

THE INSTITUTE OF INSTRUMENTATION, CONTROL AND AUTOMATION AUSTRALIA INC AS AN INCORPORATED ASSOCIATION

Already registered as # A0024281U

1. Name

The name of the incorporated association is:

Institute of Instrumentation, Control and Automation Australia Inc

2. Definitions

2.1 In these rules unless a contrary intention appears –

“**Act**” means the Associations Incorporation Act 1981 as amended from time to time, including April 2009.

“**Council**” throughout this document means the Federal Council, which is the governing management body of the Institute.

“**Councillor**” means a Member for the time being of the Council.

“**Branch**” means a group of Members of the Institute resident in any location in any state of the Commonwealth including the Northern Territory.

“**Branch Chairman**” means the Chairman for the time being of a Branch Committee.

“**Branch Committee**” means the Committee elected for the time being by the Members of a Branch.

“**Branch Secretary**” means the Secretary of a Branch.

“**Branch Treasurer**” means the Treasurer of a Branch.

“**The Institute**” means the Institute of Instrumentation, Control and Automation Australia Inc.

“**Rules**” means the Rules of the Institute of Instrumentation, Control and Automation Australia Inc.

“**Month**” means calendar month.

“**Financial year**” means the year ending on 31st December.

“**The President**” means the President for the time being of the Institute.

“**The Secretary**” means the Secretary of the Institute.

“**The Treasurer**” means the Treasurer of the Institute.

“**Member**” means a Member of the Institute.

“**Honorary Member**” means a Member so elected by the Council.

“**Fellow**” means a Member so approved by Council upon the recommendation of the Fellow Review Committee.

“**Corporate Members**” refers to companies, businesses and / or tertiary institutions joining the Institute as Corporate Members.

“**Ordinary Member of the Council**” means a Member of the Council who is not an Officer of the Institute under Rule 21.

“**Regulations**” means regulations under the Act.

“**Relevant documents**” has the same meaning as in the Act.

2.2 In these Rules unless a contrary intention appears, expressions referring to:

(a) “**Writing**” shall be construed as including reference to printing, lithography, photography or other modes of representing or reproducing words in a variable form, such as e-mail, internet and website.

- (b) The masculine gender shall include the feminine gender.
- (c) The singular shall include the plural and vice versa.
- (d) "**Meetings**" shall be construed as including " face-to-face" meetings, teleconferencing, and / or video conferencing.
- (e) "**Institute Forms**" refers to documents which contain necessary information about particular Institute matters such as Membership Application Forms; Membership Fees; Proxy Forms; Nomination Forms; Duty Statements of paid Officers, plus others which may from time to time be necessary for Council to devise. All Institute Forms are available from the Secretary.

3. Alteration of the Rules

- 3.1** These Rules and the Statement of Purposes of the Institute must not be altered except in accordance with the Act.
- 3.2** Within every three year period, the Council's Sub-Committee on Rules, acting on instructions from Council, will review the existing Rules to ensure they align with current industry practice and requirements and reflect technological changes as well as prevailing economic conditions. At the end of each three years a substantial review may be conducted which will, if required, seek to alter the Rules in accordance with the Act, such as to incorporate any changes identified in the preceding 3 years' interim reviews. The review will also assess the Institute's activities and procedures to ensure they are 'fit for purpose'. The Rules Committee will recommend its findings to Council.
- 3.3** Council will have the power to align with, enter into strategic partnerships with or vote with designated external bodies and organizations that Council sees as necessary to further and foster the Institute's future growth in areas such as education and Membership for example.

