

CONSTITUTION
of the
WESTERN AUSTRALIAN INSTITUTION
of
SURVEYORS
(WAIS)

Incorporated 1st December 2001 under the
WA Associations Incorporation Act 1987
Registration Number on Certificate: A1010060C

Amendments and operative dates under the
WA Associations Incorporation Act 2015
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1. NAME OF ASSOCIATION

The full name of the association is registered as the Western Australian Institution of Surveyors Incorporated and the acronym representing the name shall be WAIS.

2. DEFINITIONS AND INTERPRETATION

2.1. DEFINITIONS

In this Constitution, unless the contrary intention appears:

Act means Associations Incorporation Act 2015;

AGM means the annual general meeting of WAIS;

Board of WAIS means the Management Committee required by the Act that is the body responsible for the management of the affairs of WAIS;

Board Meeting means a meeting referred to in Rule 14;

Books of WAIS has the meaning given to it in section 3 of the Act and includes; all the registers, financial records, financial statements or financial reports, as each of those terms is defined in section 62 of the Act, minute books, documents and securities of WAIS; however compiled, stored or recorded;

By-Laws have the meaning given in Rule 21;

Chair means the person who chairs the Board or a general meeting from time to time;

Commissioner means the person designated as the 'Commissioner' from time to time under the Act;

Committee is a group formed to carry out by delegated authority the work of the Board. A Committee may consist of members or non-members and may be called a committee, sub-committee, commission, panel or name as agreed to by the Board. Unless the Board decides otherwise, the WAIS President is an ex-officio member of all WAIS Committees.

Constitution means this constitution of WAIS as amended from time to time under Rule 20;

Fellow or Honorary Fellow means an individual Member who has had their status elevated by the members of WAIS in accordance with the by Laws;

Financial Record means any Book (as defined above) specifically relating WAIS finances.

Financial Year means the year ending the 30th June in each year;

General Meeting means any general meeting (including the AGM) of WAIS;

Member (capital M) means a person granted full Member status by WAIS, whereas **member** (no capital m) means any person who joins WAIS under this constitution;

Natural Person means a human being as distinguished from a person (as a corporation) created by operation of law;

Objects means WAIS objects, as set out in Rule 4;

Resolution means a resolution to decide a question, matter or purpose at a General Meeting that is not a Special Resolution;

Returning Officer means a person appointed by the Board as having, at that time, no conflicts of interest, and sufficient independence, to accept nominations and conduct elections without any foreseen bias;

Rule(s) mean these Rules of WAIS;

Special Resolution is a resolution of WAIS passed in accordance with Rule 18.1;

Surplus Property has the meaning given to it in the Act and means the property remaining when WAIS in accordance to the Act is wound up or cancelled;

Surveyor: A surveyor is a professional person with the academic qualifications and technical expertise, to measure, assemble, interpret and represent spatial information for the planning, positioning and efficient management and administration of the earth's natural and built environment.

WAIS Seal means the common seal of WAIS;

2.2. INTERPRETATION

In this Constitution:

- (a) words importing the singular include the plural and vice versa;
- (b) words importing any gender include the other genders;
- (c) references to persons include corporations and bodies politic;
- (d) another grammatical form of a defined word or expression has a corresponding meaning;
- (e) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (f) a reference to a statute, ordinance, code or other law, includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (g) a reference to 'writing' will unless the contrary intention appears, be construed as including references to printing, lithography, photography scanning and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

2.3. SEVERANCE

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If the Rule or phrase cannot be so read down it will be severed to the extent of the invalidity or unenforceability. Such severance will not affect the remaining provisions of this Constitution or affect the validity or enforceability of any provision in any other jurisdiction.

2.4. EXPRESSIONS IN ACT

Except where the contrary intention appears in this Constitution, an expression that deals with a matter dealt with by a particular provision of the Act has the same meaning as that provision of the Act.

2.5. LACK OF PROVISION OR REASONABLE DOUBT

- (a) If:
- i) any circumstances arise for which no provision is made by this Constitution; or
 - ii) there arises any reasonable doubt as to the interpretation of the Constitution in any circumstances; or
 - iii) there is any reasonable doubt as to the correct procedure to be adopted on any occasion,
- then the Board, having regard to this Constitution, may decide the matter and may direct what shall be done in each particular instance or may interpret the Constitution or direct what shall be done in a particular case.
- (b) Such direction, interpretation or decision of the Board shall be set out in the agenda for the next General Meeting and, until rescinded or amended by the Board or disallowed by a resolution of a General Meeting, it shall have the same validity and effect as if specifically included in this Constitution.
- (c) Any such decision, interpretation or direction may be considered at a General Meeting without any notice being given of the intention to consider it.

2.6. NOTICES

- (a) A notice or other communication connected with these rules has no legal effect unless it is in writing and given as follows:
- i) delivered by hand to the nominated address of the addressee; or
 - ii) sent by post to the nominated postal address of the addressee; or
 - iii) sent by e-mail or any other method of electronic communication to the nominated electronic address of the addressee.
- (b) Any notice given to a member under this Constitution, shall be sent to the member's address as recorded in the Register referred to in Rule 8.1.

