

NEW SOUTH WALES
ASSOCIATIONS INCORPORATION ACT, 2009

CONSTITUTION
OF THE
ASSOCIATION OF CONSULTING
SURVEYORS
NEW SOUTH WALES INC.

21 October 2017

TABLE OF CONTENTS

<u>RULE</u>	<u>HEADING</u>	<u>PAGE</u>
1.	Name	3
2.	Registered Office	3
3.	Objects	3
4.	Definitions	3
5.	Membership Classifications	4
6.	Membership Qualifications	4
7.	Applications for Membership	5
8.	Cessation of Membership	6
9.	Transfer	6
10.	Resignation	6
11.	Register	6
12.	Fees	6
13.	Liability	7
14.	Disciplining of Members	7
15.	Appeals / Dispute	8
16.	Office Bearers	8
17.	Executive	8
18.	Election of Executive	10
19.	Chief Executive Officer and Staff	10
20.	Executive Meetings	10
21.	Delegation to Sub-Committee	11
22.	Voting and Decisions of Executive	11
23.	General Meetings	11
24.	Voting and Decisions of Association	13
25.	Constitution and Object Changes	13
26.	Insurance	13
27.	Funds	13
28.	Books	14
29.	Winding Up	14
30.	Service of Notices	14
31.	Financial Year	14

APPENDIX A - Code of Ethical Conduct

**CONSTITUTION OF THE
ASSOCIATION OF CONSULTING SURVEYORS
NEW SOUTH WALES INC.**

1. NAME

The name of the Association shall be the ASSOCIATION OF CONSULTING SURVEYORS NEW SOUTH WALES INC., the short title of which shall be ACS-NSW, Inc.

"ACS NSW is a non-profit organisation that is not operating for the profit or gain of its individual members, whether these gains would have been direct or indirect. Any profit made by the organisation goes back into the operation of the organisation to carry out its purposes and is not distributed to any of its members. The assets and income of the organisation shall be applied solely in furtherance of its abovementioned object and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

2. REGISTERED OFFICE

The registered office of the Association shall be situated at Suite 2, Level 7, Kent Street, Sydney in the State of New South Wales or at such other place as the Association shall from time to time nominate.

3. OBJECTS

- 3.1 To represent and serve the interests of the private sector of the surveying and spatial information industry in NSW.
- 3.2 To provide and facilitate a forum for participants in the industry to exchange information, ideas and access member services.
- 3.3 To encourage and assist members to strive for professional best practice.
- 3.4 To promote the services of Members to government and the community.
- 3.5 To co-operate where appropriate with any organisation either state or nationally, having similar and/or complimentary objects.
- 3.6 To assist all principals and staff of Member Firms in meeting any Continuing Professional Development (CPD) requirements.
- 3.7 To liaise with and assist where appropriate any educational establishment, in meeting the needs of our Members.
- 3.8 To investigate and/or implement where relevant, supported business activities for the benefit of the Association.

4. DEFINITIONS

In the Constitution, except in so far as the context or subject-matter otherwise indicates or requires:

- 4.1 "Act" means the Associations Incorporation Act, 2009.
- 4.2 "Association" means the Association of Consulting Surveyors New South Wales Inc., the short title of which shall be ACS-NSW, Inc.
- 4.3 "Executive" means the committee of management of the Association constituted under these Rules.
- 4.4 "Chief Executive Officer" means the person appointed by the Executive under these Rules as the Chief Executive Officer of the Association.
- 4.5 "General Meeting" includes Annual General Meeting.
- 4.6 "Institution" means The Institution of Surveyors, NSW Inc.
- 4.7 "Regulation" means the Associations Incorporation Regulation, 2010.
- 4.8 "Surveying" includes any activity currently defined by FIG.
- 4.9 "Government" means any federal, state or local government department or authority of any country.

- 4.10 "Business Entity" means any corporation that is not 100% government owned (as determined by the Executive) or natural person or combination thereof engaged in commercial activity for profit.
- 4.11 "Nominee" means any person delegated with voting rights of the Member in the manner approved by the Executive from time to time.
- 4.12 "the Rules" or "these Rules" means the Constitution of the Association as amended from time to time.
- 4.13 "Federal Body" means the body as determined by the Executive as representing the interests of the Association and its members at a federal level.
- 4.14 The male gender shall include the female and neuter genders.
- 4.15 The singular shall include the plural and vice versa.
- 4.16 A reference to any act or regulation includes any statutory modification thereto, or replacement thereof, for the time being in force.

