

# **STRATA TITLES INSTITUTE OF WESTERN AUSTRALIA INCORPORATED**

## ***Constitution***

### **1. NAME OF ASSOCIATION**

The name of the association is STRATA TITLES INSTITUTE OF WESTERN AUSTRALIA INCORPORATED (referred to herein as "the Institute").

### **2. INTERPRETATION**

In these rules, unless the contrary intention appears,

- (1) "Council meeting" means a meeting referred to in Rule 18(1) & (2).
- (2) "Council Member" means a person referred to in Rule 16(1).
- (3) "Financial year" means a period commencing on the date of incorporation of the Institute and expiring on the 30<sup>th</sup> June next and thereafter in accordance with rule 19(5).
- (4) "General Meeting" means a meeting convened under Rule 14.
- (5) "Member" categories:
  - (a) "Affiliate Member" means a Member of the Institute referred to in Rule 6(1)(c).
  - (b) "Associate Member" means a Member of the Institute referred to in Rule 6(1)(d).
  - (c) "Honorary Life Member" means a Member of the Institute referred to in Rule 6(1)(b).
  - (d) "Member" means a Voting Member of the Institute referred to in Rule 6(1)(a).
- (6) "ordinary resolution" means a resolution other than a special resolution.
- (7) "person" or any word or expression descriptive of a person includes a public body, company, or association or body of persons, corporate or unincorporate.
- (8) "Secretary" means any person appointed to perform the duties of the Secretary to the Institute.
- (9) "special resolution" means:

a resolution passed by a majority of not less than three-fourths of the Members of the Institute who are entitled under this Constitution to vote and who vote in person or by proxy at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution is properly given and a declaration by the person presiding at the meeting, at which a resolution proposed as a special resolution is submitted, that the resolution has been passed as a special resolution, shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with this Constitution.
- (10) "Strata Titles Profession" includes a person engaged in:
  - (a) the sub-division of land and creation of strata titled lots and common property,
  - (b) the survey, valuation, registration, sale and conveyancing of interests in strata and survey-strata schemes,
  - (c) the management of strata companies,
  - (d) consulting and advising in respect to (a), (b) and (c) above.
- (11) "the Act" means the Associations Incorporation Act 1987.
- (12) "the Council" means the Council of Management of the Institute referred to in Rule 16.
- (13) "the Institute" means the Institute referred to in Rule 1.

- (14) "the President" means:
- (a) in relation to the proceedings at a General Meeting or Council meeting, the person presiding at the General Meeting or Council meeting in accordance with Rules 15 & 18, or
  - (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in Rule 16(1)(b) or, if that person is unable to perform his or her functions, the Vice President.
- (15) "the Vice President" means the Vice President referred to in Rule 16(1)(b).
- (16) "Treasurer" means any person appointed to perform the duties of a Treasurer to the Institute.
- (17) Words referring to writing shall be construed as including references to printing, lithography and other modes of representing or reproducing words in a visible form.
- (18) Words importing either gender include the other gender and neuter.
- (19) Words importing the singular include the plural, and words importing the plural include the singular.
- (20) Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the State and Federal Interpretation Acts as are in force and in effect at the date when these Rules become binding on the Institute.

### **3. OBJECTS**

The objects of the Institute are to:

- (1) Provide a forum for discussion and provision of information to Members.
- (2) Develop and provide education and professional development courses for Members.
- (3) Promote the professional services offered by Members.
- (4) Develop and provide standardised documents and forms for the exclusive use of Members and their clients.
- (5) Participate in the development and review of legislation affecting the Strata Titles Profession.
- (6) Establish, maintain and enforce a Members' Code of Ethics.
- (7)
  - (a) Establish and maintain professional competency and practice standards for Members, and,
  - (b) Issue certificates of accreditation to those Members who achieve and maintain those competency and practice standards.
- (8) Promote cooperation between Members and other professions and bodies representing those involved in the Strata Titles Profession.
- (9) Promote the benefits to the public of using the professional services of Members.
- (10) Cooperate with and become a member of other bodies or organisations having any one of the above objects or any similar objects and with any bodies or organisations representing those engaged in the Strata Titles Profession; and,
- (11) Improve the professionalism of the Strata Titles Profession and encourage membership of the Institute by developing and providing professional development courses.
- (12) Do such other things as are incidental or conducive to the achievement of the objects of the Institute.

#### **4. INCOME AND PROPERTY**

The income and property of the Institute shall be applied towards the objects of the Institute set out in these Rules. Membership of the Institute does not confer on a Member any right, title or interest in any real or personal property of the Institute, and no part of the income or property of the Institute shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit or gain to the individual Members provided that nothing contained in this Rule shall prevent the payment in good faith of remuneration to any officer or servant of the Institute or to any Member, or any other person in return for any services actually rendered to the Institute nor prevent the payment of interest on any moneys borrowed from any Member.