3. POWERS OF WAIS

In addition to the rights, powers and privileges provided under the Act, WAIS may do all things necessary or convenient for carrying out its objects in a lawful manner.

4. OBJECTS OF WAIS

The objects for which WAIS is established are to :

- 4.1 Be the peak Association for the administration of all matters pertaining to surveying in WA;
- 4.2 Be and act as the Institution of Surveyors Australia Western Australia Division Incorporated;
- 4.3 Be and act as the Institution of Engineering and Mining Surveyors Australia Incorporated – Western Australian Division;
- 4.4 Empower members to strive for excellence in the application of the science of surveying, for their benefit, and for the benefit of society;

- 4.5 Formulate and/or adopt and implement appropriate policies in relation to such matters as arise from time to time as issues to be addressed in surveying;
- 4.6 Affiliate or cooperate with any other Associations having objects altogether or in part similar to WAIS;
- 4.7 Nominate members to represent the surveying profession on statutory boards, committees, and working groups to inform government policy about surveying, including the Land Surveyors Licensing Board and the Mines Survey Board;
- 4.8 Promote honourable and professional conduct and practice of surveying, sound business practices, and safe working environments;
- 4.9 Raise the professional profile and understanding of surveying and surveyors, and the importance of surveying to society;
- 4.10 Encourage the study of surveying to improve the general, technical and professional knowledge base, and to ensure an adequate supply of surveyors to meet demand;
- 4.11 Provide networking support, advocacy, mentoring, and resources for members in a single voice representing the interests of the surveying profession in WA.
- 4.12 Maintain members' competencies through Continuing Professional Development, and ensure professional renewal by encouraging and training young surveyors;
- 4.13 Undertake and/or do all such things or activities as are necessary, incidental or conducive to the advancement of the Objects.

5. MEMBERSHIP

5.1. MINIMUM NUMBER OF MEMBERS

WAIS shall have at least ten members with full voting rights.

5.2. ELIGIBILITY FOR MEMBERSHIP

- (a) The by-laws of WAIS made under Rule 21 specify the qualifications and experience needed to become a member;
- (b) WAIS shall comply with all legal and regulatory obligations that apply to WAIS when assessing eligibility of an applicant for membership.

5.3. MEMBERSHIP APPLICATIONS

To become a member of WAIS:

- (a) A person wanting to become a member shall apply to WAIS on the approved form providing all information required to support the application;
- (b) The Board shall consider and decide whether to approve or reject any application for membership;
- (c) When considering a membership application, the Board may seek clarification of any matter or further information in support of the application, and it may delay its decision to allow for that material to be provided and proceed to consider and decide other applications.
- (d) The Board may refuse to accept a membership application even if the Applicant has applied in writing and complies with all the eligibility requirements under Rule 5.2.

- (e) The Board shall notify the Applicant in writing of the outcome of their membership application as soon as practicable after the decision, but is under no obligation to provide reasons for the decision.

5.4. BECOMING A MEMBER

- (a) An Applicant becomes a member if the:
 - i) Applicant is eligible for membership under Rule 5.2;
 - ii) Applicant applies in writing to WAIS under Rule 5.3(a);
 - iii) Board approves the Applicant's application; and
 - iv) Applicant pays any fees due under Rules 9
- (b) The Applicant immediately becomes a member and is entitled to exercise all the rights and privileges of their membership and shall comply with all of the obligations of membership under the Constitution, when Rule 5.4(a) has been fulfilled.

5.5 CATEGORIES OF MEMBERSHIP

The membership of WAIS shall consist of the following categories of members:

- (a) Member;
- (b) Fellow;
- (c) Honorary Fellow;
- (d) Affiliate;
- (e) Student;
- (f) such new categories of members created in accordance to Rule 5.6;

5.6 CREATION OF NEW MEMBER CATEGORIES

The Board has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable (other than voting rights), even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of members. No new category of membership may be granted voting rights unless the prior approval of the members is first obtained by special resolution at a General Meeting.

5.7 RECORDING MEMBERSHIP IN THE REGISTER

The Secretary shall enter a person's name in the Register within 7 days after the person becomes a member.

6. CONDUCT, LIABILITY AND ENTITLEMENTS OF A MEMBER

6.1. CONDUCT

- (a) WAIS shall have a code of ethics that is binding on all members.
- (b) The prescribed method to manage a complaint based on the Code of Ethics against a member shall be defined in the WAIS By-Laws including any penalties that may apply.

6.2. VOTING RIGHTS

Each Member, Fellow and Honorary Fellow has one vote at a General Meeting of WAIS. Affiliates and Students do not have a vote at a General Meetings of WAIS.