5. **MEMBERSHIP CLASSIFICATIONS**

The membership classifications of the Association shall be:-

- 5.1 Member.
- 5.2 Sponsorship Partner.
- 5.3 Member.Retired.
- 5.4 Member.Honorary Member.

6. **MEMBERSHIP QUALIFICATIONS**

6.1 A Business Entity is qualified to be a member if, but only if:-

- 6.1.1 The Business Entity has not ceased to be a member of the Association under the Act;
- 6.1.2 or The Business Entity:-
 - 6.1.2.1 has applied for membership of the Association as provided for by Rule 7; and
 - 6.1.2.2 has been approved for membership of the Association by the Executive.

6.2 Member

- 6.2.1 A Member shall be a Business Entity engaged in the business of surveying or a related discipline.
- 6.2.2 A Member shall be represented by a Nominee.
- 6.2.3 A Member shall be required to: -
 - 6.2.3.1 hold appropriate insurance/s as may be prescribed by the Executive from time to time.
 - 6.2.3.2 operate from a satisfactory place of business and ensure that the name under which the practice is conducted shall not, in the opinion of the Executive, be misleading or objectionable.
- 6.2.4 Members' Nominees shall have the right to attend any General Meeting of the Association, to participate in discussion on any matter brought before the meeting and to vote.
 - 6.2.4.1 A member's Nominee may appoint a replacement from the member firm to attend any General Meeting of the Association
- 6.2.5 Members' Nominees shall be eligible for election as office bearers or as members of the Executive.
- 6.2.6 A Member may use the logo/crest of the Association as approved by the Executive on all stationery and display same at any place of business

6.3 Sponsorship Partner

- 6.3.1 A Sponsorship Partner shall be a Business Entity engaged in a business that provides goods and/or services to surveying or related discipline firms or such other individual or organisation as the Executive may from time to time permit
- 6.3.2 Sponsorship Partners shall be provided with such recommendations to Members and facilities for advertising as the Executive shall determine.
- 6.3.3 Sponsorship Partners shall not be eligible for election as office bearers or as members of the Executive, shall not join in the discussion of any business at any meeting of the Association (except by invitation), and shall not have the right to vote.
- 6.3.4 The Sponsorship Partners shall each be reviewed annually by the Executive to determine whether or not they will be invited to renew membership for another year. Any Sponsorship Partner not invited to renew their membership shall cease to be a member in accordance with Rule 8.2.4.

6.4 Retired Member

- 6.4.1 A Retired Member shall be a person retiring from a Business Entity that has been a Member of the Association for a minimum of two years.
- 6.4.2 A Retired Member will have no voting rights.
- 6.4.3 A Retired Member will receive any newsletters or notices of meetings and seminars arranged by the Association.
- 6.4.4 Retired Membership will be granted at the discretion of the Executive.

6.5 Honorary Member

- 6.5.1 An Honorary Member shall be a person.
- 6.5.2 Membership of the Association as an Honorary Member may be conferred at an Annual General Meeting of the Association upon a person who has given meritorious service to the Association.
- 6.5.3 Election of an Honorary Member shall take place at an Annual General Meeting of the Association, the notice convening which shall include a recommendation to that effect by the Executive. No person shall be elected as an Honorary Member except by a two-thirds (2/3) majority vote of Members' Nominees present and entitled to vote.
- 6.5.4 An Honorary Member shall have no individual voting rights.
- 6.5.5 An Honorary Member may be invited to serve on any sub-committee of the Association.
- 6.5.6 Any Honorary Membership conferred under this Rule 6.4 may be reviewed by the Executive if due cause is shown and may be revoked by a two thirds (2/3) majority vote at an Annual General Meeting on the recommendation of the Executive.