4. Membership, entry fees and subscription

- 4.1** A person shall not become a Member unless he is first approved by the Branch Committee in the area in which he resides or to which he elects to be attached and has paid the annual subscription payable under these Rules. An application of a person for Membership of the Institute must be made in writing on the form set out in the relevant Institute Form and be lodged with the Secretary of the Institute, or directly via the Institute on-line Membership application form.
- 4.2** A Branch Committee shall have full power and discretion as to the admission of applicants provided always that a person shall not be admitted nor elevated to the grade of Honorary Member or Fellow except by Council on the recommendation of a Branch, or in the case of a Fellow, on the recommendation of the Institute's Fellow Review Committee.
- 4.3** Once the Branch receives a hard copy or an on-line Membership application either directly or via the Secretary it then advises the Secretary of approval or rejection. If there is approval and receipt of fees due, the Secretary will, within 28 days notify the applicant in writing and enter the new Member on the on-line Membership database.
- 4.4** If the Branch Committee rejects an application, it shall inform the Secretary as soon as practicable, who must notify the applicant that the application has been rejected and the reasons why.

- 4.5 Duties of Members** - Every Member shall strive to further the objects, interests and influences of the Institute and shall observe all Rules and By-Laws of the Institute.
- 4.6** The annual subscription is the relevant amount set out each year by Council and is payable in advance on or before 1st January in each year.
- 4.7** Honorary Members shall not be liable for any fees, subscriptions or levies.
- 4.8** Council is the authorizing body of the Institute with sole power to approve, determine change and exempt fees for all categories of Membership. In special cases the Council may reduce or remit any fees, levies or subscriptions due by a Member. Branch Committees seeking to vary or exempt Membership fees must first seek Council approval.
- 4.9** Members resident outside Australia may elect the Branch to which they wish to belong or will automatically become a Member of the Melbourne Branch.
- 4.10** The Council may admit to Membership as an Honorary Member a person who in the opinion of the Council shall have:
- (a) Acquired distinction worthy of recognition by the Institute; or
 - (b) Rendered meritorious service to instrumentation, control or automation systems; or
 - (c) Rendered meritorious service to the instrumentation, control or automation industries; or
 - (d) Rendered meritorious service to the Institute.
- 4.11 Student Member**
A person may be admitted by a Branch Committee as a Student if he is engaged in a course of study acceptable to Council at that time.
- 4.12 Fellow Member**
Council, upon the recommendation of the Fellow Review Committee, may admit to Membership as a Fellow a person who shall have fulfilled all the prescribed requirements as set out in the relevant Institute Form.
- 4.13 Corporate membership**
- (a) Corporate Members may be admitted to the Institute upon satisfying the necessary Membership requirements.
 - (b) The Institute currently has a Corporate Affiliates Program (CAP) for the corporate sector.
 - (c) Membership requirements for CAP applicants are set out in the relevant Institute Form.
 - (d) The process for becoming a CAP member follows the same pathway as for Member applications set out in 4.1 - 4.7
 - (e) Council will, from time to time, depending on economic, technological or other changes to the operating environment of the Institute vary, amend or introduce such changes to Corporate Memberships as are deemed necessary.
- 4.14 Certificate of Membership**
- (a) A Certificate of Membership shall be issued to each Member on application, and shall be under the seal of the Institute and signed by the President, one other Councillor and the Secretary.
 - (b) A Member shall not, without the consent in writing of the Council first had and obtained, make or cause to be made by any means whatever any copy or replica of any Certificate of Membership of the Institute.

- (c) Every Certificate of Membership, or copy or replica, notwithstanding the payment of any fees, shall become and remain the property of the Institute and shall be returned to the Council or a Branch Committee on demand.

5. Register of Members

- 5.1** The Secretary shall maintain the Register of all Members on the IICA on-line Members database and shall provide to each Branch Secretary a register of all Members within or attached to his Branch. The Secretary will be responsible for advising Branch Secretaries of changes in the status of Branch Members.
- 5.2** The Register of Members shall include the date on which each Member's name was entered in the Register.

6. Ceasing Membership

- 6.1** Provided a Member is not in arrears with his subscription he may retire from the Institute by sending one month's notice thereof in writing to the Secretary.
- 6.2** The Secretary shall send out a reminder notice to all Members who are three months in arrears, at their address of record.
- 6.3** A final reminder at six months in arrears will be sent by the Secretary to Members who have not paid stating that they will be removed from the Institute register unless they pay their Membership fees within 30 days of receipt of this information.
- 6.4** The Secretary shall record in the Register the date on which the Member ceased to be a Member.