6.3. LIABILITY

- (a) A member is only liable for their outstanding membership fees or levies payable under Rule 9;
- (b) A member is not liable, due to the person's membership, for the liabilities of WAIS or the cost of winding up WAIS.

6.4. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation that a person has because they are a member of WAIS is not capable of being transferred to any other person, and it ends when the person's membership ceases.

7. CEASING TO BE A MEMBER

7.1. ENDING MEMBERSHIP

- (a) A person's membership ends, if the person:
 - i) dies;
 - ii) ceases to be a member under Rule 9.2(c);
 - iii) resigns as a member under Rule 7.2, or
 - iv) is expelled from WAIS under Rule 7.3.
- (b) For one year after a person's membership ends, the Secretary shall keep a record of the date on which the person ceases to be a member and the reason.

7.2. RESIGNING AS A MEMBER

- (a) A member may resign from WAIS by giving written notice of their resignation to the Secretary.
- (b) The resignation of the member takes effect at the time the Secretary, or any other person authorised by the Board to receive the notice, receives the notice or if a later time is stated in the notice, at that later time;
- (c) Any member who resigns remains liable to pay to WAIS any outstanding fees that may be recovered as a debt due to WAIS by the member.

7.3. DISCIPLINING, SUSPENDING OR EXPELLING MEMBERS

- (a) The Board may by resolution; discipline, suspend or expel a member of WAIS if:
 - i) the member refuses or neglects to comply with the Constitution, By-Laws, Code of Ethics or any other commitment undertaken by the member; or
 - ii) the member's conduct or behaviour is detrimental to the interests of WAIS.
- (b) The Board shall maintain and apply a Complaint Management Procedure to deal with a complaint made against a member;
- (c) The Complaints Management Procedure shall be approved by the Board and revised from time to time as appropriate to fulfil its proper function.

8. MEMBERSHIP REGISTER

8.1. REGISTER OF MEMBERS

The Secretary, or a person authorised by the Board from time to time, shall keep and maintain:

- (a) a register of all the members in which will be entered such information as is required under the Act from time to time;
- (b) a record of the names and residential, postal and email addresses of persons who hold office with WAIS.

8.2. INSPECTING THE REGISTER

- (a) The Register shall be kept and maintained at the WAIS office, or at such other place as the Board decides;
- (b) Any member is able to inspect the Register at such time and place as is convenient to WAIS. A member shall contact the Secretary to request to inspect the Register;
- (c) A member must make a request in writing for a copy of the Register;
- (d) The Board may require a member who requests a copy of the Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose relates to the affairs of WAIS;
- (e) WAIS may charge a reasonable fee to the member for providing a copy of the Register, the amount to be determined by the Board from time to time.

8.3. USE OF THE INFORMATION IN THE REGISTER IS PROHIBITED

- (a) The Register may be used by WAIS to further the Objects of WAIS, as the Board considers appropriate;
- (b) A member shall not use or disclose the information on the Register:
 - i) to gain access to information that a member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
 - ii) to contact, send material to WAIS or to a member for the purpose of advertising for political, religious, charitable or commercial purposes, unless the use of the information is approved by the Board, or
 - iii) for any other purpose unless the purpose is directly connected with the affairs of WAIS, or relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

9. MEMBERSHIP FEES

9.1. ENTRANCE FEE

The Board may from time to time determine the amount of the entrance fee to be paid by each member upon joining.

9.2. ANNUAL MEMBERSHIP FEE

- (a) The annual membership fee, and any other fees, levies, charges and other amounts payable by members to WAIS will be as determined by the Board from time to time;

- (b) Any member who has not paid all monies due and payable to WAIS will (subject to the Board's discretion) have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until such time as the monies are fully paid or otherwise in the Board's discretion.
- (c) The Board may cancel the membership of any person for non-payment of fees by the due date by announcement of intent at a general meeting followed by a notice in writing giving the member an additional 2 weeks of grace to pay. If monies are not paid by the closing date of the grace period, membership ceases on that day.

10. NAME, POWERS AND COMPOSITION OF THE MANAGEMENT COMMITTEE

10.1. NAME

The name of the Management Committee is to be known as the Board of WAIS.

10.2. POWERS OF THE BOARD

Subject to the Act and this Constitution, the Board will manage the business of WAIS and exercise the powers of WAIS. The Board will:

- (a) act on all issues in accordance with the Objects and shall operate for the collective and mutual benefit of WAIS and the profession of surveying throughout Western Australia;
- (b) determine major strategic directions of WAIS and review the performance of WAIS in achieving its strategic plan objectives.

10.3. COMPOSITION OF THE BOARD

- (a) The Board is to consist of:
 - i) The office holders of WAIS who are the President, Vice-President, Treasurer and Secretary; and
 - ii) Up to 6 other general Board members; and
 - iii) Any ex-officio Board members as appointed by the Board of WAIS in accordance with Rule 10.4.
 - iv) The Immediate Past President may be an ex-officio board member.
- (b) All Board members must be members of WAIS and meet the requirements of Section 39 of the Act;
- (c) A person shall not be entitled to hold more than one of the positions as set out in Rule 10.3(a)i) at any time unless by unanimous and recorded agreement of the Board.