7. APPLICATIONS FOR MEMBERSHIP

- 7.1 An application for membership of the Association shall be:-
 - 7.1.1 made in writing in such form as may from time to time be prescribed by the Executive; and
 - 7.1.2 lodged with the Chief Executive Officer.
- 7.2 As soon as practicable after receiving an application for membership, the Chief Executive Officer shall refer the application to the Executive which shall determine whether to approve or to reject the application.
- 7.3 Where the Executive determines to approve an application for membership the Chief Executive Officer shall, as soon as practicable after that determination, notify the applicant of that approval and request the applicant to pay, within twenty-eight (28) days after receipt by the applicant of the notification of approval, the appropriate membership fee.
- 7.4 The Chief Executive Officer shall, on payment by the applicant of the appropriate membership fee within the period specified in Rule 7.3,

- 7.4.1 enter the applicant's name in the Register of Members and, upon the name being so entered, the applicant becomes a member.
- 7.5 Where the Executive determines not to approve an application for membership of the Association the Chief Executive Officer shall notify the applicant in writing of the decision.

8. **CESSATION OF MEMBERSHIP**

- 8.1 A natural person who is a Retired Member or Honorary Member of the Association ceases to be a Member if the person:-
- 8.1.1 dies;
 - 8.1.2 resigns from the Association; or
 - 8.1.3 is expelled from the Association
- 8.2 A Business Entity which is a Member or Sponsorship Partner of the Association ceases to be a Member if that Business Entity:-
- 8.2.1 is, where appropriate, no longer able to comply with the conditions of membership prescribed by Rules 6.2.1, 6.2.3.1, 6.2.3.2 or 6.3.1;
 - 8.2.2 is expelled from the Association; or
 - 8.2.3 becomes, in the case of a company, insolvent under administration within the meaning of the Companies Code.
 - 8.2.4 is not invited to renew membership after the annual review in accordance with Rule 6.3.4.

9. **TRANSFER**

A right, privilege or obligation which a Business Entity or person has by reason of being a Member, Sponsorship Partner, Retired Member or Honorary Member:

- 9.1 is not capable of being transferred or transmitted to another Business Entity or person and
- 9.2 terminates upon the Business Entity or person ceasing to be a Member, Sponsorship Partner, Retired Member or Honorary Member.

10. **RESIGNATION**

- 10.1 A Member or Sponsorship Partner whose membership fees are fully paid up may resign from membership of the Association by giving written notice (of not less than one (1) month or such other period as the Executive may determine) to the Chief Executive Officer of the Member's intention to resign. Upon expiration of the period of notice the Member shall cease to be a Member.
- 10.2 Where a Member or Sponsorship Partner ceases to be a Member pursuant to Rule 10.1, the Chief Executive Officer shall make an appropriate entry in the Register of Members recording the date on which the member ceases to be a member.

11. **REGISTER**

- 11.1 The Chief Executive Officer of the Association shall establish and maintain a Register of Members and their Nominees specifying the name and address of each Member and the delegated Nominee, together with the relevant dates of admission, resignation, or cessation of membership.
- 11.2 The Register of Members shall be kept at the registered office of the Association and shall be open for inspection, free of charge, by any Member's Nominee at any reasonable hour.

12. **FEES**

- 12.1 Honorary Members shall not be liable to pay annual membership fees.
- 12.2 A recommendation for an annual membership fee for each class of membership (other than honorary membership) shall be made by the Executive to a General Meeting. The amount of each fee shall be determined by the Association in General Meeting.

- 12.3 A Member shall pay to the Association the appropriate annual membership fee determined in accordance with Rule 12.2, such fee being due and payable as determined by the Executive.
- 12.4 The Executive may, at its discretion, offer an instalment option for the payment of fees.
- 12.5 If any matter arises which, in the opinion of the Executive, affects the interests of the Association or the members and involves any unusual expenditure or commitments, the Executive shall be empowered to levy the members on such basis as it may consider just and equitable and to fix the method of payment PROVIDED THAT in any one financial year such levy or levies on each member shall not exceed an amount equal to the member's annual membership fee unless first approved by a General Meeting of the Association.
- 12.6 If fees or levies remain unpaid for a period of thirty (30) days after becoming due the Chief Executive Officer shall, in writing, notify the member that unless such monies are paid on terms determined by the Executive, the Executive may suspend the member's membership privileges.
- 12.7 A member suspended under Rule 12.6 may, at the discretion of the Executive, be:-
- 12.7.1 reinstated on payment of all monies due to the Association; or
 - 12.7.2 expelled from the Association.
- 12.8 A member who has resigned, been suspended or expelled and who reapplies for membership within two years of ceasing to be a member, shall at the discretion of the Executive, be required to pay the membership fees that would have been due during that period.

