



Australian Property Institute

Constitution

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Amendments to:

- Clause 1.1 Amend definition of Approved Professional Experience by deleting reference to Technical Associate
- Clause 1.1 Insert definition for 'Endorsed Course'
- Clause 1.1 Amend definition of Office Holder by splitting meaning between National Council and Divisional Council and inserting National Councillor to Divisional Council meaning.
- Clause 4.3.1 Amend by requiring any further re-appointment to be approved by National Council.
- Clause 6.2.1 Amend by deleting reference to Technical Associate and replacing with Provisional Member
- Clause 7.1.1 Amend by deleting reference to Technical Associate and replacing with Provisional Member
- Clause 7.1.2 Amend by limiting full voting rights to Life Fellow, Fellow, Associate, Graduate and Provisional Associate.
- Clause 7.1.3 New Clause limiting voting rights of Provisional Members to Divisional level.

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Clause 1: Interpretation

1.1 Definitions

'**Accredited Course**' means a degree (UG 1) or tertiary qualification approved by the National Council on the recommendation of the National Education Committee as satisfying the academic entry requirements for Membership of the Institute.

'**Accredited Postgraduate Qualification**' means a masters degree or post graduate diploma or graduate certificate or its equivalent (PG 1), approved by the National Council on the recommendation of the National Education Committee as satisfying academic entry requirements for Membership of the Institute.

'**Act**' refers to the Associations Incorporations Act 1985 of South Australia.

'**Admonish**' means to advise a Member in accordance with the By Laws that he has transgressed the provisions of the Institute's Constitution, By Laws or Fundamental Rules.

'**Affiliate**' means a person affiliated with the Institute under Clause 7.3 of the Constitution.

'**Annual General Meeting**' means:

- a. when it refers to the Annual General Meeting of a Division - an ordinary general meeting held each year not later than 15 March at a time and place appointed by the Divisional Council;
- b. when it refers to the Annual General Meeting of the Institute - an ordinary general meeting held not before 16 March and no later than 31 May of each year at a place determined by the National Council.

'**Approved Professional Experience**' means either:

- a. experience gained outside a course of study in property and/or plant and machinery valuation professions under the supervision of a:
 - (i) Life Fellow, Fellow or Associate of the Institute; or
 - (ii) Licensed or Registered Valuer of any State or Territory of Australia, at the discretion of a Divisional Council.OR
- b. experience gained outside a course of study in the property and/or plant and machinery valuation professions including overseas experience of a nature, which satisfies the Divisional Council.

'**By Laws**' means By Laws made by the National Council under Clause 4.14 of the Constitution.

'**Comparable property professional association**' means any body or association that is listed in Schedule 1 to the By Laws or may be added to that list by special resolution of the National Council.

'**Constitution**' means the Constitution of the Australian Property Institute.

'Continuing Professional Development' (CPD) is the systematic maintenance, improvement and broadening of knowledge and skills and the development of personal qualities necessary for the execution of professional and technical duties throughout the practitioner's working life.

'Division' means a division of the Institute established under Clause 5 of the Constitution.

'Divisional Council' means a council established under Clause 6 of the Constitution to manage the affairs of a Division.

'Divisional Councillor' means a member of a Divisional Council.

'Divisional Director' means the person appointed under the By Laws to administer the affairs of a Divisional Council and has the same meaning as "Executive Officer".

'Endorsed Course' means an API accredited degree, partially accredited degree, post graduate qualification, recognised TAFE qualification and an Institute approved qualification pathway.

'Ex-Officio' shall mean that the Councillor has been made a member of a Council by reason of holding another office in the Institute and that person will have equal rights with every other member of that Council to speak, stand for office, propose motions, vote and be counted as present for the purposes of a quorum.

'Executive Officer' means the person appointed under the By Laws to administer the affairs of a Divisional Council and has the same meaning as "Divisional Director".

'Extraordinary General Meeting' means any General Meeting of the Institute or a Division, which is not an Annual General Meeting.

'Extraordinary Resolution' means a resolution passed by a majority of at least two-thirds of Members who are entitled to vote and who vote in respect of the resolution.

'Fundamental Rules' means the rules contained in Clause 8 of the Constitution.

'General Meeting' means:

- a. when it is a General Meeting of the Institute, a meeting to which all Members are duly summoned.
- b. when it is a General Meeting of the Division, a meeting to which all Members attached to that Division are duly summoned.

'Institute' means the Australian Property Institute.

'Member' means any person who is admitted to membership of the Institute under any part of Clause 7 of the Constitution.

'Month' means calendar month.

'National Council' means the body established under Clause 4 of the Constitution to manage the affairs of the Institute.

'National Councillor' means a member of the National Council.

'National Director' means the person appointed under the By Laws to administer the affairs of National Council and the National Secretariat.

