

NEW SOUTH WALES
ASSOCIATIONS INCORPORATION ACT, 1984

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

March 2005

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APPENDIX A - Code of Ethics

**RULES 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.

2. **REGISTERED OFFICE**

The registered office of the Association shall be situated at Level 6, 321 Pitt 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 promote amongst members a recognition of the needs and aspirations of the community and to promote for the benefit of the community in general the advancement of education in the art, science, technology, profession and practice of surveying and its associated callings including management of spatial information.
- 3.2 To maintain and promote the Code of Ethics as advised to members from time to time after due consultation with members.
- 3.3 To initiate, promote and preserve the interests and status of the profession of consulting surveying and spatial information and generally to represent and advance the profession and, in particular, the members.
- 3.4 To encourage the maintenance and development of members' technical skills and professional practice and to co-operate with other Associations and organisations having similar objectives.
- 3.5 To promote amongst the community and members the selection of consulting surveyors on merit.
- 3.6 To co-operate with the Institution of Surveyors NSW Inc. and others in recommending conditions of engagement.
- 3.7 To advance and protect the interests of members as employers in relation to any industrial matter.
- 3.8 To hold meetings and provide facilities for the reading of papers, the delivery of lectures and the holding of discussions and debate upon subjects relating to surveying and associated callings.
- 3.9 To facilitate the interchange of ideas with respect to surveying and its associated callings and to provide for the publication, dissemination and acquisition of information connected with such matters.
- 3.10 To promote and foster projects and activities which are in the interest of the surveying profession generally or in the interests of the members in particular.
- 3.11 To conduct or arrange competitions and provide or contribute towards the provisions of prizes, awards and distinctions in connection therewith PROVIDED that no member shall receive any prize, award or distinction of monetary value, except as a successful competitor at any competition held or promoted by the Association.

- 3.12 To establish, form and maintain a library or collection of recorded information, books, models, designs, drawings and other articles of interest connected with surveying or its associated callings for the benefit of members and the community.
- 3.13 To conduct research, promote, develop and advance the scientific and technical aspects of any matters appertaining to surveying and associated callings.
- 3.14 To collect, record, distribute, publish and disseminate information and statistics of any kind on matters relating to, connected with, affecting or useful to surveyors.
- 3.15 To purchase, hire, acquire, or sell any lands, buildings, or property, and any rights or privileges which may be necessary for the use in connection with, any of the objects of the Association.
- 3.16 To undertake and execute any trusts which may seem to the Association to be conducive to any of its objects.
- 3.17 To invest and deal with the moneys of the Association not immediately required for its purposes in securities or property as may be thought fit, subject always to conditions and consents as may be required by law.
- 3.18 To construct, improve, maintain, develop, manage, carry out or control any houses, buildings, works or convenience which may seem calculated, either directly or indirectly, to advance the interests of the Association and to contribute to, or otherwise assist, and take part in the construction, improvement, maintenance, development, management or control thereof.
- 3.19 To borrow or raise or secure the payment of money in such manner as the Association may think fit and to secure the same for the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charge upon all or any of the Association's property (both present and future), and to purchase, redeem or pay off any such securities.
- 3.20 To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- 3.21 To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- 3.22 To accept any gift of property, whether subject to any trust or not, but subject to the proviso that in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as is allowed by law.
- 3.23 To consider from time to time any existing or proposed legislation or regulation of the State of New South Wales or the Commonwealth of Australia affecting members and to seek amendments thereto or repeal thereof.
- 3.24 To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Association's objects, or any authority any rights, privileges and concessions which the

Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges, and concessions.

- 3.25 In furtherance of the objectives of the Association to amalgamate with any company, institution, society or association having objectives altogether, or in part, similar to those of the Association and which shall prohibit the distribution of its income and property among its members.
- 3.26 To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen, and other persons as may be necessary or convenient for the purposes of the Association.
- 3.27 To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association PROVIDED THAT the Association shall not support with its funds, any object, or endeavour to impose on, or procure, to be observed by its members or others, any regulation, restriction or condition which if an object of the Association would make it a trade union.
- 3.28 To encourage the promotion of the personal responsibility of members.

4. INTERPRETATION

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

- 4.1 "Act" means the Associations Incorporation Act, 1984.
- 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 "Executive Officer" means the person appointed by the Executive under these Rules as the 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, 1999.
- 4.8 "Surveying" means any activity defined in the FIG publication No. 2 1991 "Definition of a Surveyor".
- 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 Rules 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 Sustaining Member.
- 5.3 Retired Member.
- 5.4 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; or
- 6.1.2 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 **Sustaining Member**

- 6.3.1 A Sustaining Member 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 Sustaining Members shall be provided with such recommendations to Members and facilities for advertising as the Executive shall determine.
- 6.3.3 Sustaining Members 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 Sustaining Members shall each be reviewed annually by the Executive to determine whether or not they will be invited to renew membership for another year. Any sustaining member 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 Executive Officer.
- 7.2 As soon as practicable after receiving an application for membership, the 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 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 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 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 Sustaining Member 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, Sustaining Member, 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, Sustaining Member, Retired Member or Honorary Member.