13. **LIABILITY**

The liability of a member to contribute toward the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Rule 12.

14. **DISCIPLINING OF MEMBERS**

- 14.1 Where the Executive is of the opinion that a member:-
- 14.1.1 has persistently refused or neglected to comply with these Rules, or
 - 14.1.2 has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- The Executive may, by resolution:-
- 14.1.3 expel the member from the Association, or
 - 14.1.4 suspend the member from membership of the Association for a specified period.
- 14.2 A resolution of the Executive under Rule 14.1 is of no effect unless the Executive, at a meeting held no earlier than fourteen (14) days, and not later than twenty-eight (28) days, after service on the member of a notice under Rule 14.3, confirms the resolution in accordance with these Rules.
- 14.3 Where the Executive passes a resolution under Rule 14.1, the Chief Executive Officer shall, as soon as practicable, cause a notice in writing to be served on the member:-
- 14.3.1 setting out the resolution of the Executive and the grounds on which it is based;
 - 14.3.2 stating that the member's Nominee may address the Executive at a meeting to be held not earlier than fourteen (14) days, and not later than twenty-eight (28) days, after service of the notice;
 - 14.3.3 stating the date, place and time of that meeting; and
 - 14.3.4 informing the member that the member's Nominee may do either or both of the following:-
 - 14.3.4.1 attend and speak at that meeting
 - 14.3.4.2 submit to the Executive at or prior to the date of that meeting written representations relating to the resolution.
- 14.4 At the meeting of the Executive convened pursuant to Rule 14.2 the Executive shall:-
- 14.4.1 Give the member's Nominee an opportunity to make oral representations;

14.4.2 give due consideration to any written representations submitted to the Executive by the member at or prior to the meeting; and

14.4.3 by resolution determine whether to confirm or to revoke the earlier resolution.

14.5 Where the Executive confirms the earlier resolution under Rule 14.4.3 the Chief Executive Officer shall, within seven (7) days of such confirmation, by notice in writing, inform the member of that fact and of the member's right to appeal under Rule 15.

14.6 A resolution confirmed by the Executive under Rule 14.4.3 does not take effect:-

14.6.1 until the expiration of the period within which the member is entitled to appeal against the resolution but does not exercise that right of appeal; or

14.6.2 where the member exercises right of appeal within the period specified, unless and until the Association confirms the resolution pursuant to Rule 15.3.3.

15. **APPEALS**

15.1 A Member may appeal to the Association in General Meeting against a resolution of the Executive, which is confirmed under Rule 14.4, within seven (7) days after notice of confirmation of the resolution is served on the member, by lodging with the Chief Executive Officer a notice of appeal.

15.2 Upon receipt of a notice from a Member under Rule 15.1, the Chief Executive Officer shall notify the Executive which shall convene a General Meeting of the Association to be held within two (2) calendar months after the date on which the Chief Executive Officer receives the notice.

15.3 At the General Meeting of the Association convened under Rule 15.2:-

15.3.1 no business other than the question of the appeal shall be transacted;

15.3.2 The Executive and the member's Nominee shall be given the opportunity to state their respective cases orally, or in writing, or both; and

15.3.3 members' Nominees present shall be entitled to vote in a secret ballot on the question of whether the resolution should be confirmed or revoked.

15.4 The decision of the General Meeting shall be final and binding on all parties.

16. **OFFICE BEARERS**

16.1 The office bearers of the Association shall be:-

16.1.1 the president;

16.1.2 the treasurer,

16.1.3 the vice-president; and

16.1.4 the immediate past president and

16.1.5 Public Officer.

16.2 The president of the Association for any year shall be elected by the Executive prior to the expiration of the immediately preceding year. If the president so elected is not a member of the Executive he shall become an ex officio member of the Executive for the remainder of that year until the next Annual General Meeting when he will take over office as president.