'National Education Board' means the Board established under Clause 4.12.2 of the Constitution.

'National Finance Board' means the Board established under Clause 4.12.3 of the Constitution.

'National Office' means the office at which the National Director conducts Institute business.

'National Professional Board' means the Board established under Clause 4.12.1 of the Constitution.

'National Prosecutor' means the prosecutor appointed by the National President in accordance with the By Laws.

'Office Holder' is defined as being:

1. when it relates to Divisional Council is defined as being:
 - a. President
 - b. Vice Presidents
 - c. Immediate Past President
 - d. National Councillor

2. when it relates to National Council is defined as being:
 - a. President
 - b. Vice Presidents
 - c. Immediate Past President

'Ordinary Business' means:

- a. When it relates to the Annual General Meeting of the Institute:
 - (i) to receive and consider:
 - (A) the statement of income and expenditure;
 - (B) the balance sheet;
 - (C) the report of the National Council for the preceding year;
 - (D) reports of any trusts established by the Institute; and,
 - (E) the auditor's report.
 - (ii) to elect auditors; and
 - (iii) to announce the office bearers of the Institute for the ensuing year elected by the National Council.

- b. When it relates to the Annual General Meeting of a Division:
 - (i) to receive and consider:
 - (A) the statement of income and expenditure;
 - (B) the balance sheet;
 - (C) the report of the Divisional Council of such Division for the preceding year;
 - (D) reports of any trusts established by the Division; and,

- (E) the auditors report
- (ii) to announce the results of the election of councillors of that Division to fill the vacancies occurring on that Divisional Council; and
- (iii) to announce the office bearers of the Division for the ensuing year elected by the Divisional Council.

'Ordinary Resolution' means a resolution passed by a simple majority of Members who are entitled to vote and who vote in respect of the resolution.

'Partially Qualifying Degree' means a degree or tertiary qualification with content corresponding to part of the property and/or plant and machinery disciplines approved by National Council on the recommendation of the National Education Board as satisfying academic entry requirements for Membership of the Institute.

'Property' in the Constitution and By Laws refers to intellectual, personal, real and leasehold property, and includes plant and machinery.

'Prescribed' means prescribed by the National Council.

'President' means the President of the National Council or Divisional Council as applicable, elected in accordance with the Constitution and By Laws.

'Quorum' means:

- a. in respect of a General Meeting of the Institute, 20 Members personally present and entitled to vote;
- b. in respect of a General Meeting of a Division, 5 Members personally present and entitled to vote;
- c. in any other case, as set out in the Constitution and By Laws.

'Reprimand' means to advise a Member in writing that that Member has transgressed the Institute's Constitution, By Laws, or the Fundamental Rules as detailed in the Constitution, and that the transgression will become part of the Member's record.

'Returning Officer' means the National Director, the Executive Officer, or their non-voting nominee, as appropriate.

'Special Resolution' means a resolution passed by a majority of at least three quarters of Members who are entitled to vote and who vote in respect of the resolution.

'Standing Committee' means a committee established under Clause 4.15.4 or Clause 6.9 of the Constitution.

'Student' means an Affiliate undertaking an accredited course of study.

'Suspension of Membership' means loss of:

- a. use of the Institute Members' logo;
- b. use of postnominals

- c. referrals of work from the Institute
- d. right to vote
- e. publication of professional card in the journal

for a period as determined by National Council or a Divisional Council in accordance with the Constitution and By Laws.

'Vice-President' means a Vice-President of the National Council or a Divisional Council elected in accordance with the Constitution and By Laws.

1.2 Number and Gender

- 1.2.1 Words importing the singular include the plural, words importing the masculine gender include the feminine gender, and vice versa.

Clause 2: The Institute

2.1 Incorporation

- 2.1.1 The Australian Property Institute is an association incorporated under the Associations Incorporations Act 1985 of South Australia as amended from time to time.

2.2 Registered Office

- 2.2.1 The registered office of the Institute will be situated wherever the National Council determines.

2.3 Objects

- 2.3.1 The objects of the Institute are:
- a. to raise the status and advance the interests of the property professions;
 - b. to provide education for the long-term benefit of Members and the public;
 - c. to represent the views and interests of the property professions;
 - d. to promote a high standard of integrity and efficiency in the work undertaken by property professionals;
 - e. to facilitate and engage in the provision of courses, meetings, seminars, etc. for the education of people prior to becoming Members and members of kindred organisations and the continuing professional development of Members;
 - f. to encourage, manage and engage in research in the property disciplines;
 - g. to provide opportunities for association amongst Members and Affiliates and to promote and protect their mutual interests;
 - h. to establish funds for scholarships or to assist needy and/or deserving Members or Affiliates;
 - i. to establish trust funds for the furtherance of the Institute's objectives;
 - j. to invest the moneys of the Institute not immediately required in appropriate securities funds or deposits;
 - k. to borrow, raise or secure the payment of moneys in whatever manner the National Council may consider expedient, and particularly by the mortgage of all or any part of the real or personal property of the Institute, or by issue of debentures, chargeable upon all or any part of the real or personal property of the Institute, both present and future, and to purchase, redeem and amortise any such security;