7. Discipline, suspension and expulsion of Members

- 7.1** Subject to these Rules, if the Council is of the opinion that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Institute, the Council may by resolution:
- (a) Suspend that Member from Membership of the Institute for a specified period;
 - or
 - (b) Expel that Member from the Institute.
- 7.2** The resolution will occur when Council convenes a Meeting to confirm or revoke the resolution to expel or discipline a Member. The meeting must be convened between 14 and 28 days after notice has been given to the Member in accordance with subsection 6.3. At that meeting, the Council must:
- (a) Give the Member, or his representative an opportunity to be heard; and
 - (b) Give due consideration to any written statements submitted by the Member.
- 7.3** The Secretary must, as soon as practicable, provide the Member with a written notice of the Meeting:
- (a) Setting out the resolution of the Council and the grounds on which it is based; and
 - (b) Stating that the Member, or his representative, may address the Council electronically via e-mail or by teleconferencing; and
 - (c) Informing the Member that he may do one or both of the following -
 - (i) Attend that meeting via teleconference;
 - (ii) Give to the Council before the date of that Meeting a written statement seeking the revocation of the resolution;

- (d) Informing the Member that, if at that Meeting, the Council confirms the resolution, he may not later than 7 days after that meeting, give the Secretary a notice advising that he wishes to appeal to the Institute in a General Meeting against the resolution.
- 7.4** If the Secretary receives a notice under sub-rule 7.3(e) he must notify Council and the Council must convene a General Meeting of the Institute to be held within 21 days after the date on which the Secretary received the notice.
- 7.5** At the General Meeting of the Institute convened under sub-rule (7) -
- (a) No business other than the question of the appeal may be conducted; and
 - (b) The Council may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) The Member, or his representative, must be given an opportunity to be heard; and
 - (d) The Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 7.6** A resolution is confirmed if, at the General Meeting, not less than two-thirds of the Members present vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

8. Disputes and mediation

- 8.1** The grievance procedure set out in this rule applies to disputes under these Rules between –
- (a) A Member and another Member; or
 - (b) A Member and the Institute
- 8.2** The parties to the dispute must meet and discuss the matter in dispute and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
- 8.3** If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a Meeting in the presence of a mediator.
- 8.4** The mediator must be –
- (a) A person chosen by agreement between the parties; or
 - (b) In the absence of agreement –
 - (i) In the case of a dispute between a Member and another Member, a person appointed by the Council of the Institute; or
 - (ii) In the case of a dispute between a Member and the Institute a person who is a mediator appointed by the Victorian Association for Dispute Resolution.
- 8.5** A Member of the Institute can be a mediator, but cannot be a party to the dispute.
- 8.6** The mediator, in conducting the mediation, must –
- (a) Give the parties to the mediation process every opportunity to be heard; and
 - (b) Allow the consideration by all parties of any written statement submitted by any party; and
 - (c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 8.7** The mediator must not determine the dispute.
- 8.8** If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

9. Annual General Meetings

- 9.1** In accordance with the Act, the Council may determine the date, time and place of the Annual General Meeting of the Institute. The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- 9.2** The ordinary business of the Annual General Meeting shall be –
- (a) To confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that Meeting; and
 - (b) To receive from the Council reports upon the transactions of the Institute during the last preceding financial year; and
 - (c) To confirm the election of Officers and Councillors of the Institute; and
 - (d) To receive and consider the statement submitted by the Institute in accordance with section the Act.
- 9.3** The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