10.4 EX-OFFICIO BOARD MEMBERS

The WAIS Board may at their discretion appoint additional members who have been selected to represent WAIS in any official capacity as ex-officio members of the Board. These may include representatives on the Land Surveyors Licencing Board and subcommittee members.

11. RESPONSIBILITIES OF BOARD MEMBERS

11.1. CONDUCT AND CONFLICT OF INTEREST

- (a) A Board member shall:
 - i) exercise their powers and discharge their duties in good faith, with a degree of care, diligence and in the best interests of WAIS;
 - ii) not improperly use information obtained or their position to gain an advantage for themselves or another person, or cause detriment to WAIS.
- (b) A Board member having any material personal interest in a matter being considered at a Board meeting shall:
 - i) as soon as they become aware of that interest, disclose the nature and extent of their interest to the Board; and
 - ii) not be present while the matter is being considered at the Board or vote on the matter.
- (c) Rule 11.1(b) does not apply in respect of a material personal interest that:
 - i) exists only because the Board member belongs to a class of persons for whose benefit WAIS is established; or
 - ii) the Board member has in common with all, or a substantial proportion of, the members of WAIS.
- (d) The Secretary shall record every disclosure made by a Board member under Rule 11.1(b) in the minutes of the Board Meeting at which the disclosure is made;
- (e) No Board member shall make any public statement or comment or cause to be published any words or article concerning the conduct of WAIS unless the person is authorised by the Board to do so and such authority is recorded in the minutes of the Board meeting.

11.2. RECORDING OF OFFICE HOLDERS

- (a) The Secretary or a person authorised by the Board from time to time shall maintain a record of office holders.
- (b) The record of office holders shall include:
 - i) the full name of each office holder;
 - ii) the office held and the dates of appointment and (if applicable) cessation of the appointment; and
 - iii) a current contact postal, residential or email address of each office holder.
- (c) The record of office holders shall be kept and maintained at the WAIS office, or at such other place as the Board decides.
- (d) The record of office holders shall be available for inspection at such time and place as is convenient to the Secretary.

12. APPOINTING BOARD MEMBERS

12.1. APPOINTMENT TO THE BOARD

Board members are appointed to the Board of WAIS by:

- (a) Election and announcement at an AGM; or

- (b) Appointment to fill a casual vacancy under Rule 13.3; or
- (c) Appointed by the Board under Rule 10.4.

12.2. NOTICE SEEKING NOMINATIONS

At least 35 days prior to the date of the Annual General Meeting (excluding the meeting date) in each year, the Secretary will send to each member a notice seeking nominations for the positions on the Board for which an election is to be held, and call on members to nominate a WAIS member for election to the Board.

12.3. LODGEMENT OF NOMINATIONS

Following service of the Notice Seeking Nominations, any WAIS member desiring to nominate for election to the Board will lodge with WAIS within 10 days of the date of the notice a duly completed nomination form, signed by the person who is the candidate for election and countersigned by another member.

12.4. VOTING PROCEDURE FOR ELECTION OF BOARD MEMBERS

- (a) At least 21 days prior to the date of the Annual General Meeting, each member entitled to vote will be forwarded a Notice of Candidates for Election and a Voting Form.
- (b) If there are only the required number of candidates for any position on the Board, or no candidate for a position, then the Notice of Candidates for Election will specify the position in that regard.
- (c) Subject to Rule 12.4 (b) the Notice of Candidates for Election will:
 - i) specify the number of positions on the Board for which an election is required to be held;
 - ii) specify the names of each candidate for election;
 - iii) incorporate, if supplied by a candidate, the written statement relating to the candidate which a candidate is entitled to furnish;
- (d) The Notice of Candidates for Election and the Voting Form will be in a format approved by the Board;
- (e) The Board will appoint a Returning Officer to determine the results of the election and advise the Board of the successful candidates;
- (f) Each member desiring to vote for the election of a Board member will complete and return the Voting Form to the Returning officer of WAIS no later than 5.00pm, 10 days prior to the Annual General Meeting (excluding the day of the meeting).
- (g) At the Annual General Meeting of WAIS, the Chair of the Annual General Meeting will announce the result of the election of the Board.

12.5. TERM OF APPOINTMENT OF ELECTED BOARD MEMBERS

- (a) Elected Board members will serve on the Board in accordance with this Constitution for a term of two years, or to the second AGM after appointment, whichever is the earlier.
- (b) To ensure rotational terms:
 - i) the President, Treasurer and 3 members of the Board will be elected in alternate years; and

- ii) the Vice President and Secretary and 3 members of the Board will be elected in alternate years.
- (c) No Elected Board member shall serve more than 2 consecutive full terms in the same office without the unanimous approval of the Board.