16.3 At its first meeting in any year the Executive shall elect from amongst its number, a treasurer, a public officer and a vice-president who shall hold office as such for that year.

16.4 Where so invited the president or his nominee shall be the Association's representative on the Divisional Committee of the Institution of Surveyors New South Wales Inc.

17. **EXECUTIVE**

17.1 The Executive shall:-

17.1.1 control and manage the affairs of the Association;

17.1.2 exercise all such functions as may be exercised by the Association other than those functions that are required by these Rules to be exercised by a General Meeting of the Association;

- 17.1.3 have power to perform all acts and do all such things as appear to the Executive to be necessary or desirable for the proper management of the affairs of the Association; and
- 17.1.4 be subject to the requirements of the Act and the Regulation, and to the Constitution and any resolution passed by the Association in General Meeting
- 17.2 The Executive shall consist of:-
 - 17.2.1 the President, the Vice President, the Treasurer and the Immediate Past President of the Association; *and*
 - 17.2.2 *five* (5) members' Nominees; and
 - 17.2.3 *one* (1) members' Nominee nominated by the New South Wales Country Surveyor's Association.
- 17.3 All members of the Executive shall be natural persons who, as members' Nominees, are entitled to vote under these Rules.
- 17.4 Members of the Executive, other than the President, the immediate past president and the Member's Nominee nominated under Rule 17.2.3, shall be elected at each Annual General Meeting by a majority of members' Nominees entitled to vote at any Annual General Meeting.
- 17.5 Each member of the Executive shall, subject to these Rules, hold office until the conclusion of the next Annual General Meeting but shall, be eligible for re-election or re-nomination, as the case may be.
- 17.6 In the event of a casual vacancy occurring in the membership of the Executive, the Executive may appoint a member's Nominee (who has the right to vote under these Rules) to fill the vacancy and the member's Nominee so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.
- 17.7 A casual vacancy in the membership of the Executive occurs if the member's Nominee:
 - 17.7.1 Dies; or
 - 17.7.2 Ceases to be a member's Nominee; or
 - 17.7.3 Resigns his office by written notice given to the Chief Executive Officer; or
 - 17.7.4 is removed from office under Rule 14 or Rule 18.7; or
 - 17.7.5 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - 17.7.6 is absent without the consent of the Executive from three (3) out of five (5) consecutive meetings.
- 17.8 If, following an Annual General Meeting, there is no person holding the position of Immediate Past President, there shall be deemed to be a casual vacancy in the membership of the Executive and Rule 17.6 shall apply.
- 17.9 A person shall in no case serve as president for more than two (2) consecutive years.
 - 17.9.1 The Executive may appoint a maximum of two (2) APPOINTEE MEMBERS to assist the Executive where such persons have particular knowledge or expertise in any field or fields considered of value and guidance to the Executive.
 - 17.9.2 The appointment of an Appointee member of Executive shall be for a term of one year only and may be appointed to a further term by the following incoming Executive. Such term as APPOINTEE MEMBER shall not be considered a term on the Executive for the purposes of Rule 17.9 and nothing shall preclude an APPOINTEE MEMBER from nominating for election to the Executive at the completion of the term as Appointee member.
 - 17.9.3 An APPOINTEE MEMBER appointed to the Executive under Rule 17.9.2 shall have the right to participate as an Executive member.
 - 17.9.4 An APPOINTEE MEMBER appointed under this clause does not include a CASUAL Vacancy appointed under Rule 17.6.

18. **ELECTION OF EXECUTIVE**

- 18.1 Nomination of candidates for the election of seven (7) members of the Executive (which includes the persons to be elected Vice President and Treasurer by the Executive):-

- 18.1.1 shall be made in writing, signed by one (1) member's Nominee who is entitled to vote at General Meetings of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- 18.1.2 shall be delivered to the Chief Executive Officer prior to the Annual General Meeting at which the election is to take place.
- 18.2 If insufficient nominations are received at the Annual General Meeting, any unfilled positions remaining on the Executive shall be deemed to be casual vacancies.
- 18.3 If the number of nominations received is equal to the number of positions to be filled, the persons nominated shall be deemed to be elected.
- 18.4 If the number of nominations received exceeds the number of positions to be filled, a ballot shall be held.
- 18.5 The ballot for the election of members of the Executive shall be conducted at the Annual General Meeting in such usual and proper manner as the Executive may direct.
- 18.6 A nomination of a candidate for election under this Rule is not valid if that candidate will, after the Annual General Meeting, already be a member of the Executive.
- 18.7 The Association in General Meeting may, by resolution, remove any member of the Executive from office before the expiration of the person's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the person so removed.