#### **5. POWERS OF THE INSTITUTE**

In addition to the powers conferred on the Institute by the Act the Institute shall have the power to-

- (1) Act as trustee for any other incorporated association or any body, corporate or unincorporate, formed for charitable purposes.
- (2) Accept and hold upon trust any real or personal property which is given to the Institute subject to any trust and carry out any given trust.
- (3) Invest its moneys in or upon any security in which trustees are for the time being authorised to invest funds.
- (4) Open and operate bank accounts.
- (5) Borrow money upon such terms and in such manner and upon such security as the Institute shall think fit, for the purpose of carrying out its objects and purposes.
- (6) Vary the Constitution or Code of Ethics in accordance with this Constitution.
- (7) Do all such other acts and things as are incidental or conducive to the attainment of the objects of the Institute.
- (8) Do all such other acts and things incidental to all powers referred to in the Act.

Nothing in this rule shall be deemed to empower the Institute to carry on trading or secure pecuniary profit, whether directly or indirectly, to its Members.

#### **6. MEMBERSHIP**

##### **(1) Categories of Membership**

Membership of the Institute shall be divided into the following categories:

- (a) **Voting Member (with full voting rights) which may be granted to any suitably qualified person engaged in the Strata Titles Profession, for reward.**

A Voting Member may use the title "Member, Strata Titles Institute of Western Australia, Incorporated", after the Voting Member's name, on stationery or in promotional material bearing the Voting Members name.

- (b) **Honorary Life Member (without voting rights) which may be granted to a natural person, who has made an outstanding individual contribution to the Strata Titles Profession and on being proposed as an Honorary Life Member by the Council is elected by a unanimous decision of the Council.**

An Honorary Life Member may use the title, "Honorary Life Member, Strata Titles Institute of Western Australia, Incorporated", after the life Honorary Life Member's name, on stationery or in promotional material bearing the Honorary Life Members name.

- (c) **Affiliate Member (without voting rights) which may be granted to a person, who has an interest in or provides services to the Strata Titles Profession.**

**An Affiliate Member may use the title, “Affiliate Member, Strata Titles Institute of Western Australia, Incorporated”, after the Affiliate Member’s name, on stationery or in promotional material bearing the Affiliate Members name and signify, where applicable, that they are a sponsor of the Institute.**

- (d) **Associate Member (without voting rights) which may be granted to a natural person who is the business partner or employee of a Member or Affiliate Member, is nominated by that Member and whose membership is conditional upon the continuing partnership or employment relationship with the nominating Member.**

**An Associate Member may use the title, “Associate Member, Strata Titles Institute of Western Australia, Incorporated”, after the Associate Member’s name, on stationery or in promotional material bearing the Associate Members and the business partner or employing Members’ name.**

- (e) **any other categories as may be determined from time to time by the Institute in General Meeting.**

**(2) Application for Membership - Requirements**

- (a) **A person wishing to become a Member shall apply for Membership of the Institute to the Council in writing, having been duly proposed by a Member, and signed by the applicant and in such form as the Council from time to time approves. If the applicant is a firm, association or company it shall nominate a partner, delegate or employee who is authorised to act on behalf of the applicant in respect to the Membership if the application is accepted.**

- (b) **Only persons of good character shall be eligible to be a member or to be nominated by a member.**

**(3) Acceptance of Membership**

**The Council shall consider each application made under Rule 6(2) at a Council meeting, and shall at its absolute discretion at that Council meeting or a subsequent Council meeting accept or reject that application.**

**(4) Certificate of Membership**

- (a) **On acceptance of the application and granting of Membership of the Institute the Secretary shall issue the applicable and properly completed certificate of Membership and forward the certificate to the new Member together with a copy of the Constitution and the adopted Code of Ethics in force for the time being.**

- (b) **Certificates of Membership shall remain the property of the Institute and shall be returned to the Institute within seven (7) days of the written request of the Secretary in the event that the Membership of the Member shall cease for any reason or on the instruction of the Council in respect to any or all categories of Members.**

**(5) Obligations on Membership**

**Membership of the Institute conferred on and accepted by a Member shall be deemed to include all obligations comprised within this Constitution and agreement by the Member to abide by this Constitution and the Code of Ethics which are in force from time to time. If the Member is a firm, association or company it shall promptly advise the Institute of any change as to the partner, delegate or employee who is authorised to act on behalf of the Member.**

**(6) Register of Members of Institute**

- (a) **The Secretary shall on behalf of the Institute keep and maintain the register of Members in accordance with Section 27 of the Act and that register shall be so kept and maintained at a secure location as is determined from time to time by the Council.**

(b) The Secretary shall cause the name of each new Member to be added to, and the name of a Member who ceases to be a Member to be deleted from, the register of Members referred to in paragraph (a) and shall make such changes as are notified to the Institute of the names of partners, delegates or employees of Members as may be applicable.

## **7. SPONSORSHIP**

The Council may from time to time accept financial sponsorship contributions from Members and others in exchange for the grant of certain specified promotional rights in connection with education and professional development conferences, seminars, workshops or such Institute projects as may be determined by the Council to be appropriate and in the interests of the Institute and its Members generally.

