - 17.2.3 all proceedings at Board meetings and general meetings
 - 17.2.4 Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting

18. Treasurer

- 18.1 The Treasurer of the Institute shall:
- 18.1.1 collect and receive all moneys due to the Institute and make all payments authorised by the Institute; and
 - 18.1.2 keep correct accounts and books showing the financial affairs of the Institute with full details of all receipts and expenditure connected with the activities of the Institute.

19 Vacancies

- 19.1 For the purposes of these rules, a vacancy in the office of a member of the Board occurs if the member:
- 19.1.1 dies;
 - 19.1.2 ceases to be a member of the Institute;
 - 19.1.3 resigns the office;
 - 19.1.4 is removed from office pursuant to rule 20;
 - 19.1.5 becomes an insolvent under administration within the meaning of the Corporations Law;
 - 19.1.6 suffers from mental or physical incapacity;
 - 19.1.7 is disqualified from office under subsection 631 (I) of the Act; or
 - 19.1.8 is absent without the consent of the Board from all meetings of the Board held during a period of 6 months.

20 Removal of Board members

The Institute in general meeting may by resolution, subject to Section ?? of the Act, remove any member of the Board from the office of member of the Board before the expiration of the member's term of office.

21. Board meetings and quorum

- 21.1 The Board shall meet at the direction of the President but no less than once in each quarter of each calendar year at such place and time as the President determines.

- 21.2 Additional meetings of the Board may be convened by any member of the Board.
- 21.3 Oral or written notice of a meeting of the Board shall be given by the Secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting.
- 21.4 Notice of a meeting given under rule 21.3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- 21.5 Any six (6) members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 21.6 No business shall be transacted by the Board unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 21.7 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- 21.8 At meetings of the Board -
- 21.8.1 the President, or in the absence of the President, a Vice-President shall preside; or
- 21.8.2 if the President and both Vice-Presidents are absent, one (1) of the remaining members of the Board may be chosen by the members present to preside.

22. Board Executive Committee

The day to day administration of the Institute shall be under the control of an Executive Committee which shall also be responsible for implementing the policies of the Board and which shall comprise:-

- 22.1 the President;
- 22.2 the Vice Presidents (x2);
- 22.3 the Treasurer, and
- 22.4 the Secretary.

23. Delegation by Board to Sub-Committees

- 23.1 The Board may, by instrument in writing, delegate to one (1) or more Sub-Committees (consisting of such member or members of the Institute as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument other than:

- 23.1.1 this power of delegation; and

- 23.1.2 a function which is a function imposed on the Board by the Act, by any other law of the Territory, or by resolution of the Institute in general meeting.
- 23.2.1 A function, the exercise of which has been delegated to a Sub-Committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- 23.3 A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 23.4 Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.
- 23.5 Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the board.
- 23.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 23.7 A Sub-Committee may meet and adjourn as it thinks proper.

24 Voting and decisions

- 24.1 Questions arising at a meeting of the Board or of any Sub-Committee appointed by the Board shall be determined by a majority of the votes of members of the Board or Sub-committee present at the meeting.
- 24.2 Each member present at a meeting of the Board or of any Sub-Committee appointed by the Board (including the person presiding at the meeting) is entitled to one (1) vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 24.3 Subject to rule 21.5, the Board may act notwithstanding any vacancy on the Board.
- 24.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a Sub-Committee appointed by the Board. Is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or Sub-Committee

PART IV - GENERAL MEETINGS

25. Annual General Meetings - holding of

- 25.1 With the exception of the first Annual General Meeting of the Institute, the Institute shall, at least once in each calendar year and within the period of five (5) months after the expiration of each financial year of the Institute, convene an Annual General Meeting of its members.

- 25.2 The Institute shall hold its first Annual General Meeting -
- 25.2.1 within the period of eighteen (18) months after its Incorporation under the Act; and
 - 25.2.2 within the period of five (5) months after the expiration of the first financial year of the Institute.
- 25.3 Rules 25.1 and 25.2 have effect subject to the powers of the Registrar- General under section 120 of the Act in relation to extensions of time.