- l. to purchase, mortgage, take on lease or in exchange or otherwise acquire and invest in any real or personal property or in any securities of any nature or kind whatsoever which may be deemed necessary or convenient by the National Council for the purposes of the Institute;
- m. to hold, sell, improve, lease out, dispose of or transfer or otherwise deal with all or any part of the real and personal property and investments of the Institute for whatever consideration and upon such terms and conditions as the National Council may think fit;
- n. to give any guarantee or indemnity that the National Council thinks necessary for the payment of any money or the performance of any obligation connected with or arising out of the business of the Institute whether of a pecuniary nature or not;
- o. to establish, subsidise, promote, co-operate with, receive into union, or become a member of any body or institution with a view to the attainment of any of these objects;
- p. to act as or appoint trustees, agents or delegates to:
 - (i) manage;
 - (ii) give monetary assistance to; or
 - (iii) otherwise assistany body or institution with a view to the attainment of these objects;
- q. to establish, administer and contribute to any charitable fund or trust, from which:
 - (i) donations or advances may be made to deserving persons who:
 - (A) are or have been Members; or
 - (B) are dependent on any persons who are or have been Members;
 - (ii) contributions or assistance may be given to any charitable institutions or undertakings;
- r. to publicise the objects and benefits of the Institute so as to further the interests of Members and Affiliates, in particular by:
 - (i) promotion through the media;
 - (ii) issuing information papers, research papers, technical notes, etc;
 - (iii) publishing books, journals and periodicals; and
 - (iv) granting prizes, rewards and donations;
- s. to establish a Division or Divisions of the Institute in any State or Territory within the Commonwealth of Australia;
- t. to petition for or promote (or join any other institute or body in petitioning for or promoting) any act of Parliament, Royal Charter, or other authority with the view to the attainment of any of these objects;
- u. to do all other lawful acts, deeds or things that are incidental or conducive to the attainment of these objects, or the progress and welfare of the Institute and the professions, and for the protection of the community in regard to property matters;

- v. to establish and maintain reference libraries as required for the benefit of members; and,
- w. to enter into appropriate commercial activities, as approved by the National or the relevant Divisional Councils, for the benefit of the members and the furtherance of these objects.

2.4 Income and Property of the Institute

- 2.4.1 All the assets of the Divisions and the National Council both current and in the future, are and shall remain the undivided property of the Institute.
- 2.4.2 The income and property of the Institute will be applied towards the promotion of the objects set out in Clause 2.3.1
- 2.4.3 No portion of the income and property of the Institute may be used to pay a dividend or bonus, whether directly or indirectly, to past or present Members or to any person claiming through them.
- 2.4.4 Notwithstanding Clause 2.4.3, nothing will prevent:
 - a. the payment of remuneration to:
 - (i) any office bearer or servants of the Institute; or
 - (ii) any Member or other person;for any services actually rendered to the Institute;
 - b. the remittance of membership dues and journal subscriptions of Life Fellows and others as provided under the By Laws.

2.5 Members

- 2.5.1 The Institute comprises at the date of the commencement of this Constitution each and every person who is on the Register of Members of the Institute.

2.6 The Constitution

- 2.6.1 The Constitution may be repealed or amended by passing an Extraordinary Resolution at a General Meeting of the Institute.
- 2.6.2 Notice of the motion to repeal or amend the Constitution must be given by the National Director in the notice convening the General Meeting.

2.7 Winding Up the Institute

- 2.7.1 The affairs of the Institute may be wound up by passing a Special Resolution at a General Meeting of the Institute, or otherwise in accordance with the Act.

- 2.7.2 If on winding-up or dissolution of the Institute there remains any property after the satisfaction of all its debts and liabilities, the property must not be paid to or distributed amongst Members but must be given or transferred to some other institution or institutions with similar objects to the Institute prohibiting the distribution of income and property among members to an extent at least as great as is imposed on the Institute under this sub-clause and Clause 2.4.3.
- 2.7.3 The institution or institutions to which the property will be transferred under Clause 2.7.2 will be determined by the Members by way of a Special Resolution at the General Meeting called to wind up the affairs of the Institute.
- 2.7.4 If Members are unable to reach a determination under paragraph 2.7.3, the matter will be referred to a Justice of the Supreme Court of South Australia for a determination.
- 2.7.5 If effect cannot be given to this sub-clause, the Members will determine some charitable object to which the property will be given.