## **8. SUBSCRIPTIONS**

- (1) To fund the operating expenses of the Institute each Member shall subscribe an annual sum of money determined by Members at the Annual General Meeting.
- (2) The annual subscription shall be due and payable as determined under Rule 8(3) and in the year in which a Member is admitted to Membership the annual subscription shall be payable for that year forthwith at the date of admission provided that if the date of admission shall be after 30<sup>th</sup> June in any year such Member shall be required to pay in respect of that year, only one half of the annual subscription for that year.
- (3) Each Member, other than an Honorary Life Member, shall pay to the Treasurer annually on or before 31<sup>st</sup> December or such other date as the Institute from time to time determines the amount of the annual subscription determined under Rule 8(1).
- (4) Members are financial Members for the purposes of this Constitution if their subscription and any other moneys due and payable to the Institute are fully paid at the time a Member, or his duly appointed representative or proxy, is either moving, seconding or voting on a motion before a Council or General Meeting or nominating, seconding or accepting nomination as a candidate for election to the Council.

## **9. COMPLAINTS AGAINST MEMBERS**

- (1) A Professional Standards Committee shall be established by the Council and shall be made up of such Councillors or other Members, as the Council shall determine from time to time, save that a Member the subject of a complaint referred to in Rule 9(2) shall not be a member of the Professional Standards Committee in respect of that complaint.
- (2) Should the Institute receive a written complaint from a person or the Council of their own complaint allege that any of the events referred to in rule 11 (2) (a) has or may have occurred the matter shall be referred to the Professional Standards Committee for its consideration.
- (3) The Professional Standards Committee shall have the power to impose a reprimand, dismiss the matter without recommendation of further action or to recommend that the Member be suspended or expelled from membership.
- (4) The Professional Standards Committee shall follow the procedures laid down in this sub-rule when dealing with any matter referred to it in accordance with sub-rule 9 (2):
  - a) The Member to whom the matter relates shall be notified by the Professional Standards Committee of details of the matter referred to it for consideration and give the Member not less than 14 days in which to acknowledge receipt of the notification and not more than 42 days in which to lodge such submission as the Member may choose to make.
  - b) The Member to whom the matter relates shall be given not less than 14 days written notice of any meeting of the Professional Standards Committee at which a hearing or consideration of the nature and any particulars of the events referred to in rule 11(2)(a)

which it is alleged have or may have occurred and the Member shall be provided with details of the matter which the Professional Standards Committee will consider.

- c) The notice shall state the date, time and place of the meeting and inform the Member whether the Member may attend and speak and/or submit a written representation on or prior to the date of the meeting and the Professional Standards Committee shall give due consideration to any oral or written representations submitted by the Member, the complainant and any other party who has made representations to it.
  - d) The Professional Standards Committee may at any time before reaching a decision on the matters before it request any of the parties to provide further and better particulars of any of those matters, and may consider such other submissions as it receives and may conduct its proceedings in such manner as it thinks fit.
- (5) On reaching its decision the Professional Standards Committee will deliver its decision, in writing, to the complainant, the Member and the Council within 14 days of the making of that decision.
  - (6) If the decision is a recommendation for the suspension or expulsion of the Member then all of the documents and papers constituting the file of the Professional Standards Committee and of all of its members shall be forwarded to the Secretary.
  - (7) In every other case all of the documents and papers constituting the file of the Professional Standards Committee and of all of its members shall be placed in a sealed file and marked “not to be opened and not to be made available to any person, other than by resolution of the Council, at any time in the future”.

## **10. DISPUTES BETWEEN MEMBERS**

- (1) Should the Institute receive a written complaint from a Member that a dispute between the complainant and another Member has occurred and they have been unable to resolve that dispute the matter shall be referred to the Professional Standards Committee for its consideration.
- (2) A Professional Standards Committee shall be established by the full Council and shall be made up of such Councillors or other Members, as the Council shall determine from time to time, save that a Member the subject of a complaint referred to in Rule 10(1) shall not be a member of the Professional Standards Committee in respect of that complaint.
- (3) The Professional Standards Committee shall have the responsibility to endeavour to mediate a resolution of the dispute and in the event this does not eventuate shall have the power to impose a reprimand, dismiss the matter without recommendation of further action or to recommend that one or both Members be suspended or expelled from membership. The Professional Standards Committee may choose to refer the matter back to the parties in dispute if it is not satisfied that one or both of them have made every reasonable effort to resolve the dispute prior to bringing the matter before the Institute.
- (4) The Professional Standards Committee will follow the procedures laid down in this sub-rule when dealing with any matter referred to it in accordance with sub-rule 10 (1):

- a) The Members to whom the matter relates shall be notified by the Professional Standards Committee of details of the matter referred to it for consideration and give the Members not less than 10 days in which to acknowledge receipt of the notification and not more than 21 days in which to lodge such submission as the Members may choose to make.
  - b) The Members to whom the matter relates shall be given not less than 14 days written notice of any meeting of the Professional Standards Committee at which a hearing or consideration of the nature and any particulars of the events alleged to be in dispute or which it is alleged have occurred and the Members who are the parties in dispute shall be provided with details of the matter which the Professional Standards Committee will consider.
  - c) The notice shall state the date, time and place of the meeting and inform the Members in dispute whether they may attend and speak and/or submit a written representation on or prior to the date of the meeting and the Professional Standards Committee shall give due consideration to any oral or written representations submitted by the Members and any other party who has made representations to it in respect to the dispute.
  - d) The Professional Standards Committee may at any time before reaching a decision on the matters before it request any of the parties to provide further and better particulars of any of those matters, and may consider such other submissions as it receives and may conduct its proceedings in such manner as it thinks fit.
- (5) On reaching its decision the Professional Standards Committee will deliver its decision, in writing to the Members in dispute and the Council within 14 days of the making of that decision.
  - (6) If the decision is a recommendation for the suspension or expulsion of either Member then all of the documents and papers constituting the file of the Professional Standards Committee and of all of its members shall be forwarded to the Secretary.
  - (7) In every other case all of the documents and papers constituting the file of the Professional Standards Committee and of all of its members shall be placed in a sealed file and marked "not to be opened and not to be made available to any person, other than by resolution of the Council, at any time in the future".