19. **CHIEF EXECUTIVE OFFICER AND STAFF**

- 19.1 The Executive may appoint a natural person to the position of Chief Executive Officer.
- 19.2 The Chief Executive Officer:-
 - 19.2.1 may be an employee of the Association; and
 - 19.2.2 shall be responsible to the Executive.
- 19.3 Unless otherwise determined by the Executive, the Chief Executive Officer's duties shall include:-
 - 19.3.1 the administration of the Association's office;
 - 19.3.2 the administration of the Association's financial accounts;
 - 19.3.3 keeping books and accounts showing the financial affairs of the Association;
 - 19.3.4 keeping minutes of Association meetings.
 - 19.3.5 keeping the Register of members and members' representatives; and
 - 19.3.6 informing the Executive of liabilities and responsibilities under legislation which affects the Association.
- 19.4 The Executive may appoint salaried office staff.

20. **EXECUTIVE MEETINGS**

- 20.1 The Executive shall meet at least eight (8) times between Annual General Meetings at such place and time as the Executive may determine.
- 20.2 Additional meetings of the Executive may be convened by any member of the Executive.
- 20.3 Oral or written notice of a meeting of the Executive shall be given by the Chief Executive Officer to each member of the Executive at least forty-eight (48) hours (or such other period as may be agreed upon by the office bearers) before the time appointed for the meeting.
- 20.4 Notice of meeting given under Rule 20.3 shall specify the general nature of the business to be transacted at the meeting.
- 20.5 Any five (5) members of the Executive shall constitute a quorum for the transaction of business of a meeting of the Executive.
- 20.6 No business shall be transacted by the Executive unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present the meeting stands adjourned to a time and place to be determined by the president.
- 20.7 If, at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be abandoned.

20.8 At a meeting of the Executive:-

20.8.1 the president or, in the president's absence, the vice-president shall preside; or

20.8.2 If the president and the vice-president are absent or unwilling to act such one of the remaining members of the executive as may be chosen by the members present at the meeting shall preside.

21. DELEGATION TO SUB-COMMITTEE

21.1 The Executive may delegate to one or more sub-committees (consisting of such Members, members' Nominees of the Association or other persons as the Executive thinks fit) the exercise of such of the functions of the Executive as are specified in the instrument, other than:-

21.1.1 this power of delegation; and

21.1.2 a function which is a duty imposed on the Executive by the Act or by any other law.

21.2 A function the exercise of which has been delegated to a sub-committee under Rule 21.1 may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

21.3 A delegation under Rule 21.1 may be made subject to such conditions or limitations, whether as to the exercise of any function or as to time or circumstances, as may be specified in the delegation.

21.4 Notwithstanding any delegation under this Rule, the Executive may continue to exercise any function delegated.

21.5 Any act or thing done or suffered by a sub-committee, acting in the exercise of a delegation under this Rule, has the same force and effect as it would have if it had been done or suffered by the Executive.

21.6 The Executive may revoke wholly or in part any delegation under this Rule.

21.7 A sub-committee may meet and adjourn as it thinks proper.

21.8 A sub-committee may meet and adjourn as it thinks proper.

22. VOTING AND DECISIONS OF EXECUTIVE

22.1 Decisions made at a meeting of the Executive or any sub-committee appointed by the Executive shall be determined by a majority of the votes of members of the Executive or sub-committee present at the meeting.

22.2 Each member's Nominee present at a meeting of the Executive or of any sub-committee appointed by the Executive (including the person presiding at the meeting) is entitled to one vote, but in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

22.3 Subject to Rule 20.5 the Executive or sub-committee may act notwithstanding any vacancy. If the number of members of the Executive is reduced below the number fixed by these Rules as the necessary quorum of the Executive, the continuing member or members may act only for the purposes of increasing the number of members of the Executive to the quorum or of summoning a General Meeting of the Association, and for no other purpose.