26 Annual General Meetings - calling of and business at

- 26.1 The Annual General Meeting of the Institute shall, subject to the Act, be convened on such date and at such place and time as the Board thinks fit.
- 26.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be -
- 26.2.1 to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
 - 26.2.2 to receive from the Board reports on the activities of the institute during the last preceding financial year;
 - 26.2.3 to elect members of the Board;
 - 26.2.4 to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73(1) of the Act.
- 26.3 An Annual General Meeting shall be specified as such in the notice convening in accordance with rule 26.
- 26.4 An Annual General Meeting shall be conducted in accordance with the provisions of this Part

27. General meetings - calling of

- 27.1 The Board may, whenever it thinks fit, convene a general meeting of the Institute.
- 27.2 The Board shall, on the requisition in writing not less than five (5) per cent of the total number of members, convene a general meeting of the Institute.
- 27.3 A requisition of members for a general meeting -
- 27.3.1 shall state the purpose or purposes of the meeting;
 - 27.3.2 shall be signed by the members making the requisition;
 - 27.3.3 shall be lodged with the Secretary; and

27.3.4 may consist of several documents in a similar form, each signed by one (1) or more of the members making the requisition.

27.4 If the Board fails to convene a general meeting within one (1) month after the date on which a requisition of members for the meeting is lodged with the Secretary- any one (1) or more of the members who made the requisition may convene a general meeting to be held not later than three (3) months after that date.

27.5 A general meeting convened by a member or members referred to in rule 27 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

28. Notice

28.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Institute, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post, E-mail or facsimile to each member at the member's address appearing in the register of members.

28.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Institute, the Secretary shall, at least three (3) weeks before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in rule 28.1 specifying, in addition to the matter required under that rule, the intention to propose the resolution as a special resolution.

28.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to rule 26.2.

28.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt *of* the notice from the member

29 General meetings - procedure and quorum

29.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item

29.2 Ten (10) members present in person or by proxy (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

29.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by

written notice to members given before the day to which the meeting is adjourned) at the same place.

- 29.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than six (6)) shall constitute a quorum.

30 Presiding member

- 30.1 The President, or in the absence of the President, a Vice-President, shall preside at each general meeting of the Institute.
- 30.2 If the President and both Vice-presidents are absent from a general meeting, the members present shall elect one (1) of their number to preside at the meeting.

31 Adjournment

- 31.1 The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 31.2 Where a general meeting is adjourned for fourteen (14) days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Institute stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 31.3 Except as provided in rules 31.1 and 31.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32 Making of decisions

- 32.1 A question arising at a general meeting of the Institute shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, or an entry to that effect in the minute book of the Institute, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 32.2 At a general meeting of the Institute, a poll may be demanded by the person presiding or by not less than three (3) members present in person or by proxy at the meeting.
- 32.3 Where the poll is decided at a general meeting, the poll shall be taken -
- 32.3.1 immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or

- 32.3.2 in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

33 Voting

- 33.1 Subject to rule 33.3, upon any question arising at a general meeting of the Institute a member has one (1) vote only.
- 33.2 All votes shall be given personally or by proxy
- 33.3 In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- 33.4 A member or proxy is not entitled to vote at any general meeting of the Institute unless all money due and payable by the member or proxy to the institute has been paid, other than the amount of the annual subscription payable in respect of the then current year.

34. Appointment of proxies

- 34.1 Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 34.2 The notice appointing the proxy shall be in the form prescribed from time to time by the Board.

PART V - MISCELLANEOUS

35 Funds - source

- 35.1 The funds of the institute shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Institute in general meeting and subject to section 114 of the Act, such other sources as the Board determines.
- 35.2 All money received by the Institute shall be deposited as soon as practicable and without deduction to the credit of the Institute's bank account.