## 11. TERMINATION OF MEMBERSHIP

### (1) Resignation

A Member may resign Membership and shall forward a written resignation together with any certificate or certificates of Membership of the Institute to the Secretary and the Council will record such resignation. The Secretary shall immediately remove the Members name from the register of Members.

### (2) Expulsion or Suspension

The Council may expel or suspend any Member;

- (a) who commits any breach of any rule, regulation or code of the Institute or of any order or direction of the Council or of any General Meeting, or who in the opinion of the Council is guilty of unethical conduct, or of any practice, conduct, matter or thing unbecoming of the Institute or its Members, or which may bring the Institute or its Members into disrepute, providing always that any such matter or thing has first been referred to and considered by the Professional Standards Committee consisting of not less than three members who have been appointed by the full Council.
- (b) who becomes bankrupt or insolvent or makes any compromise with creditors generally.

- (c) who becomes of unsound mind or is a person whose person or estate is dealt with in any way under any law relating to mental health.
  - (d) whose subscription shall remain unpaid for a period of six (6) weeks after it became due and payable and, after notice has been sent of the default by the Council or the Treasurer, provided that at its entire discretion the Council may reinstate the Member and restore that Member's name to the Register on receipt by the Institute of payment of all arrears.
- (3) Procedure for Expulsion or Suspension
- (a) On receiving a recommendation from the Professional Standards Committee that it has made an adverse finding in respect to a member and it is recommending suspension or expulsion and prior to the Council determining that a Member should be expelled or suspended from Membership of the Institute, the Council shall communicate in writing to the Member:
    - (i) Notice of the proposed expulsion or suspension and of the time, date and place of the Council meeting at which the question of that expulsion or suspension will be decided; and
    - (ii) Particulars of the matter or conduct upon which the notice is based not less than fourteen (14) days before the date of the Council meeting referred to in Rule 11(3)(a)(i).
  - (b) At the Council meeting referred to in a notice communicated under Rule 11(3)(a) the Council may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to the Council, expel or suspend or decline to expel or suspend that Member from Membership of the Institute and communicate that decision in writing to that Member including in the case of suspension the period of that suspension.
  - (c) Subject to Rule 12, a Member who is expelled from Membership of the Institute ceases to be a Member on the day on which the decision so to expel the Member is communicated under Rule 11(3)(b) and shall immediately return any certificate of Membership to the Institute and cease the use of any reference to Membership of the Institute after the Member's name, on any stationary or promotional material.
  - (d) A Member who is suspended under Rule 11(3)(b) ceases to enjoy the rights of Membership until expiry of the period of suspension.
- (4) In every case all of the documents and papers constituting the file of the Professional Standards Committee and the Council and of all of its members shall be placed in a sealed file and marked "not to be opened and not to be made available to any person, other than by resolution of the Council, at any time in the future".
- (5) The Member the subject of the adverse finding referred to in Rule (11)(3)(a) shall not be a member of the Council in respect of that complaint

## 12. APPEAL

- (1) Any Member of the Institute who is expelled or suspended under Rule 11 may by notice in writing given to the Secretary within one calendar month from the date thereof appeal against such decision or action at a General Meeting of the Institute.
- (2) Such notice shall state the grounds of appeal and such appeal shall be heard at the General Meeting next following the expiration of one month from the giving of such notice with the Secretary.
- (3) Any Member giving any notice of appeal as aforesaid may in such notice require that a special General Meeting be held to deal with the matter and in such event the Member shall deposit towards the Institutes costs and disbursements in respect to the appeal the sum of Five Hundred Dollars (\$500) or such other sum as the Council may from time to time determine, with

the notice of appeal. If such appeal be not upheld such sum shall be forfeited to the Institute but in the event of the appeal being upheld then the said sum shall be refunded to the Member.

- (4) The General Meeting may uphold or dismiss any appeal and may vary any penalties imposed by the Council.
- (5) The decision of:
  - (a) the General Meeting, if notice of appeal has been lodged, or,
  - (b) if no appeal has been lodged, the decision of the Council,shall be final and binding upon all Members of the Institute.
- (6) Until the hearing of any appeal the decision of the Council shall have full force and effect provided that if the decision was to expel such Member such decision shall not take effect unless the appeal is dismissed. Until the appeal is heard the expelled Member's Membership shall be suspended.
- (7) In every case where an appeal is lodged and after determination of such appeal all of the documents and papers constituting the file of the Professional Standards Committee, the Council and of all of its members and the appeal procedures shall be placed in a sealed file and marked "not to be opened and not to be made available to any person, other than by resolution of the Council, at any time in the future".