2.8 Referendum of the Institute

- 2.8.1 The Institute in General Meeting by Special Resolution may refer any question to Members by way of a referendum. The following procedure shall be adhered to:
- a. The Chairman of the General Meeting will reduce the resolution or amendment in question to writing and voting papers embodying the proposed resolution or amendment must be sent to Members entitled to vote within 14 days after the General Meeting at which the matter arose.
 - b. The voting papers must be returned within 28 days of the date of posting.
 - c. The General Meeting will appoint two scrutineers who, with the National Director, will open the voting papers. The National Director will be the sole arbiter in accordance with this clause as to the acceptability of a voting paper.
 - d. The resolution or amendment must be determined by Ordinary Resolution.
 - e. The National Director will report the result of the referendum to the Chairman of the General Meeting and the Chairman will report the findings to the Members of the Institute. The result of the voting and the report shall be conclusive as to the result.
- 2.8.2 The National Council may refer any question to Members by way of a referendum. The following procedure shall be adhered to:
- a. In any such case the President will reduce the resolution or amendment in question to writing and voting papers embodying the proposal will be sent by the National Director to Members.
 - b. The voting papers must be returned within 28 days of the date of posting.

- c. The National Director and two scrutineers appointed by the National Council will open the voting papers. The National Director shall be the sole arbiter in accordance with this clause as to the acceptability of a voting paper.
- d. The resolution or amendment must be determined by Ordinary Resolution.
- e. The National Director will report the result of the referendum to the National Council and Members of the Institute. The result of the voting and the report will be conclusive as to the result.

Clause 3: General Meetings of the Institute

3.1 Notice

- 3.1.1 At least 21 days' clear notice of every General Meeting, must be given by National Council to Members in writing specifying:
- a. the place, date and hour of the General Meeting; and
 - b. the general nature of the business to be transacted.
- 3.1.2 If any Member does not receive the notice specified in Clause 3.1.1, it does not invalidate the proceedings at any General Meeting.

3.2 Ordinary General Meeting

- 3.2.1 The Institute must have an Ordinary General Meeting, henceforth called the Annual General Meeting, not before 16 March and no later than 31 May each year.

3.3 Extraordinary General Meetings

- 3.3.1 The National Council may at any time, and must within 40 days of the receipt of a requisition, hold an Extraordinary General Meeting of the Institute. A requisition must:
- a. be in writing;
 - b. state the object and purpose of the Extraordinary General Meeting, including a Notice of Motion, and
 - c. be signed by at least 25 Members who are entitled to vote at General Meetings.
- 3.3.2 The National Council must give Notice specified in Clause 3.1 for each Extraordinary General Meeting of the Institute and this Notice shall include a printed copy of the requisition.
- 3.3.3 If the National Council does not hold an Extraordinary General Meeting within the time specified in paragraph 3.3.1, the requisitionists may convene an Extraordinary General Meeting in the capital city of the State or Territory in which the office of the National Director is situated and must give the notice specified in Clause 3.1.
- 3.3.4 All business before an Extraordinary General Meeting of the Institute must be determined by Ordinary Resolution unless this Constitution or the By Laws provide that the business must be determined by Extraordinary Resolution or Special Resolution.

3.4 Business at the Annual General Meeting of the Institute

- 3.4.1 The National Council may bring any motion or business to an Annual General Meeting of the Institute that does not relate to the Ordinary Business of the Institute, by giving notice

in writing to the National Director not less than 40 days prior to the Meeting. The National Director must include such motion or business in the agenda for the next Annual General Meeting.

- 3.4.2 A Member wishing to bring any motion or business before an Annual General Meeting of the Institute that does not relate to the Ordinary Business of the Institute must give notice in writing to the National Director not less than 40 days prior to the Meeting. The National Director must include such motion or business in the agenda for the next Annual General Meeting.
- 3.4.3 No motion or business other than the Ordinary Business of the Institute, or the business brought forward by the National Director under Clause 3.4.1 or Clause 3.4.2 can come before an Annual General Meeting.
- 3.4.4 All business before an Annual General Meeting of the Institute must be determined by Ordinary Resolution unless this Constitution or the By Laws provide that the business must be determined by Extraordinary Resolution or Special Resolution.

3.5 Minutes

- 3.5.1 The National Council will cause minutes of General Meetings of the Institute and the names of those present at the General Meetings to be regularly entered in books provided for the purpose.