13. BOARD MEMBER VACANCIES

13.1. BOARD MEMBERSHIP CEASES

In addition to the circumstances in which the office of a Board member becomes vacant by virtue of the Act, the office of a Board member becomes vacant if the Board member:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement with his or her creditors generally;
- (c) becomes of unsound mind, or a person whose estate is liable to be dealt with in any way under the law relating to mental health;
- (d) resigns his or her office in writing to WAIS;
- (e) is absent without the consent of the Board from three consecutive meetings of the Board;
- (f) without the prior consent or later ratification of the Board holds, any office of profit under WAIS;
- (g) is removed from office by a Special Resolution of the Board under Rule 13.2; or
- (h) would otherwise be prohibited from being a director of a corporation under the *Corporations Law* or is disqualified from office under the Act.

13.2. REMOVAL OF A BOARD MEMBER

A Board member, before the expiration of his or her term of office may be removed by Special Resolution at a General Meeting. If a Board member is so removed, the office of the Board member becomes vacant and shall be filled in accordance with the procedure set out in Rule 13.3.

13.3. CASUAL VACANCIES

- (a) In the event of a casual vacancy in the position of a Board member, WAIS may call for nominations within 21 days of the casual vacancy occurring and may appoint an individual to the vacant position. The person so appointed may continue in the position up to the next Annual General Meeting at which time the appointment may be extended to the date that the position would otherwise have expired.
- (b) In the event insufficient nominations are received for the vacant positions as advised to members by WAIS prior to the AGM, then a casual vacancy occurs and may be filled in accordance to Rule 13.3(a), or by nomination from the floor of a general meeting;
- (c) If a casual vacancy arises within 3 months of the next Annual General Meeting, the casual vacancy need not be filled and nominations in accordance with Rule 13.3(a) need not be called for.

13.4. REMAINING BOARD MEMBERS MAY ACT

In the event of a casual vacancy or vacancies in the position of a Board member, the remaining Board members may act as the Board, but if the number of remaining Board members is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Board members to a number sufficient to constitute such a quorum in accordance with Rule 14.6.

14. BOARD MEETINGS

14.1. BOARD TO MEET

- (a) The Board shall meet as on at least 6 occasions per calendar year for the dispatch of business and subject to these Rules may adjourn and otherwise regulate their meetings as they think fit.
- (b) The Secretary shall, upon the request of three (3) or more Board members, convene a meeting of the Board within 7 days.

14.2. DECISIONS OF BOARD

Each Board member will have one vote at Board meetings. A resolution of the Board must be passed by a majority of votes of the Board members present at the meeting and entitled to vote on the resolution. In the case of an equality of votes, the Chair shall have a casting vote.

14.3. VALIDITY OF BOARD MEMBERS' ACTS

All acts done by any meeting of the Board or of a committee or by any person acting as a Board member are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Board member or person so acting, 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 Board member.

14.4. WRITTEN RESOLUTION

The Board may pass a resolution without a Board meeting being held if a majority of the Board members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate documents may be used for signing by Board Members if the wording of the resolution and statement is identical in each copy. The resolution is passed when a majority of the Board Members in favour of the resolution sign the document and return their respective signed copies to the Secretary.

14.5. MANNER OF HOLDING MEETINGS

A Board meeting may be called or held using any technology consented to by all the Board members. The consent may be a standing one. A Board member may only withdraw his or her consent within a reasonable period before the meeting.

14.6. QUORUM

The quorum for a Board meeting is 50% plus 1 of the number of Board members, and the quorum must be present at all times during the meeting.

14.7. NOTICE OF BOARD MEETINGS

Unless all Board members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than 4-days oral or written notice of the meeting of the Board shall be given to each Board member by the Secretary. The agenda shall be forwarded to each Board member not less than 3 days prior to such meeting.

14.8. VALIDITY OF BOARD DECISIONS

A procedural defect in decisions taken by the Board shall not result in such decision being invalidated.

14.9. CHAIR OF BOARD MEETING

The President will chair Board meetings. If the President is not available, the Vice President will chair the meeting. If the President and Vice President are not there, the Board must elect a Board member present to chair meeting or part of it.

15 DELEGATION

- (a) The Board may, by an instrument in writing, create or establish or appoint from among its own Board members, the members or otherwise, committees, working groups, individual officers or consultants to carry out such duties and functions, and with such delegated powers, as the Board determines.
- (b) Despite any delegation under this Rule, the Board may continue to exercise all its functions, including any function that has been delegated and remains responsible for the exercise of those functions at all times.
- (c) The Board may by an instrument in writing extinguish any delegation given to committees, working groups, individual officers or consultants to carry out such duties and functions.

16 GENERAL MEETINGS

16.1 ANNUAL GENERAL MEETING

There will be a minimum of one General meeting each year, which will be treated as the AGM of WAIS and must comply with the requirements of the Act. The Board will determine the date, time and venue of the General Meeting.