10. Special General Meetings

- 10.1** In addition to the Annual General Meeting, any other General Meetings may be held in the same year.
- 10.2** All General Meetings other than the Annual General Meeting are Special General Meetings.
- 10.3** The Council may, whenever it thinks fit, convene a Special General Meeting of the Institute.
- 10.4** If, but for this sub-rule, more than 15 months would elapse between Annual General Meetings, the Council must convene a Special General Meeting before the expiration of that period.
- 10.5** The Council must, on the request in writing of Members representing not less than 5 per cent of the total number of Members, convene a Special General Meeting of the Institute.
- 10.6** The request for a Special General Meeting must:
- (a) State the objects of the Meeting; and
 - (b) Be signed by the Members requesting the meeting; and
 - (c) Be sent to the address of the Secretary.
- 10.7** If the Council does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the Members making the request, or any of them, may convene a Special General Meeting to be held not later than 3 months after the date on which the original request was sent to the Secretary.
- 10.8** If a Special General Meeting is convened by Members in accordance with this Rule, it must be convened in the same manner so far as possible as a Meeting convened by the Council and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Institute to the persons incurring the expenses.

11. Special business

All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the Rules as ordinary business of the Annual General Meeting in accordance with the Act, is deemed to be Special Business.

12. Notice of General Meetings

12.1 Not less than twenty-eight clear days notice of every General Meeting of Members specifying the place, day and hour of the meeting and the general nature of the business to be dealt with shall be given to the Members of the Institute.

12.2 Notice may be sent:

(a) By electronic e-mail; or

(b) If the Member requests, prepaid post to the address appearing in the Register.

12.3 A Member intending to bring any business before a Meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next General Meeting.

13. Quorum at General Meetings

13.1 No item of business may be conducted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the Meeting is considering that item.

13.2 Five (5) Members personally present (being entitled under these rules to vote at a General Meeting) constitute a quorum for the conduct of the business of a General Meeting.

13.3 If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present –

(a) In the case of a Meeting convened upon the request of Members – the Meeting must be dissolved; and

(b) In any other case – the Meeting shall stand adjourned to a day, time and place as determined at the Meeting, or by the Secretary consulting with all Members re a date which will allow for a quorum to attend. This will be done as soon as practicable after the adjourned Meeting.

14. Presiding at General Meetings

14.1 The President, or in the President's absence, the Vice-President or in his absence the Immediate Past President, shall preside as Chairman at each General Meeting of the Institute.

14.2 If the President, the Vice-President and the Immediate Past President are absent from a General Meeting, then the Council Members present can elect a Chairman at that meeting.

15. Adjournment of Meetings

15.1 The person presiding may, with the consent of a majority of Members present at the Meeting, adjourn the Meeting from time to time and place to place.

15.2 No business may be conducted at an adjourned Meeting other than the unfinished business from the Meeting that was adjourned.

15.3 It is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned Meeting.

16. Voting at General Meetings

16.1 Upon any question arising at a General Meeting of the Institute, a Member has one vote only.

- 16.2** All votes must be given personally or by proxy.
- 16.3** In the case of an equality of voting on a question, the Chairman of the Meeting is entitled to exercise a second or casting vote.
- 16.4** A Member is not entitled to vote at a General Meeting unless all moneys due and payable by the Member to the Institute have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

17. Poll at General Meetings

- 17.1** If at a meeting a poll on a question is demanded by not less than three Members, the Chairman will call for a vote and the decision of the majority of those present shall dictate the outcome.
- 17.2** A poll that is demanded on the election of a Chairman or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the Meeting as the Chairman may direct.

18. Manner of determining whether resolution carried

- 18.1** If a question arising at a General Meeting of the Institute is determined on a show of hands:
- (a) A declaration by the Chairman that a resolution has been:
 - (i) Carried; or
 - (ii) Carried unanimously; or
 - (iii) Carried by a particular majority; or
 - (iv) Lost; and
 - (b) An entry to that effect in the Minutes 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.

19. Proxies

- 19.1** Each Member is entitled to appoint another Member as a 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.
- 19.2** The notice appointing the proxy must be –
- (a) For a Meeting of the Institute convened under rule 7(4), in the relevant Institute Form; or
 - (b) In any other case, also in the relevant Institute Form

20. Federal Council

- 20.1** The affairs of the Institute shall be managed by the Council
- 20.2** Council –
- (a) Shall control and manage the business and affairs of the Institute; and
 - (b) May, subject to these Rules, the Act and the By-Laws exercise all such powers and functions as may be exercised by the Institute other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members of the Institute or are in these Rules reserved to the Branches; and

(c) Subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Council to be essential for the proper management of the business and affairs of the Institute.