### **13. OFFICE BEARERS**

- (1) Office bearers of the Institute shall consist of a President, Vice President, Treasurer and Secretary. Such office bearers shall be elected in accordance with this Constitution.
- (2) Office bearers shall hold office for a period of one (1) year whereupon they will be eligible for election in accordance with Rule 16 (1) (b).
- (3) The President shall be the senior office bearer of the Institute. It shall be the President's duty to supervise the application of this Constitution and bring into effect the decisions of the Council and of the Institute.
- (4) The President or an appointee of the Council shall represent the Institute on official occasions.
- (5) An office bearer must be a financial Member, or be the person nominated in writing, as being the authorised representative of a financial Member of the Institute.
- (6) Unless the President shall exercise discretion to appoint the Vice President or another Member, the President, when present, shall act as chairman at any Institute meeting.
- (7) The Vice President shall be the second office bearer of the Institute and shall exercise the full power and authority of the President on such occasions as the President is absent or unable to act.
- (8) Secretary
  - i) The Secretary shall:
    - (a) Receive and circulate or respond to all correspondence addressed to the Institute and perform any other duties delegated to the Secretary by the Council.
    - (b) Keep full and correct minutes of the proceedings of meetings of the Council and of the Institute, circulate those minutes to Councillors in the case of Council meetings and Members in the case of general meetings within 21 days of the holding of any such meeting and move that those minutes be confirmed at the next such meeting held.
    - (c) comply on behalf of the Institute with:

- (i) Section 27 of the Act in respect of the register of Members of the Institute,
  - (ii) Section 28 of the Act in respect of the Constitution of the Institute, and
  - (iii) Section 29 of the Act in respect of the office holders, and any trustees, of the Institute.
- (d) Have custody of all books, documents, records and registers of the Institute, other than those required by, or in the custody of, the Treasurer.
  - (e) Arrange for any Member who makes written application to inspect the records of the Institute which are in the custody of the Secretary at a mutually convenient time other than those records sealed as confidential by the Council in respect to matters of ethics and discipline.
- (ii) The Council may at its discretion appoint an agent or employee to carry out some or all of the duties of the Secretary at an agreed fee. Such appointment shall be in writing and recorded in the minutes.
- (9) Treasurer**
- (i) The Treasurer shall:
    - (a) Be responsible for the receipt of all moneys paid to or received on behalf of, the Institute and shall record receipt of those moneys in the books of the Institute.
    - (b) Pay all moneys referred to in Rule 11(9)(a) into such account or accounts of the Institute as the Council may from time to time direct.
    - (c) Make payments from the funds of the Institute with the authority of a General Meeting or of the Council and in so doing ensure that all cheques are signed by two (2) Council Members.
    - (d) Comply on behalf of the Institute with sections 25 & 26 of the Act in respect of the accounting records of the Institute.
    - (e) As required to do so by the President, submit to the Council and to the Annual General Meeting of the Institute such reports and financial statements which are in accordance with that requirement and the Act.;
    - (f) Have custody of all securities, books and documents of a financial nature and the accounting records of the Institute.
    - (g) Perform such other duties as are delegated to the Treasurer by this Constitution or by the Council.
  - ii) The Council may at its discretion appoint an agent or employee to carry out any or all of the duties of the Treasurer at an agreed fee.

#### **14. GENERAL MEETINGS**

- (1) General Meetings of the Institute shall be held in accordance with this Constitution and subject to rule 14(3) such meetings shall be held at such time as is determined by the Council.
- (2) The Council may convene a General Meeting whenever it thinks fit.
- (3) The Council shall convene an Annual General Meeting in every calendar year within 4 months after the end of the financial year.
- (4) The Council shall on the requisition of not less than twenty-five (25) per centum in number of the Members of the Institute entitled to vote, convene a General Meeting to be held in accordance with the provisions of this Constitution but not earlier than twenty-one (21) days

after and not later than forty-two (42) days after the date of receipt by the Council of the requisition.

- (5) The requisition for a General Meeting shall state the objects of the meeting and shall be signed by the requisitionists referred to in rule 12(4) and lodged at the registered office of the Institute or given to the Secretary.
- (6) If the Council does not within twenty-one (21) days after the deposit or giving of said requisition referred to in Rule 14(4) proceed to convene a General Meeting, the requisitionists may themselves in the same manner as nearly as possible to that in which meetings are to be convened by the Council call a meeting, but a meeting so convened shall not be held after the expiration of three (3) months from the date of the said requisition.
- (7) Subject to the provisions of this Constitution relating to special resolutions and agreement for shorter notice, twenty-one (21) days notice at least exclusive of the day on which the notice is served or deemed to have been served but inclusive of the day for which the notice is given specifying the place, day and the hour of the meeting and in the case of special business the general nature of that business, shall be given to such persons as are entitled to receive notices from the Institute.
- (8) All business shall be special that is transacted at a General Meeting with the exception of the consideration of financial statements, election of Council Members and the reports of each of the President and the Auditor. Other business, of which notice has not been given, may not be dealt with at a General Meeting where a vote by members would be required.
- (9) When a special General Meeting is convened under Rule 14(6):
  - (a) The Council shall ensure that the Members requesting the special General Meeting are supplied the names and addresses of all Members free of charge, and
  - (b) The Institute shall pay the reasonable expenses of convening and holding any such special General Meeting.