16.2 NOTICE OF MEETING

At least 21 days written notice of every General Meeting will be given to every member (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given). The notice must:

- (a) set out the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
- (b) state the general nature of the meeting's business;
- (c) advise if a Special Resolution is proposed at the meeting and if so the Notice will set out the intention to propose the Special Resolution and that resolution;

16.3 PLACE OF MEETING

A General Meeting may be held at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

16.4 BUSINESS OF GENERAL MEETINGS

- (a) The Business to be transacted at the Annual General Meeting shall include the consideration of accounts, the reports of the Board and auditor, the election of Board members, and announcement of new Fellows or Honorary Fellows;
- (b) All business transacted at a General Meeting, and at an Annual General Meeting, with the exception of those matters referred to in Rule 16.4 (a) will be special business;
- (c) No business other than that stated on the notice of the meeting will be transacted at a general meeting.

16.5 QUORUM FOR GENERAL MEETINGS

- (a) Ten percent of members who are entitled to vote under these Rules at a General Meeting and present in person or by proxy will constitute a quorum for the conduct of business at a General Meeting.
- (b) Subject to Rules 16.5(c) and 16.5(d), no business is to be conducted at a General Meeting unless a quorum of members entitled to vote under these Rules is present at the time when the meeting is considering that item.
- (c) If, within half an hour of the time appointed for the commencement of a General Meeting, a quorum is not present:
 - i) in the case of a Special General Meeting, the meeting lapses; or
 - ii) in the case of an AGM, the meeting is to stand adjourned to:
 - a. the same time and day in the following week; and
 - b. the same place unless another place is specified by the Chair at the time of the adjournment or by written notice to the members given before the day to which the meeting is adjourned.
- (d) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the members present are to constitute a quorum.

16.6 CHAIR OF THE GENERAL MEETING

The President, or in the President's absence, the Vice President is to Chair each General Meeting. If the President and the Vice President are absent or unwilling to act, the remaining Board members shall choose one of their number to Chair the General Meeting.

16.7 ADJOURNMENT OF GENERAL MEETINGS

- (a) The Chair of a General Meeting, at which a quorum is present, may adjourn the meetings from time to time and place to place with the consent of a majority of members present at the meeting.
- (b) No business is to be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (c) When a General Meeting is adjourned for 28 days or more, the Secretary shall give notice of the adjourned meeting in accordance with Rules 16.5 as if that General Meeting was a new General Meeting.

17 SPECIAL GENERAL MEETINGS

17.1 SPECIAL GENERAL MEETING

- (a) The Board may at any time convene a Special General Meeting of WAIS;
- (b) The Board shall convene a Special General Meeting of WAIS within 28 days after receiving a written request to do so from at least 20 per cent of the total number of members. The Notice of the Special General Meeting shall be given to each member in accordance to the requirements of Rule 16.2.

17.2 REQUEST FOR SPECIAL GENERAL MEETINGS

- (a) The request for a Special General Meeting shall state the object(s) of the meeting and be signed by the members making the request under Rule 17.1 (b) and be sent to WAIS. The request may consist of several documents in a like form, each signed by one or more of the members making the request.
- (b) If the Board does not cause a Special General Meeting to be held within 28 days after the date on which the request is sent to WAIS, the members making the request, or any of them, may convene a Special General Meeting to be held not later than 21 days after that date.
- (c) A Special General Meeting convened by the members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.
- (d) If the Board receives a written request to convene a Special General Meeting under these Rules within the 28 day period before the AGM, the Board may deal with the matters set out in the request or notice of appeal at the AGM.

18 MAKING DECISIONS AT GENERAL MEETINGS

18.1 SPECIAL RESOLUTIONS

- (a) This Constitution must not be altered except by Special Resolution in accordance with the Act and in compliance with all other procedures under the Act (if any);
- (b) Notice of a Special Resolution shall in accordance to Rule 16.2;
- (c) If notice is not given in accordance with Rule 16.2, the Special Resolution will have no effect;
- (d) A Special Resolution shall be passed at a General Meeting at which there is a quorum and must be supported by the votes of not less than seventy five percent of the members present, in person or by proxy, and eligible to cast a vote at the meeting.

18.2 ORDINARY RESOLUTIONS

Subject to these Rules an Ordinary Resolution shall be passed at a General Meeting at which there is a quorum by the majority vote of members present, in person or by proxy, and eligible to cast a vote at the meeting.

18.3 VOTING AT MEETINGS

- (a) Unless a General Meeting is being held electronically, a resolution put to the vote at a General Meeting must be decided on a show of hands or in the case of an electronic meeting verbally, unless a poll is demanded. Where a General Meeting is being held electronically voting shall be verbal unless otherwise ruled by the Chair;
- (b) In the case of an equality of votes at a General Meeting, the Chair of the meeting is entitled to exercise a second or casting vote.
- (c) A member or their proxy is not entitled to vote at any General Meeting of WAIS unless all money due and payable by the member or their proxy to WAIS has been paid in accordance with Rule 9;
- (d) Only Members, Fellows and Honorary Fellows can vote;
- (e) A member is only entitled to vote at a General Meeting if the member's name is recorded in the Register as at the date the notice of the General Meeting was sent out.