10. **RESIGNATION**

- 10.1 A Member or Sustaining Member 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 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 Sustaining Member ceases to be a Member pursuant to Rule 10.1, the 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 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 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 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 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 Executive Officer a notice of appeal.
- 15.2 Upon receipt of a notice from a Member under Rule 15.1, the 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 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 chairman;
 - 16.1.2 the treasurer,
 - 16.1.3 the vice-chairman; and
 - 16.1.4 the immediate past chairman.
- 16.2 The chairman of the Association for any year shall be elected by the Executive prior to the expiration of the immediately preceding year. If the chairman 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 chairman.

- 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-chairman who shall hold office as such for that year.
- 16.4 Where so invited the chairman 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 these Rules and any resolution passed by the Association in General Meeting.
- 17.2 The Executive shall consist of:-
- 17.2.1 the Chairman, the Vice Chairman, the Treasurer and the Immediate Past Chairman 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 chairman, the immediate past chairman 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, subject to Rule 17.9, 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 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 all meetings of the Executive held during a period of six (6) months.
- 17.8 If, following an Annual General Meeting, there is no person holding the position of Immediate Past Chairman, there shall be deemed to be a casual vacancy in the membership of the Executive and Rule 17.6 shall apply and if that appointee has already been an elected member of the Executive for the preceding six consecutive years that appointee may serve an additional one or two years but not for longer than the incumbent chairman.
- 17.9 No member of the Executive shall hold office for more than six (6) consecutive full years PROVIDED THAT the person who is chairman may serve on the Executive for the seventh year if re-elected. A person shall in no case serve as chairman for more than two (2) consecutive years.
- 17.9.1 Any member of the Executive having served as a chairman in their sixth or seventh year, may be eligible to serve on the Executive for a maximum of two further years in the position of Immediate Past Chairman while so ever their successor retains the position of Chairman.
 - 17.9.2 Notwithstanding Rule 17.9, 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.
 - 17.9.3 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.
 - 17.9.4 An APPOINTEE MEMBER appointed to the Executive under Rule 17.9.2 shall have the right to participate as an Executive member.
 - 17.9.5 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 Chairman 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 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. **EXECUTIVE OFFICER AND STAFF**

- 19.1 The Executive shall appoint a natural person to the position of Executive Officer.
- 19.2 The 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 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 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 chairman.
- 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 chairman or, in the chairman's absence, the vice-chairman shall preside; or
 - 20.8.2 If the chairman and the vice-chairman 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 The Chairman is an ex-officio member of any sub-committee.

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.
- s22.4 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 10% 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 be posted to each member not later than fourteen (14) days prior to the meeting date; and
 - 23.3.2 state the business of the meeting; and
 - 23.3.3 state the date, time and place of the meeting.
- 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 chairman 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 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
 - 23.5.7 to consider, subject to the chairman's approval, but not to vote upon items of general business not included in the notice of meeting.
- 23.6 A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Executive Officer who shall include that business in the next notice calling a General Meeting after receipt of the notice from the member.
- 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 Ten (10) 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 chairman, or in the chairman's absence the vice-chairman, shall preside at each General Meeting of the Association.
 - 23.8.2 If the chairman and the vice-chairman 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 chairman 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 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 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. **RULE AND OBJECT CHANGES**

25.1 These Rules, 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. **COMMON SEAL**

- 28.1 The common seal of the Association shall be kept in the custody of the Executive Officer.
- 28.2 The common seal shall not be affixed to any instrument except by the authority of the Executive, and the affixing of the common seal shall be attested by the signatures of any two of the office bearers.

29. **BOOKS**

- 29.1 Except as otherwise provided by these Rules, the Executive Officer shall keep custody and control of all records, and documents relating to the Association.
- 29.2 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 Executive Officer on completion of the sub-committee's business.
- 29.3 The records, and documents of the Association shall be open to inspection, free of charge, by a Nominee during normal business hours.

30. **WINDING UP**

- 30.1 The Association may be wound up in accordance with the Act (Winding up and Cancellation of Incorporation)

31. **SERVICE OF NOTICES**

- 31.1 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.
- 31.2 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.

APPENDIX A

CODE OF ETHICS

Ethics are rules of conduct based on honesty, justice and courtesy. To merit the trust of the community, the respect of colleagues and the support of the Association, members are required to comply with the Code of Ethics.

- 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 profession and shall conform to the Association's decisions on questions of ethics and conduct.
- 3 A Member shall accept full responsibility for professional advice and work performed and shall discharge duties with integrity to clients.
- 4 A Member shall not undertake professional responsibilities beyond the Member's competence or authority nor allow employees to do so.
- 5 A Member shall endeavour to advance the science and practice of surveying and the objects of the Association shall ensure that all principals and employees continue their professional development throughout their career and encourage the development of subordinates.
- 6 A Member shall not reveal facts, data or information obtained in a professional capacity, which are personally identifiable, without the prior consent of the client except as required by law.
- 7 A Member or a Member's representative when acting as a consultant or holding public office shall perform the duties impartially without fear or favour.
- 8 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 circumstances and receiving approval from all interested parties.
- 9 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.
 - Accepting a fee which would preclude the member from providing adequate and appropriate professional service.
 - Advertising in a fraudulent or misleading manner or in any other way not in the public interest.