## 15. PROCEEDINGS AT GENERAL MEETINGS

- (1) No business shall be transacted at any General Meeting unless a quorum of Members entitled to vote is present at the time when the meeting proceeds to business.
- (2) At a General Meeting, one third of the Members entitled to vote who are present in person or by proxy constitute a quorum.
- (3) If within thirty (30) minutes from the time appointed for the meeting a quorum is not present the meeting if called upon a requisition of Members shall lapse. In any other case it shall stand adjourned until the same day in the next week at the same time and place or to such later day being not more than 21 days after the originally stipulated day and such other time and place as the Chairman may determine and if at the adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the Members present entitled to vote shall constitute a quorum.
- (4) The President of the Institute shall preside as Chairman at every General Meeting. If there is no President or if the President is not present within fifteen (15) minutes of the time appointed for the holding of the meeting or is unwilling to act, the Vice President shall preside as Chairman of the meeting and in this event if the Vice President is not present within fifteen (15) minutes of the time appointed for the holding of the meeting or is unwilling to act, the Members present entitled to vote shall elect one of their number to preside as Chairman of the meeting.
- (5) The Chairman may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting adjourn the meeting from time to time and from place to place, but no business shall be transacted at any such adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty-two (22) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting, but except for notice in that case, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.

- (6) **Voting:**
- (a) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded before or on the declaration of the result of the show of hands either by the Chairman or by a Member present in person or by proxy.
  - (b) Except as otherwise required by the Act or this Constitution, resolutions may be passed at a General Meeting by a simple majority of those present, entitled to vote and casting such vote.
  - (c) Unless a poll is demanded a declaration by the Chairman that a resolution has on a show of hands been carried unanimously or carried by a particular majority or lost, and an entry to that effect is made in the records containing the minutes of proceedings of the Institute, shall be conclusive evidence of the fact without particulars of the number or proportion of the votes recorded in favour of or against the resolution.
  - (d) The demand for a poll may be withdrawn.
- (7) If a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be the resolution of the meeting.
- (8) In the case of equality of votes, whether on a show of hands or on a poll, the question is determined in the negative.
- (9) At any General Meeting each Member entitled to do so may vote in person or by proxy. On a show of hands or on a poll every Member eligible to vote present in person or by proxy shall subject to this Constitution have one (1) vote on that Members own behalf and one (1) vote for every eligible Member which the Member present represents by proxy.
- (10) No objection shall be admitted to the qualification of any voter except at the meeting or the adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
- (11) The instrument appointing a proxy shall be in writing under the hand of the appointor. The instrument appointing the proxy shall be deemed to confer authority to act, speak and vote on behalf of the appointer and to demand or join in demanding a poll.
- (12) Where it is desired to afford Members appointing a proxy an opportunity of voting for or against a motion the instrument appointing a proxy may be endorsed to that effect and any directed vote on the matter will be counted as directed by the appointer.
- (13) The instrument appointing a proxy shall be deposited with the Secretary before the commencement of the General Meeting or adjourned General Meeting at which the person named in the instrument proposes to exercise the authorities granted by the appointer.

## **16. COUNCIL OF MANAGEMENT**

- (1) **Members**
- (a) The Council Of Management shall consist of the Immediate Past President plus not more than nine (9) elected persons all of whom shall be financial voting Members or the authorised representatives of financial voting Members of the Institute at the time they are elected to Membership of the Council at an Annual General Meeting or appointed under Rule 16(6).
  - (b) Councillors shall be elected for a period of three years and, at the first Council meeting following the Annual General Meeting, Council Members shall appoint the following office bearers of the Institute:
    - (i) a President,

- (ii) a Vice – President,
- (iii) a Secretary, and
- (iv) a Treasurer.

- (c) The Council may, as it deems appropriate from time to time, invite all associations or bodies representing professional disciplines in the Strata Titles Profession including but not limited to real estate and legal practitioners, conveyancers, valuers, surveyors, accountants, financial and insurance institutions to nominate a Member of the respective association or representative body to represent them as a non-voting Member of the Council for a period of one year and the Council, at its entire discretion may determine that such nominee be appointed to act as a Member of the Council but any such appointee will not be eligible to be an office bearer of the Institute or to vote at any Council meeting.

Any such appointee shall be eligible for reappointment and will be subject to all of the rules of this Constitution as may be applicable to Affiliate Members and Councillors provided that no Membership fee shall be payable in respect of the appointee or the nominating association or representative body.

**(2) Rotation of Councillors - Retiring Members**

At the completion of each successive Annual General Meeting one third of the elected Council Members whose term of office has expired by the passage of time shall retire to allow for an orderly continuity of Councillors. A retiring Councillor shall be eligible for re-election.

**(3) Eligibility for Election to Council**

A voting Member is eligible for election to the Council if;

- (a) That Member or the Member whose authorised representative is a candidate for election to the Council, is a financial Member of the Institute, and
- (b) That Member or the authorised representative of that Member is nominated and seconded as a candidate and signifies his or her willingness to stand for election either in person at the meeting at which the election is to take place, or by notice in writing signed by the candidate and deposited with the Secretary before the commencement of the meeting at which the election will take place.