20.3 The Council shall consist of:

- (a) The Officers of the Institute; and
- (b) One Committee Member of each Branch each of whom shall be elected at the Annual General Meeting of their respective Branches in each year.

20.4 A Councillor may appoint another Member to act as proxy on his behalf in all deliberations of the Council except that a person shall not act upon more than one proxy from any one Branch.

21. Office Holders

21.1 The Officers of the Institute shall be:

(a) A President:

The President must be a Member or an Honorary Member or a Fellow or a CAP Primary Member (or similar designation as applies at the time to Corporate Membership) and shall have been elected as President in accord with Rule 21.1 (b) by the outgoing Council prior to the Annual General Meeting of the Institute at which the President and the incoming Council take Office.

(i) A Member may not hold the office of President and Branch Chairman concurrently.

(ii) The President will be elected by the outgoing Council prior to the Annual General Meeting and will be nominated by the Branch, which in the normal rotation is due to provide the next President.

(iii) Where the rotational system is impracticable due to a lack of candidates nominated and willing to stand from a Branch, or for other sound reasons that Council deems warranted, such as might lead to impairment to the good governance and leadership of the Institute, then Council may determine how the position should be filled, or may nominate a candidate(s) for election to President from outside the current Membership (ie industry leader of acknowledged repute or a person with reputation and experience in areas which the Institute operates), subject to their becoming Members of the Institute.

(iv) In the event of this route to the Presidency, Council shall provide all eligible Members detailed information about each candidate at least 14 days prior to the Annual General Meeting where the vote will take place.

(b) A Vice-President - President Elect

(i) A Vice President, shall be elected at the first Meeting of the Council following the Annual General Meeting and will have been nominated by the Branch, which in the normal rotation is due to provide the next Vice President.

(ii) Where the rotational system is impractical for the same reasons as apply to the election of President, the Institute may nominate candidates for election to Vice President from outside the current Membership (as for the President), subject to their becoming Members of the Institute.

(iii) In the event of this route to the Vice Presidency, Council shall provide all eligible Members detailed information about each candidate at least 14 days prior to the Annual General Meeting where the vote will take place.

- (c) A Treasurer - who need not be a Member of the Institute. He may attend and speak at Council Meetings but shall have no vote unless he is a Member of the Institute.
- (d) Immediate Past President
Upon retirement from Office the President shall become the Immediate Past President and shall hold that Office for the next following year.
- (e) A Secretary - who need not be a Member of the Institute and is a paid position. He may attend and speak at Council Meetings but shall have no vote. Council retains the right to discontinue the position or to re-allocate his duties from time to time as it sees fit.
- (f) Executive Officer - who need not be a Member of the Institute and is a paid position. He may attend and speak at Council meetings but shall have no vote. Council retains the right to discontinue the position or to re-allocate his duties from time to time as it sees fit.
- (g) Training Manager-who need not be a Member of the Institute and is a paid position. He may attend and speak at Council meetings but shall have no vote. Council retains the right to discontinue the position or to re-allocate his duties from time to time as it sees fit.

21.2 Each Officer of the Institute under Rule 21.1 (a), (b), (c) and (d) shall hold Office until the Annual General Meeting next after the date of his election but is eligible for re-election.

21.3 In the event of a casual vacancy in any Office referred to in sub-rule 21 the Council may appoint a replacement to the vacant Office and the person appointed may continue in Office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.

22. Councillors

22.1 The Councillors must be Members and shall be elected by ballot annually by the separate Branch Committees, within four weeks after the formation of their Branch Committee.

22.2 A casual vacancy occurring in the Council may be filled by majority resolution of the remaining Councillors notwithstanding that the number of Councillors has dropped below that required for a quorum. The Council shall not act until the relevant Branch Committee has been given a period of one month to fill such casual occurring vacancy.

22.3 A Councillor appointed pursuant to this Rule shall hold Office for the remainder of the term of Office of the Councillor whom he replaces.