3.6 Chair at General Meetings of the Institute

- 3.6.1 The President of the National Council, or in the absence of the President, one of the Vice-Presidents of the National Council chosen by the Members present, or in the absence of both Vice-Presidents, a National Councillor chosen by the Members present, or in the absence of all the National Councillors, a Divisional Councillor chosen by the Members present, will be entitled to take the chair at every General Meeting of the Institute.
- 3.6.2 If at any General Meeting no person entitled to take the chair under Clause 3.6.1 is present within 15 minutes after the appointed meeting time, or if all those who are present and entitled decline to take the chair, then the Members present will choose someone of their number to be Chairman.

Clause 4: The National Council

4.1 Role and Powers of the National Council

- 4.1.1 The National Council will oversee the management and operation of the Institute as a whole and will be the supreme policy making body. The National Council will exercise all the powers of the Institute unless this Constitution or the By Laws provide that a matter must be transacted by or at a General Meeting of the Institute.
- 4.1.2 The exercise of the National Council's powers will be subject to the control and regulation of any General Meeting of the Institute, but any legal act done by the National Council prior to any such resolution being passed by any General Meeting of the Institute will be valid. These powers do not transfer to any body to which National Council has resolved to delegate power.

4.2 Composition of the National Council

- 4.2.1 The National Council shall consist of one member per Divisional Council in the class of Life Fellow, Fellow or Associate.
- 4.2.2 Each member of the National Council will be known as a National Councillor.

4.3 Appointment and Tenure of National Councillors

- 4.3.1 A National Councillor appointed by a Divisional Council in accordance with Clause 4.2.1 shall hold office for a term of two years commencing from the conclusion of the Institute's Annual General Meeting. A National Councillor appointed by a Divisional Council may serve a maximum of four continuous terms (with no ability for further re-appointment, unless approved by National Council) unless he is elected to a position of Office Holder.
- 4.3.2 Where a National Councillor who is an Office Holder is due to retire having served a maximum of four continuous terms pursuant to Clause 4.3.1, that National Councillor must be re-appointed by his Divisional Council up to a maximum of two additional years beyond that prescribed by Clause 4.3.1
- 4.3.3 From 1 January 2003, National Council may appoint by invitation, from time to time, up to three additional Life Fellows, Fellows or Associates to be members of the National Council for one year and to renew any such appointment.
- 4.3.4 National Councillors appointed under Clause 4.3.3 shall be selected from a panel of members made up of two nominees from each Division. They shall be known as Appointed National Councillors.
- 4.3.5 Appointed National Councillors shall be appointed under Clause 4.3.3 for a period of one year and may be reappointed for a maximum period of up to three years. Appointed National Councillors will have all the rights and privileges that are accorded to other National Councillors.

4.3.6 Each member of the National Council shall have one vote.

4.4 Substitute Councillors

4.4.1 If a National Councillor is unable for any reason to attend the meeting of the National Council, the Divisional Council which appointed the absent Councillor may appoint a Life Fellow, Fellow or Associate as a substitute.

4.4.2 While the appointee holds office as a substitute Councillor, he will be entitled to receive notice of meetings of the National Council and to vote at meetings of the National Council.

4.4.3 The appointee will vacate the office if and when the appointing Council or Board so decides, or when the absent Councillor is able to return to office.

4.4.4 Any appointment and determination of office under this Clause must be effected by a notice in writing of the National President.

4.5 Vacancies on the National Council

4.5.1 The office of a National Councillor must be vacated if the Councillor:

- a. ceases to be a Member; or
- b. is excluded or suspended for any period from membership for any complaint made and upheld pursuant to Clause 9 of the Constitution; or
- c. resigns the office in writing and the resignation is accepted by the National Council; or
- d. is absent from three consecutive meetings of the National Council without leave of the National Council and the National Council resolves that the seat be vacated; or
- e. notwithstanding the provisions of Clause 4.3.1, is required to resign by a special resolution of:
 - (i) the Divisional Council which made the appointment; or
 - (ii) a General Meeting of the Division of which the Councillor is the representative; or
 - (iii) a General Meeting of the Institute.

4.6 Filling a Casual Vacancy

4.6.1 A casual vacancy on the National Council shall be filled by the appointing Council or Board which appointed the vacating Councillor by appointing a Life Fellow, Fellow or Associate as soon as practicable after the vacancy occurs.

4.6.2 The new appointee will retain office for the remaining term as the vacating National Councillor.

4.7 Retirement of National Councillors

- 4.7.1 A National Councillor shall submit a resignation in writing to the National President and the Divisional President where such retiring Councillor is a Divisional appointment, and, subject to Clause 4.7.2, upon it being accepted by the National Council will cease to be a Councillor.
- 4.7.2 Until an appointing Council or Board appoints a representative on the National Council in place of a National Councillor who is retiring, the retiring Councillor will continue in office.