**(4) Rights of Candidates**

A person who is eligible for election or re-election under this rule may at the Annual General Meeting concerned -

- (i) Propose or second himself or herself for election or re-election, and
- (ii) Vote for himself or herself.

**(5) Elections**

- (a) If the number of persons nominated for election to Membership of the Council does not exceed the number of vacancies in that Membership to be filled:
  - (i) The Secretary shall report accordingly to the President; and
  - (ii) The President shall declare those persons to be duly elected Members of the Council.
- (b) If more nominations are received than the number of available vacancies then a ballot shall be held with each Member entitled to vote present at the meeting in person or by proxy having one vote per vacancy and the method of ballot is to be at the discretion of the chairman of the meeting.

**(6) Casual Vacancies**

When a casual vacancy within the meaning of Rule 16(7) occurs in the Membership of the Council:

- (a) The Council may appoint a Member or the nominated representative of a Member to fill that vacancy, and
  - (b) A person appointed under this Rule shall:
    - (i) be eligible within the meaning of Rule 16(3); and
    - (ii) hold office until the completion of; and
    - (iii) be eligible for election to Membership of the Council at, the next following Annual General Meeting for a period not to exceed the unexpired term of the person in whose place they were appointed.
- (7) A casual vacancy occurs in the office of Council Member and that office becomes vacant if the Council Member:
- (a) Ceases to be or eligible to be a Member or ceases to be the authorised representative of or eligible to be a Member of the Institute.
  - (b) Ceases to be or eligible to be a Member of the Council by virtue of this Constitution.
  - (c) becomes prohibited from being or eligible to be a Member of the Council by reason of any order made under this Constitution.
  - (f) Resigns the office by notice in writing to the Secretary.
  - (g) Is absent without approval of the President from three (3) consecutive meetings thereof.
  - (h) Is directly or indirectly interested in any contract or business dealing with the Institute and fails to declare the nature of such interest, or
  - (i) Is disqualified from being concerned in or taking part in the management of an incorporated association.
- (8) A Member of the Council who has any direct or indirect pecuniary interest in any contract, proposed contract or other business dealing with the Institute must disclose that interest to the Council and shall leave the room for the time during which the matter relevant to the interest is being discussed or voted upon and shall not take part in any debate or vote on the matter.

## **17. POWERS AND DUTIES OF THE COUNCIL**

- (1) The business and affairs of the Institute shall be administered and managed by, and vested in the Council which may exercise all such powers of the Institute as are not required by this Constitution to be exercised in General Meeting.
- (2) The Council shall have under its control and management the funds and other property of the Institute and 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 a security for any debt, liability or obligation of the Institute.
- (3) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Institute shall be signed drawn accepted endorsed or otherwise executed as the case may be by any two Members of the Council.
- (4) The Council may engage any such officers, agents and servants as it may consider necessary and shall regulate their duties and fix their remuneration.
- (5) The Council shall cause minutes to be kept:
  - (a) Of all appointments of officers.
  - (b) Of the names of Members present at all General Meetings and all meetings of the Council, and
  - (c) Of all proceedings at all General Meetings and meetings of the Council.

- (6) The minutes referred to in the immediately preceding paragraph shall, once confirmed as a true and correct record of proceedings, be signed by the Chairman of the next succeeding such meeting.
- (7) The Council may delegate any of its powers to committees consisting of at least two (2) members of the Council and such other persons as it may from time to time determine upon such terms and conditions as the Council may see fit and may fix the quorum of any such committee. The President and Vice President shall be ex officio Members of any committee established by the Council.
- (8) A Council member may appoint in writing another member of the Council as proxy to represent, act and vote on their behalf at Council meetings, and such appointment shall be for the specified meeting only.
- (9) the Council shall effect and maintain insurance in the name of the Institute in respect of —
  - (a) Damage to property, death, or bodily injury for which the Institute could become liable in damages in an amount as may from time to time be determined by the Institute.
  - (b) In respect of any occurrence against which the Institute is required by law to insure, including, where applicable, insurance against liability to pay compensation under the *Workers' Compensation and Rehabilitation Act 1981*, and
  - (c) Against such other risks as the Council or the Institute may from time to time determine.

## 18. PROCEEDINGS AT COUNCIL MEETINGS

- (1) The Council may meet for the conduct of business as and when it sees fit provided however that a minimum of six (6) meetings of the Council shall be held in any one financial year and that each member of the Council is made aware by the President of the intention to hold a Council meeting.
- (2) The Council shall meet when any member of the Council gives to the other members not less than seven days notice of a meeting proposed by him, specifying in the notice the reason for calling the meeting.
- (3) Each member of the Council including the President shall have (1) vote. In the case of equality of votes, whether on a show of hands or in writing, the question is determined in the negative.
- (4) A quorum for a meeting of the Council shall be not less than fifty (50) per cent of the elected members thereof present in person or by duly appointed proxy.
- (5) The President shall preside as Chairman at every meeting of the Council unless absent, in which case the Vice President shall preside. If both are absent after fifteen (15) minutes have elapsed after the time appointed for the meeting, the members of the Council present, provided they constitute a quorum, may elect one of their number as Chairman of the meeting.
- (6) All actions resulting from any meeting of the Council shall notwithstanding that it be afterwards discovered there was some defect in the appointment of any such members or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.
- (7) A resolution in writing signed by all of the members of the Council for the time being entitled to receive notice of a meeting thereof shall be as valid and effectual as if it had been carried at a meeting of the Council duly convened and held. Any such resolution may consist of several documents, in like form, each signed by one (1) or more members of the Council.