36. Funds - management

- 36.1 Subject to any resolution passed by the Institute in general meeting, the funds of the Institute shall be used in pursuance of the objects of the Institute in such manner as the Board determines.
- 36.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed in respect of amounts of FIVE: Hundred DOLLARS (\$500.00) or less by one (1) and in any other case by two (2) members of the Board

or employees of the Institute, being members of the Board or employees authorised to do so by the Board.

37 Alteration of objects and rules

Neither the objects of the institute referred to in section 29 of the Act nor these rules shall be altered except in accordance with the Act. (Special Resolution required)

38 Common seal

- 38.1 The common seal of the institute shall be kept in the custody of the Secretary.
- 38.2 The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures either of two (2) members of the Board or of one member of the Board and of the Secretary.

39 Custody of Books

- 39.1 Subject to the Act, the Regulations and these rules, the Secretary shall keep in his or her custody or under his or her control all records, books, and other documents relating to the Institute.

40. Inspection of books

- 40.1 The records, books and other documents of the Institute shall be open to inspection free of charge, by a member of the Institute at any reasonable hour upon the giving of reasonable notice to the Secretary.

41 Service of notice

- 4 1.1 For the purpose of these rules, a notice may be served by or on behalf of the Institute upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- 4 1.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

42. Officers Indemnity

If it is lawful to do so, any officer shall be entitled to be indemnified out of the assets of the Institute against all losses and other liabilities incurred by such officer in the execution or attempted execution or as a consequence of the failure to exercise any of the authorities powers duties and discretions contained in these rules or otherwise by virtue of being an officer of the Institute provided however that:-

- 42.1 an officer shall not be entitled to be indemnified for any such loss or liability directly attributable to:-
- 42.1.1 the personal dishonesty of the officer; or
 - 42.1.2 the willful commission by the officer of an act known by such officer to be a breach of his obligations hereunder;
- 42.2 no officer shall be bound by or under any obligation whatsoever to take any proceedings against any other officer of the Institute for any alleged breach of duty committed by any such other officer;
- 42.3 in this rule "officer" shall have the same meaning as in the Act.

43 Approved Methods of Communication

- 43.1 In the event that it is deemed desirable by the Chairman of the Board, the Executive Committee of the Board or by the members of any Sub-Committee to do so nothing in these rules shall prevent a meeting of the Board, the Executive Committee of the Board or of a Sub-Committee being held by means of a combination of methods of approved by the Chairman for the purposes of such meeting.
- 43.2 For the purposes of this rule a member of the Board, the Executive Committee of the Board or any Sub-committee who participates in a meeting held as authorised by rule 43.1 is deemed to be present even if he or she is not physically present at the same place as another person participating in the same meeting.

44. By-Laws

The Board may determine by-laws to regulate the operation of the Institute with respect to any matter which the Board considers appropriate.

45. Surplus property

- 45.1 At the first general meeting of the Institute, the Institute shall pass a special resolution nominating
- 45.1.1 another association for the purpose of paragraph 92(1)(a) of the Act; or
 - 45.1.2 a fund, authority or institution for the purpose of paragraph under 92(1)(b) of the Act, in which *it* is to vest its surplus property in the event of the dissolution or winding up of the Institute.
- 45.2 An association nominated under rule 45.1 must fulfill the requirements specified in subsection 92(2) of the Act.

Appendices:

1. for the period until the Annual General Meeting in 1997:

President	Dr John E Bailey
Vice-Presidents	Stan Salvagers & John Schooneveldt
Secretary .	Jacqueline Phillips
Treasurer	Doug Watson
Board Members:	Jim Altimira; John Breen; Jan Burnes; John Garland; Otto Lechner; John Mercer and Mike Harrison

all of whom shall be the inaugural members of the Institute in the: category of Ordinary member.

2. for the period until the Annual General Meeting in 1998:-

President	John Bailey
Vice Presidents	Stan Salagaras and John Schooneveldt
Secretary	Jacqueline Phillips
Members	Jan Burnes and John Garland together with six (6) other persons elected at the Annual General Meeting in 1997 as provided for in clause 16.