4.8 Election of Office Holders of the National Council

- 4.8.1 A meeting of the National Council will be held immediately before every Annual General Meeting of the Institute. At this meeting the National Council will elect from the National Councillors appointed in accordance with Clause 4.2.1 a President and two Vice Presidents to hold office from the conclusion of the Annual General Meeting for a one year term.
- 4.8.2 The President elected may be re-elected in successive years and remain in office for a maximum of three years continuous service.
- 4.8.3 The Vice-Presidents elected may be re-elected in successive years and remain in office for a maximum period of four years continuous service.
- 4.8.4 The President and each of the Vice-Presidents elected will each respectively hold office until a successor is elected.
- 4.8.5 Any vacancy in the office of President or Vice-President may be filled at a meeting of the National Council. This meeting must be held as soon as practicable after the vacancy occurs, and notice of the business to be transacted at this meeting must be given to all National Councillors.

4.9 Privileges of Former Presidents

- 4.9.1 Any Member who has been a President of the Institute, or of the Australian Institute of Valuers and Land Economists or its predecessors, or the Society of Land Economists, and who has also been elected a Life Fellow of any of those bodies will, until the Member resigns or ceases to be a Life Fellow, be entitled to address the National Council.

4.10 The National Executive

- 4.10.1 There will be a National Executive formed in accordance with the By Laws after each Annual General Meeting of the Institute.

- 4.10.2 The National Council may, subject to the limits of the Constitution and By Laws, delegate any or all of its authority to the National Executive.

4.11 Application of Funds

- 4.11.1 The National Council has power to apply the funds of the Institute to:
- a. administer and promote the objects of the Institute;
 - b. institute, defend, compound or abandon any legal proceedings by and against the Institute or its officers or concerning the affairs of the Institute;
 - c. establish or assist to establish libraries for the use of Members including the purchase of books, pamphlets, papers and other forms of literature whether printed, written, audio or visual;
 - d. print and publish text books, journals, manuals, brochures, periodicals and literature that may be of assistance to Members and to the property professions;
 - e. compound, allow time for payment or satisfy any debts due to the Institute, or any claims against or demands by the Institute.

4.12 Functions of the National Council

- 4.12.1 The National Council shall establish and maintain a National Professional Board whose role is the execution and implementation of the technical and professional policy matters on behalf of Members of the Institute on a national basis.
- 4.12.2 The National Council shall establish and maintain a National Education Board whose role is the execution and implementation of all education policy matters in accordance with the terms of reference contained in the By Laws on behalf of Members of the Institute on a national basis.
- 4.12.3 The National Council shall establish and maintain a National Finance Board whose role is the financial management of the Institute in accordance with the terms of reference contained in the By Laws on behalf of Members of the Institute on a national basis.
- 4.12.4 The National Council will deal with any applications for membership referred to it by Divisional Councils in accordance with the By Laws.
- 4.12.5 The National Council will issue or cause to be issued by the Divisions all certificates of membership and any other certificates that are provided for in this Constitution or the By Laws.
- 4.12.6 The National Council will ensure that each Divisional Council complies with this Constitution and the By Laws

4.12.7 The National Council will appoint and may remove, determine the duties, salaries, remuneration and conditions of service of the National Director, agents, staff and employees of the National Council pursuant to the By Laws and may make arrangements or enter into agreements with any of them as it thinks fit.

4.12.8 The National Council will:

- a. prescribe the examinations to be passed by any applicant for membership; or
- b. at its discretion exempt applicants from the requirement to have completed any examination or other requirements for entry; and
- c. generally deal with the education and educational standards of Members, persons applying for membership of the Institute, Affiliates of the Institute and persons seeking affiliation with the Institute.

4.12.9 The Institute shall indemnify

- a. the National Director;
- b. the Executive Officers;
- c. every trustee and other officer of the Institute or any Division;
- d. every member of the National Council;
- e. every member of the Divisional Councils;
- f. every member of any committee, panel or group appointed by any of the above-mentioned bodies, either singly or jointly,

against all reasonable costs, losses, damages and expenses, including accommodation and travelling expenses incurred or resulting from the discharge of their duties or in or about carrying into effect any object or purpose of the Institute and in respect of any action, pursuit, proceeding or other matter whatsoever connected with the Institute or its affairs *unless* the costs, losses, damages and expenses are incurred in relation to or attach to that person in respect of any direct negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Institution.

4.12.10 The Institute may indemnify an officer or auditor against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted.

4.12.11 No person referred to in 4.12.9 will be answerable or responsible for any act, receipt, omission, neglect or default of any other person notwithstanding:

- a. any receipt or other document signed for the sake of conformity;
- b. any act done for the sake of conformity; or
- c. any loss or damage suffered by the Institute or a Division;

unless (a), (b) or (c) occurs through the first-mentioned person's own wilful default or gross negligence.