## 19. ACCOUNTS AND RECORDS

- (1) The Council shall cause proper accounts to be kept with respect to:

- (a) All sums of money received and expended by the Institute and the manner in respect of which the receipt and expenditure takes place.
  - (b) All sales and purchases of real and personal property by the Institute, and
  - (c) The assets and liabilities of the Institute.
- (2) Such accounts shall be kept at the registered office of the Institute or at such other place or places as the Council thinks fit, and shall be open to inspection by Members as provided for by this Constitution.
  - (3) The Council shall from time to time determine at what times and places and under what conditions the records and the accounts and books of the Institute or any of them shall be open to inspection by any person who is not a member of the Council. Such determination shall have due regard to the confidential nature of any such records and if any record is deemed by the Council to be confidential and not to be made available for inspection that determination shall be final and binding on all Members of the Institute.
  - (4) The Council shall from time to time and in accordance with the provisions of this Constitution cause to be prepared, circulated to members with the notice of each Annual General Meeting and considered by the members at the Annual General Meeting such income and expenditure statements, balance sheets and reports as may be required.
  - (5)
    - a) The Council shall prepare an annual budget of estimated expenditure for each financial year and such budget shall be circulated with the notice of the Annual General Meeting and be considered by the members at each Annual General Meeting.
    - b) The Council shall not, in respect to any single item, expend any sum exceeding \$2,000 unless that item was provided for in the budget adopted by the Institute for that financial year.
  - (6) The financial year shall commence on 1st day of July and conclude on 30th day of June.

## **20. AUDITOR**

- (1) The Council shall, from time to time appoint an Auditor
- (2) The appointed Auditor shall carry out an annual audit of the Institute's accounts, prepare and provide a written audit report in respect to those accounts and that report shall be presented and considered at the Annual General Meeting of the Institute.

## **21. COMMON SEAL**

- (1) The Institute shall provide for the safe custody of the common seal of the Institute.
- (2) The common seal of the Institute shall at no time be used except by authority of a resolution of the Council previously given and in the presence of at least two members of the Council, who shall sign every instrument to which the seal is affixed.

## **22. NOTICES**

- (1) The Institute shall give a notice including a notice of any General Meeting to any Member either personally or by sending it by post to the last known address of the Member. Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, pre-paying and posting a letter containing the notice, and to have been effective in the case of a notice of General Meeting on the day after its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of the post.
- (2) A Member shall give a notice to The Institute either by sending it by post to the address of The Institute or by giving it personally to the Secretary. Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, pre-paying and posting a

letter containing the notice, and to have been effective on the letter would be delivered in the ordinary course of the post

## **23. VOTING RIGHTS**

Subject to these Rules, each financial voting Member present in person or represented by a proxy who is present in person at a General Meeting is entitled to vote on any motion before the meeting.

## **24. INDEMNITY**

- (1) The officers and members of the Council and any Committee or Sub-Committee shall be indemnified from the funds of the Institute against all charges, costs, losses, damages and expenses which they or any of them shall or may incur or sustain in or about the execution of their respective offices or duties except as may be occasioned by or through their own wilful default and none of them shall be answerable for the acts of the others of them.
- (2) The Council are authorised to effect such insurance as shall indemnify members of the Council if they become legally liable to pay compensation for a wrongful act as a consequence of their membership of the Council.

## **25. DISSOLUTION**

The Institute may be dissolved or wound up by the Council by special resolution.

## **26. MEMBERS NOT LIABLE FOR DEBTS AND LIABILITIES**

Members of the Institute are not liable to contribute towards the payment of the debts and liabilities of the Institute or the costs, charges or expenses of a winding up of the Institute.

## **27. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF THE INSTITUTE**

- (1) If upon the winding up or dissolution of the Institute there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed among the Members but shall be given or transferred –
  - (a) to another association incorporated under the Act: or
  - (b) for charitable purposeswhich incorporated association or purposes, as the case requires shall be determined by the resolution of the members when authorising and directing the Council under section 33(3) of the Act to prepare a distribution plan of the surplus property of the Institute.
- (2) In the event of the winding up or dissolution of the Institute, the Commissioner of Taxation shall be advised of the date of dissolution within 30 days of the dissolution.

## **28. INTERPRETATION AND ALTERATION OF THE CONSTITUTION & CODE OF ETHICS**

- (1) The Council shall be the sole authority for the interpretation of the Constitution and of all codes of ethics and rules made hereunder and the decision of the Council thereon and upon any matter not provided for by this Constitution, Code of Ethics or rule made hereunder shall be final and binding on the Members.
- (2) This Constitution and the Code of Ethics may only be amended by special resolution.

## **29. SCHEDULE**

## Code of Ethics