18.4 POLL

A poll demanded by at least three members present and entitled to vote on the resolution or by the Chair of the General Meeting must be conducted. The poll may be demanded before a vote is taken or before the voting results on a show of hands are declared, or immediately after the voting results on a show of hands are declared.

18.5 PROXIES

- (a) Each member is entitled to appoint in writing, a natural person who is also a member of WAIS to be the member's proxy, and to attend and vote on the member's behalf at any General Meeting of WAIS.
- (b) Written notice of the proxy shall be given to the Secretary before the commencement of the meeting in respect to whom is appointed as the proxy.

18.6 RECORDING OF DETERMINATIONS

Unless a poll is demanded under Rule 18.4, a declaration by the Chair of the General Meeting that a resolution has, on a show of hands, or in the case of an electronic meeting verbally, been carried, or carried unanimously, or lost, is conclusive evidence of the result, provided that the declaration reflects the show of hands or electronic determination. Neither the Chair nor the minutes need state the number or proportion of the votes recorded in favour or against.

19 BOOKS OF WAIS

19.1 CUSTODY OF THE BOOKS OF WAIS

- (a) Except as otherwise decided by the Board from time to time, the Secretary must establish and maintain proper records and minutes of all transactions, business, meetings and dealings of WAIS and the Board, and produce these as appropriate at each Board meeting or General Meeting.
- (b) Except as otherwise decided by the Board from time to time, the Secretary shall keep in their custody or under their control all of the Books of WAIS (as defined in Rule 2.1). The Board may from time to time direct that certain Financial Records be kept under the custody or control of the Treasurer.
- (c) The Books of WAIS shall be retained for at least 7 years.

19.2 INSPECTING THE BOOKS OF WAIS

- (a) Subject to these rules, a member is able to inspect the Books of WAIS free of charge at such time and place as is mutually convenient to WAIS and the member by contacting the Secretary.
- (b) The member may copy details from the Books of WAIS but has no right to remove the Books of WAIS for that purpose.

19.3 PROHIBITION ON USE OF INFORMATION IN THE BOOKS OF WAIS

A member shall not use or disclose information in the Books of WAIS except for a purpose that is directly connected with the affairs of WAIS or related to the provision of the information to the Commissioner in accordance with a requirement of the Act.

19.4 RETURNING THE BOOKS OF WAIS

Outgoing Board members are responsible for transferring all relevant assets and Books of WAIS to the new Board within 7 days of ceasing to be a member of the Board.

20 CONSTITUTION OF WAIS

- (a) WAIS will take reasonable steps to ensure that this Constitution is amended from time to time so as to be generally in conformity with future amendments of the Act, and subject to such variations as the Board consider being necessary or appropriate.
- (b) This Constitution can only be altered by Special Resolution in accordance with the Act and in compliance with all other procedures under the Act.

21 BY LAWS OF WAIS

- (a) The Board may from time to time, as circumstances dictate, formulate, interpret, adopt, make, alter and amend By-Laws for the proper development, management and administration of WAIS to best achieve WAIS objects, as it thinks necessary or desirable.
- (b) The By-Laws are to be consistent with this Constitution and all policy directives of the Board, and are binding on all members.

- (c) Any By-Laws so made will be valid unless disallowed or amended by a Special Resolution of the members.
- (d) The Secretary must bring to the notice of the Board, all By-Laws and any formulation, interpretation, amendment, alteration and repeal of them.

22 WAIS SEAL

22.1 SAFE CUSTODY OF SEAL

The Secretary shall provide for safe custody of the Seal.

22.2 AFFIXING SEAL

The Seal shall only be used by authority of the Board and every document to which the Seal is affixed shall be signed by 2 Board members or a Board member and the Secretary. The Secretary shall keep a copy of all documents the Seal is affixed to and a register of the documents.

22.3 BOARD MEMBER'S INTEREST

A Board member may not sign a document to which the Seal of WAIS is fixed where the Board member is interested in the contract or arrangement to which the documents relate.