22.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive is valid and effectual, notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive.

23. GENERAL MEETINGS

23.1 General Meetings of the Association may be called by the Executive at its own initiative and shall be called at the request, in writing, of not less than 5% of the total number of Members' Nominees' votes.

23.2 Subject to the requirements of the Act, an Annual General Meeting shall be called by the Executive not later than the 31st of December and not earlier than the 1st of October each year.

23.3 Subject to the Act, notices of General Meetings shall:-

23.3.1 Subject to the Act, notices of General Meetings shall be posted or sent via electronic form and may also be by means of a website to each member not later than fourteen (14) days

before the fixed date for the holding of the general meeting except where a general meeting requires a special resolution.

23.3.2 state the business of the meeting; and

23.3.3 state the date, time and place of the meeting.

23.3.4 If the nature of business to be dealt with at a general meeting requires a special resolution of the Association, the public officer must, at least 21 days before the fixed date for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (23.3.2), the intention to propose the resolution as a special resolution.

23.4 Notices of Annual General Meetings shall:-

23.4.1 satisfy the requirements for General Meetings under Rule 23.3;

23.4.2 include a copy of the financial statement prepared in accordance with Section 26(6) of the Act.

23.5 The business of an Annual General Meeting shall be:-

23.5.1 to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting that has not already been confirmed at a subsequent General Meeting;

23.5.2 to receive from the president a report on the activities of the Association during the preceding year;

23.5.3 to receive any reports on the activities of any sub-committee as the Executive shall invite;

23.5.4 to elect office bearers and members of the Executive;

23.5.5 to receive and consider the financial statement which is required to be submitted to members pursuant to Section 26(6) of the Act;

23.5.6 to consider items of general business included in the notice of meeting; and

23.6 Calling of General Meetings

23.6.1 A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Chief Executive Officer who shall include that business in the next notice calling a General Meeting after receipt of the notice from the member.

23.6.2 If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the public officer, any one or more of the members who made the requisition may convene a special general meeting to be held no later than 3 months after that date.

23.7 As to procedure at General Meetings of the Association:-

23.7.1 No item of business shall be transacted at a General Meeting unless a quorum of Members' Nominees is present during the time the meeting is considering that item.

23.7.2 Five (5) members' Nominees (being Members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of an item of business at a General Meeting.

23.7.3 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present the meeting, if convened as a result of a requisition by Members, shall be dissolved, and in any other case shall stand adjourned to the same day in the following week at the same time and at the same place.

23.7.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting shall be abandoned.

23.8 As to the chairing of General Meetings of the Association:-

23.8.1 The president, or in the president's absence the vice-president, shall preside at each General Meeting of the Association.

23.8.2 If the president and the vice-president are absent from a General Meeting, or are unwilling to act, the Members' Nominees present and entitled to vote at General Meetings shall elect one of their number to preside at the meeting.

23.9 As to adjournment of General Meetings of the Association:-

- 23.9.1 The president of a General Meeting at which a quorum is present may, with the consent of the majority of Members' Nominees present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place;
- 23.9.2 Where a General Meeting is adjourned for 14 days or more, the Chief Executive Officer shall give written or oral notice of the adjourned meeting to each member stating the place, date and time of the adjourned meeting and the nature of the business to be transacted at that meeting.
- 23.9.3 Except as provided in Rule 23.9.2 notice of adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

24. VOTING AND DECISIONS OF THE ASSOCIATION

- 24.1 Decisions made at a General Meeting of the Association shall be determined by a majority of the votes cast by Members' Nominees present and eligible to vote at the meeting.
- 24.2 Each Member's Nominee shall be entitled to appoint another member's Nominee as their proxy, by notice in the prescribed form given to the Chief Executive Officer before the time of the meeting in respect of which the proxy is appointed.
- 24.3 A Member shall not be entitled to exercise a right to vote unless all fees and levies due to the Association are paid.
- 24.4 The instrument appointing a proxy shall be as determined by the Executive from time to time.
- 24.5 In the case of an equality of votes on a question at a General Meeting the person presiding shall be entitled to exercise a second or casting vote.