23. Election of Officers and Councillors

23.1 The election of the President and the Vice President shall be in accordance with sub-Rules 21.1(a) and 21.1 (b). Nomination forms are not required but the events shall be recorded in the Council Minutes. In those circumstances where a President and / or Vice President is nominated outside the rotational system, Council will require a nomination form together with a CV and a signed consent from all such candidates.

23.2 The Office of Immediate Past President is filled automatically in accordance with sub-Rule 21.1(e)

23.3 Nominations of candidates for election as Treasurer must be:

- (a) Made in writing, signed by two Members of the Institute and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) Delivered to the Secretary of the Institute not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- 23.4** A candidate for Councillor may also be nominated for Treasurer.
- 23.5** If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting.
- 23.6** If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 23.7** If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 23.8** The ballot for the election of Officers must be conducted at the Annual General Meeting in such manner as the Council may direct.
- 23.9** If insufficient nominations are received, the Council may appoint a person, who need not be a Member, to the position.
- 23.10** The appointment of Councillors shall be in accordance with Rule 22.

24. Vacancies

- 24.1** The Office of an Officer of the Institute, or of a Councillor, becomes vacant if the Officer or Councillor:
- (a) Ceases to be a Member of the Institute (if required by Clause 21.1 to be a Member); or
 - (b) Becomes an insolvent under administration within the meaning of the Corporations Law; or
 - (c) Is convicted of a felony or other criminal offence punishable by imprisonment for six months or more; or
 - (d) Is absent without reasonable excuse from three consecutive meetings of the Council (of which he has received notice), and the Council passes a resolution vacating his office accordingly, or
 - (e) Resigns from Office by notice in writing given to the Secretary.

25. Meetings of the Council

- 25.1** The Council must meet either in person or by telephone or video conference, at least three times in each year at such place and such times as the Council may determine. The first Meeting after the Annual General Meeting shall be in person.
- 25.2** Special Meetings of the Council may be convened by the President, Vice-President or by any 2/3 of the eligible Members of Council.

26. Notice of Council Meetings

- 26.1** Written notice of each Council Meeting must be given to each Member of the Council at least 28 business days before the date of the Meeting.
- 26.2** Written notice must be given to Members of the Council of any Special Meeting, specifying the general nature of the business to be conducted.

27. Quorum for Council Meetings

27.1 The quorum for the conduct of the business of a Meeting of the Council shall be two thirds of the Federal Council Members present in person or by proxy, together with the Federal President, or the Vice President or the Immediate Past President.

27.2 No business may be conducted unless a quorum is present.

27.3 If within half an hour of the time appointed for the meeting a quorum is not present –

(a) In the case of a Special Meeting – the Meeting lapses;

(b) In any other case - the Meeting shall stand adjourned to a day, time and place as determined at the Meeting, or by the Secretary consulting with all Councillors re a date which will allow for a quorum to attend. This will be done as soon as practicable after the adjourned Meeting.

27.4 The Council may act notwithstanding any vacancy on the Council.

28. *Presiding at Council Meetings*

28.1 At Meetings of the Council –

(a) The President or in the President's absence, the Vice President or in his absence, the Immediate Past President presides.

(b) If none of the above are present, the meeting lapses.

29. *Voting at Council Meetings*

29.1 Questions arising at a Meeting of the Council, or at a Meeting of any Sub-Committee appointed by the Council, shall be determined on a show of hands.

29.2 Each Member present at a Meeting of the Council, or at a Meeting of any Sub-Committee appointed by the Council (including the person presiding at the Meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

30. *Removal of Council Member*

30.1 The Institute in General Meetings may, by resolution, remove any Member of the Council before the expiration of the Member's term of Office and appoint another Member from the same Branch in his place until the expiration of the term of the first-mentioned Member.

30.2 A Member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of the Institute (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Institute.

30.3 The Secretary or the President may give a copy of the representations to each Member of the Institute or, if they are not so given, the Member may require that they be read out at the Meeting.