23 FINANCIAL MATTERS – FUNDS AND ACCOUNTS

23.1 SOURCE OF FUNDS AND APPLICATION OF INCOME

- (a) The funds of WAIS may be derived from entrance fees, and annual membership fees of members, donations, fund raising activities, grants, interest and any other sources approved by the Board.
- (b) WAIS is a “not for profit” association and the income and property of WAIS must be applied solely towards the promotion of the Objects.
- (c) Except as prescribed in this Constitution:
 - i) no portion of the income or property of WAIS may be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any member; and
 - ii) No remuneration or other benefit in money or money's worth shall be paid or given by WAIS to any member who holds any office of WAIS.
- (d) Nothing contained in Rules 23.1 (b) or (c) shall prevent payment in good faith to any member for:
 - i) any services actually rendered to WAIS, whether as an employee or otherwise;
 - ii) goods supplied to WAIS in the ordinary and usual course of business;
 - iii) interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the 'Cash Rate Target' plus 3 percent from time to time on money borrowed from any member;
 - iv) the payment of reasonable and proper rent by WAIS to a member for premises leased by the member to WAIS;

- v) the reimbursement of any out of pocket expenses incurred by any member or any Board member on behalf of WAIS;
- vi) any other reason approved by the Board;

provided that any such payment to a Board member, except for out of pocket expenses as per subclause 23.1(d)(v), must be approved by a WAIS general meeting, and that any payments under this rule do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

23.2 CONTROL OF FUNDS

- (a) The Treasurer must open one or more accounts in the name of WAIS with a financial institution from which all expenditure of WAIS is made, and into which all funds received by WAIS are deposited without deduction.
- (b) Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of WAIS.
- (c) The Board may from time to time authorise the Treasurer or another member, to expend funds on behalf of WAIS within an approved budget, or up to a specified limit, without requiring separate approval from the Board for each item and occasion on which the funds are expended. Otherwise all expenditure must be approved by the Board.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of WAIS must be signed by at least 2 Board members from a pool of signatories authorised by the Board. The Treasurer must be made aware at all times of all items of expenditure made on behalf of WAIS.
- (e) The Treasurer will ensure that all funds of WAIS are deposited into WAIS's accounts within 5 working days after they are received, and that receipts are issued where requested, or where required by the Board.
- (f) Except as provided in sub-rule (a) (b) and (c), no member or Board member can commit WAIS to any expenditure without Board approval.

23.3 FINANCIAL STATEMENTS AND FINANCIAL REPORTS

- (a) For each financial year, the Board must ensure that the requirements imposed on WAIS under Part 5 of the Act relating to the financial statements or financial report of WAIS are met;
- (b) Without limiting sub-rule (a), those requirements include the:
 - i) preparation of the financial statements;
 - ii) review of the financial statements or financial report, as applicable; and
 - iii) presentation to the members at the AGM the financial statements.

23.4 FINANCIAL RECORDS

WAIS shall keep Financial Records that correctly record and explain its transactions, financial position and performance, and enable true and fair financial statements to be prepared in accordance with Part 5 of the Act. WAIS shall retain its Financial Records for at least 7 years after the transactions covered by the records are completed.

24 RESOLVING DISPUTES

24.1 DISPUTES ARISING UNDER THE RULES

- a) The grievance procedure set out in this Rule applies to disputes under these Rules between:
 - i) a member and another member; or
 - ii) a member and WAIS; or
 - iii) if WAIS provides services to non-members, those non-members who receive services from WAIS, and WAIS.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

24.2 MEDIATOR

- (a) The mediator must be a person chosen by agreement between the parties or in the absence of agreement-
 - i) in the case of a dispute between a member and another member, a person appointed by the Board of WAIS;
 - ii) in the case of a dispute between a member or relevant non-member and WAIS, a person who is a mediator appointed to, or employed with, a not for profit organisation;
 - iii) the mediator cannot be a member who is a party to the dispute;
- (b) The mediator, in conducting the mediation, must-
 - i) give the parties to the mediation process every opportunity to be heard;
 - ii) allow due consideration by all parties of any written statement submitted by any party;
 - iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process;
 - iv) not determine the dispute;
 - v) be confidential and without prejudice;
- (c) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

25 CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY

- (a) WAIS may cease its activities and have its incorporation cancelled in accordance with the Act if the members resolve by Special Resolution that WAIS will:
 - i) apply to the Commissioner for cancellation of its incorporation; or
 - ii) appoint a liquidator to wind up its affairs.
- (b) If upon the winding up or dissolution of WAIS under Rule 25(a) and Part 9 of the Act, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be given to or distributed amongst the members, or former members;
- (c) Upon cancellation of WAIS, the Surplus Property shall be distributed to an incorporated association under the Act as directed by resolution of the members of WAIS before its cancellation;
- (d) If for any reason a proper resolution to direct the distribution of Surplus Property does not exist it shall be distributed to a Western Australian university that confers a degree in surveying, or to an Australian university that confers a degree in surveying, if one does not exist in Western Australia, for the purpose of establishing a fund to provide scholarships to postgraduate students of surveying.

26. EFFECT OF THESE RULES

These Rules come into effect and will supersede and replace any previously existing constitutions, rules and orders of WAIS, unless otherwise provided for in this Constitution and will remain in force until amended.

27. TRANSITIONAL ARRANGEMENTS

The current Management Committee will become the Board of WAIS on the effective date of the revised constitution when advised by the Commissioner.

The WAIS Board at its first meeting will:

- (a) select those Board members who shall require re-election in alternate years; and
- (b) request the Secretary to advise all members of WAIS of the outcome.

END OF DOCUMENT

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