4.13 Financial Capacity of the National Council

- 4.13.1 The National Council will have full control of all moneys received by the Institute but it must not, without the approval of a Special Resolution at a General Meeting of the Institute, assume a liability exceeding 25% of the net assets of the Institute.
- 4.13.2 The National Council may:
- a. appoint on its behalf any Member on terms as it thinks fit to:
 - (i) enter into any contract, lease, sublease, licence or other document relating to any renting, selling or purchase of suitable premises;
 - (ii) hold any lease, licence, shares or interest in land on its behalf,
 - (iii) enter into any mortgage or security as provided under this sub-clause.
 - b. indemnify any person appointed under this Clause in respect of any actions, claims, losses, costs or expenses they may become liable for in relation to any contract, lease, sublease, licence document, mortgage or securities; and
 - c. remove any person appointed under this Clause.

4.14 By Laws

- 4.14.1 The National Council, after consultation with the Divisions as the National Council deems appropriate, may make any By Laws it deems necessary for the purposes of this Constitution and the proper management of the Institute, and may amend, add to or delete such By Laws.
- 4.14.2 Notice of a motion to make, amend, add to or delete any By Laws must be given at the National Council meeting prior to the meeting at which such motion is to be discussed and voted on.
- 4.14.3 The National Council will cause all By Laws it makes to be printed, published and distributed in any manner it deems appropriate.

4.15 Delegation of Power

- 4.15.1 The National Council will have power to establish and dissolve boards, committees, panels and groups within the Institute and to delegate to these boards, committees, panels and groups the powers given to it under this Constitution.
- 4.15.2 The National Council may delegate to the President, Chairman of a Standing Committee or Joint Standing Committee, a Vice-President or a National Councillor such powers as may be resolved by the Council.
- 4.15.3 All powers exercised by the National Council or any delegate must be exercised in accordance with and subject to the provisions of the Constitution and By Laws.

- 4.15.4 The National Council may appoint standing committees in accordance with the By Laws to advise on and (where authorised) take action on the following matters:
- a. constitution;
 - b. ethics, professional practice standards and conduct;
 - c. finance and administration;
 - d. membership;
 - e. membership services;
 - f. public relations and marketing;
 - g. legislative review;
 - h. strategic planning;
 - i. education and educational standards;
 - j. continuing professional development;
 - k. technical practice standards;
 - l. national journal
 - m. other matters of concern
- 4.15.5 No resolution of any board, committee, panel or group appointed or established by the National Council will bind the Institute until confirmed by National Council, unless at the time of the appointment, power to bind the Institute was expressly given to such body.

Clause 5: The Division

5.1 Establishment of Divisions

- 5.1.1 The National Council may establish a Division of the Institute in any State or Territory of the Commonwealth of Australia for the purpose of managing the business of the Institute in that State or Territory.

5.2 Dissolution of a Division

- 5.2.1 Whenever the National Council is of the opinion that the continuation of any Division of the Institute is not in the best interests of the Institute, the Council may dissolve the Division by passing a Special Resolution at a National Council meeting specifically called for that purpose and as otherwise required by the By Laws.
- 5.2.2 If a Division is dissolved, the office of each of its Divisional Councillors and the office of every member of any committee appointed by the Divisional Council will be deemed to be at an end.
- 5.2.3 Notwithstanding the dissolution of a Division, every Member who was a Member attached to the dissolved Division will, subject to the provisions of the Constitution and the By Laws, continue to be a Member of the Institute.
- 5.2.4 On the dissolution of a Division, all properties, funds and staff of the Institute formerly controlled by the dissolved Divisional Council will be under the exclusive control and administration of the National Council for whatever period the National Council thinks fit.

Clause 6: The Divisional Councils

6.1 Divisional Council

- 6.1.1 There will be a Divisional Council for each Division.
- 6.1.2 Without prejudice to any other rights conferred by this Constitution, a Divisional Council will be entitled to exercise the powers, duties and discretions set out in the By Laws within the limits of its own Division, subject to the control and policies of the National Council.

6.2 Election and Composition of Divisional Council

- 6.2.1 The Divisional Council of a Division will be elected by the Members attached to the Division in accordance with the By Laws, and will comprise such even number between six and twelve as the Divisional Council may from time to time determine. Such elected Members may be drawn from all classes of Members, based on the needs of the Division and as determined by Divisional Council as follows :
- a. Life Fellows;
 - b. Fellows;
 - c. Associates;
 - d. Provisional Members;
 - e. Graduates;
 - f. Provisional Associates;
 - g. Such other class or classes as may be decided by the National Council and prescribed in the By Laws.