31. *Minutes of Meetings*

31.1 The Secretary of the Institute must keep minutes of the resolutions and proceedings of each General Meeting, and each Council Meeting, together with a record of the names of persons present at Council Meetings.

31.2 Branch Secretaries shall keep Minutes of resolutions and proceedings of each Branch Committee and Branch General Meeting together with a record of the

names of persons present at the Meetings and shall provide copies of the Minutes to the Secretary of the Institute within 14 days of the particular event.

31.3 The records containing the minutes of proceedings of a General Meeting of either the Institute or a Branch shall be open to the inspection of the Members.

32. Funds

32.1 The Treasurer of the Institute must:

(a) Collect and receive all moneys due to the Institute and make all payments authorised by the Institute; and

(b) 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.

32.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two of the President or Treasurer or Secretary or Immediate Past President or two Members of the Council duly nominated by the Council.

32.3 The funds of the Institute shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Council determines.

32.4 New Branch Funding - Where a new Branch is being formed, the start up funds shall be allocated from Federal funds.

33. Branches

33.1 Upon receipt of a written request in that behalf signed by not less than twenty Members in a definable geographical area (a State or Territory) the Council may approve the formation of a Branch for that area. Council may vary the minimum number of Members required in a geographical area where it deems appropriate to do so.

33.2 For each Branch there shall be a Branch Chairman, a Branch Secretary, a Branch Treasurer and a Branch Committee.

33.3 The Branch Committee shall be vested with the task of maintaining the operation of the affairs of the Branch and shall be composed of such Members and have such powers within the limits set down by the Rules as are approved by the Council.

33.4 It shall not be lawful for any Branch to alter or depart from the approved Council Regulations without the consent of the Council.

34. Common Seal

34.1 The Common Seal of the Institute shall be kept in the custody of the Secretary.

34.2 The Common Seal of the Institute shall not be affixed to any instrument except by the authority of a resolution of the Council and the affixing of the Common Seal shall be attested by the signatures either of two Members of the Council or of one Member of the Council, and the Secretary.

35. Winding Up

In the event of the winding up or the cancellation of the incorporation of the Institute, the assets of the Institute must be disposed of in accordance with the provisions of the Act.

36. Custody and inspection of books and records

- 36.1** Except as otherwise provided in these Rules, the Secretary must keep in his custody or under his control all books, documents and securities of the Institute. Specifically this will be 7 years for all financial records and 10 years for all electronic / paper records.
- 36.2** All accounts, books, securities and any other relevant documents of the Institute must be available for inspection free of charge by any Member upon request.
- 36.3** A Member may make a copy of any accounts, books, securities and any other relevant documents of the Institute with the exception of the Register of Members, provided that this does not infringe the requirements of the privacy or other laws.

37. Indemnity

- 37.1** The Institute shall indemnify every Council Officer, Councillor and every Branch Committeeman, Secretary, Treasurer and other Officer against all costs, losses, damages or expenses including hotel and travelling expenses in respect of any covenant, contract or agreement entered into or act or thing done in discharge of his duties or in carrying into effect any object or purpose of the Institute in respect of any action, suit, proceeding or other matter whatsoever connected with the Institute or the affairs thereof. The Council shall make such payments as are necessary for the purpose of giving effect to such indemnity. No Councillor, Committeeman, Secretary or other Officer of the Institute or Branch shall be answerable or responsible for any act, receipt, omission, neglect or default of another person notwithstanding any receipt or other document signed or act done for the sake of conformity or for any loss or damage whatsoever suffered by the institute unless the loss or damage shall happen through his own dishonesty. In accordance with the Act nothing contained or implied in these Articles shall operate to exempt any person from or to indemnify him against any liability which by virtue of any rule of law would otherwise be attached to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Institute. Provided always that the Institute may in pursuance of any such provision as aforesaid indemnify any person against any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court.

38. Validation

- 38.1** Notwithstanding any defect in the appointment of a person to any Office in or for the Institute or of a proxy the business transacted at any Meeting of a Branch, Branch Committee or of the Institute or Council shall not be invalidated solely by reason of such defect.