25. CONSTITUTION AND OBJECT CHANGES

- 25.1 The Constitution, including the statement of objects in Rule 3, may only be altered, rescinded, or added to by a special resolution of the Association made pursuant to the Act. The notice convening the meeting to consider the special resolution shall clearly state the terms of any proposed amendment, shall set out in full any proposed new rule and shall state fully the reasons for any amendment.

26. INSURANCE

- 26.1 The Association shall effect and maintain insurance pursuant to any relevant Section(s) of the Act.
- 26.2 In addition to the insurance required under Rule 26.1, the Association may effect and maintain other insurance.

27. FUNDS

- 27.1 The funds of the Association shall be derived from annual subscriptions of members, donations, interest, investments, commission, consulting fees and other means as approved by the Executive from time to time.
- 27.2 All money received by the Association shall be deposited as soon as practicable, and without deduction, to the credit of the Association's financial institution account.
- 27.3 Subject to any resolution passed by the Association in General Meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Executive determines.
- 27.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by members of the Executive or employees of the Association, being members or employees authorised to do so by the Executive.

28. BOOKS

- 28.1 Except as otherwise provided by these Rules, the Chief Executive Officer shall keep custody and control of all records, and documents relating to the Association.

- 28.2 The Executive may delegate the custody and control of records to a sub-committee in order that the sub-committee may exercise its delegated powers PROVIDED THAT all records are returned to the Chief Executive Officer on completion of the sub-committee's business.
- 28.3 The records, and documents of the Association shall be open to inspection, free of charge, by a Nominee during normal business hours.

29. WINDING UP

- 29.1 In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

30. SERVICE OF NOTICES

- 30.1 For the purpose of these Rules, a notice may be served by or on behalf of the Association upon any member's Nominee either personally or by sending it by post to the member at the member's address shown in the Register of Members.
- 30.2 Where a document is sent to a person by properly addressing, preparing and posting to the person a letter containing the document the document shall, unless the contrary is proved, be deemed for the purpose of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

31. FINANCIAL YEAR

The financial year of the association is:

- 31.1 each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

APPENDIX A

CONSULTING SURVEYORS NSW CODE OF ETHICAL CONDUCT

1. A member's responsibility for the welfare and rights of the community shall come before the member's responsibility to the profession of surveying, to sectional, private or other members' interests or to other individual surveyors.

2. A member shall uphold the standards, the honour and the dignity of the various professions within its practice and shall accept the association's decisions on questions of ethics and conduct.
3. A member shall accept full responsibility for professional advice and services performed and shall discharge duties with integrity to clients and with minimum delay.
4. A member shall not undertake professional responsibilities beyond the member's competence or authority.
5. A member shall endeavour to advance the science and practice of surveying and associated disciplines and the objects of the association.
6. Members will encourage a culture of professional development throughout the firm.
7. A member shall hold as confidential client information and not reveal facts, data or information obtained in a professional capacity, without the prior consent of the client except as required by law.
8. A member shall perform all duties impartially without fear or favour and shall fully disclose any circumstances, which might influence the impartiality of any advice or service provided.
9. A member shall inform clients of any interest which may adversely affect judgement or the quality of services and shall not accept any form of compensation for a particular service from more than one source without disclosing the circumstance and receiving approval from all interested parties. A member may however accept instructions on behalf of a third party, provided it is made clear to whom the member is responsible and who is responsible for any fees.
10. Any member who takes over an instruction from another consultant or alternatively is required to pass an instruction to another consultant, will act ethically and liaise with the other party regarding any outstanding matters.
11. Members are encouraged to provide a client with an estimate of fees or quote prior to undertaking any instruction.
12. A member shall act as the properly appointed agent of the client.
13. A member shall build a reputation on merit and shall refrain from any form of unfair competition including:
 - Using a professional designation or allowing an employee to use a professional designation for which there is no entitlement.
 - Offering inducements to secure work or advancement.
 - Seeking to supplant another member or individual surveyor who has been commissioned.
 - Neglecting to comply with provisions of rules or regulations governing the practice of surveying or associated disciplines.
 - Accepting a fee which would preclude the member from providing adequate and appropriate professional services.
 - Advertising in a fraudulent or misleading manner or in any other way not in the public interest.