6.3 Tenure of Divisional Councillors

- 6.3.1 A Divisional Councillor elected under Clause 6.2.1 will hold office for a term of two years with each elected member serving a maximum of four continuous terms unless they are elected to a position of Office Holder, as defined in Clause 1.1, at Divisional or National level.
- 6.3.2 At each Annual General Meeting of a Division one half of the Divisional Councillors elected under Clause 6.2.1 will retire from office.
- 6.3.3 The Divisional Councillors to retire under Clause 6.3.2 will be those longest in office.
- 6.3.4 If more than 50% of the Divisional Councillors have been in office an equal length of time, the Divisional Councillors to retire will, in the absence of an agreement between them, be determined by lot.

6.3.5 The length of time a Divisional Councillor has been in office will be computed from his last election or the date of his last appointment.

6.3.6 If a member of Divisional Council is an Office Holder at Divisional or National level and has served the maximum four continuous terms, that member will remain an ex-officio member of Divisional Council until the completion of his term as Office Holder.

6.4 Additional Councillors

6.4.1 Up to three additional Divisional Councillors may be appointed by the Divisional Council from the membership classes outlined in Clause 6.2 1, for a term of up to two years.

6.4.2 Any Divisional Councillor appointed pursuant to Clause 6.4.1 will have all the rights and privileges that are accorded to the other Councillors.

6.4.3 The elected Chairman of the Young Members' Committee established under the By Laws, or the substitute agreed by the Divisional Council, shall be a member of Divisional Council

6.5 Casual Vacancies

6.5.1 In the event of a casual vacancy, the remaining Divisional Councillors may appoint a Member to fill the vacancy.

6.5.2 Any appointee under Clause 6.5.1 shall hold the appointment for the balance of the term of the retiring member.

6.6 Removal of Councillors

6.6.1 Members at an Extraordinary General Meeting of any Division may by Special Resolution, remove any Divisional Councillor from office before the expiration of the Member's term, and may appoint another Member of the same class of membership at the time of the original election, to serve in the Member's place and to hold office only until the next Annual General Meeting for the Division.

6.7 Cessation of Office

6.7.1 The office of a Divisional Councillor must be vacated if the Member:

- a. ceases to be a Member or is excluded or suspended for any period from membership pursuant to any complaint made under the Constitution;
- b. resigns the office in writing and the resignation is accepted by the Divisional Council; or

- c. is absent from three consecutive meetings of the Divisional Council without leave of the Divisional Council and the Divisional Council subsequently resolves that the seat be vacated.

6.8 Nominations for Divisional Councillors

- 6.8.1 Nominations for the office of Divisional Councillor must be :
 - a. in writing;
 - b. signed by the candidate and two Members of the Division who shall be financial members entitled to vote;
 - c. deposited with the Executive Officer at least 35 days prior to the date set down for the holding of the Annual General Meeting of the Division.
- 6.8.2 The Executive Officer must give at least 28 days notice of the closing date of nominations to all Members entitled to submit nominations.
- 6.8.3 A retiring Divisional Councillor elected under Clause 6.2.1 will be eligible for re-election, subject to the provisions of Clause 6.3, and will be deemed not to have re-nominated for election unless he has given written notice to the Divisional Executive Officer at least 35 days prior to the Annual General Meeting of the Division that he does wish to be re-elected.

6.9 Divisional Committees

- 6.9.1 The Divisional Council may appoint standing committees to advise on the following matters:
 - a. constitution;
 - b. ethics, professional practice standards and conduct;
 - c. finance and administration;
 - d. membership;
 - e. membership services;
 - f. public relations and marketing;
 - g. legislative review;
 - h. strategic planning;
 - i. education and educational standards;
 - j. continuing professional development;
 - k. technical practice standards;
 - l. national journal
 - m. other matters of concern

Clause 7: Membership

7.1 Classes of Members

7.1.1 Members will be divided into the following classes:

- a. Life Fellows;
- b. Fellows;
- c. Associates;
- d. Provisional Members;
- e. Graduates;
- f. Provisional Associates;
- g. such other class or classes as may be decided by the National Council and prescribed in the By Laws.

7.1.2 Members as listed in Clause 7.1.1(a,b,c& f) will have full voting rights as a Member of the Institute.

7.1.3 Members as listed in Clause 7.1.1d will have Divisional voting rights only as a Member of the Institute.

7.2 Membership Certifications

7.2.1 National Council may, from time to time, adopt membership certifications in accordance with the By Laws.

7.3 Affiliates

7.3.1 Certain persons may be granted affiliation with the Institute as prescribed in the By Laws.

7.3.2 Affiliates comprise the following classes:

- a. Honorary Fellow;
- b. Honorary Member;
- c. Retired Member;
- d. Non-practising Member;
- e. Student Member; and

- f. such other class or classes as may be decided by the National Council and prescribed in the By Laws.

7.3.3 Affiliate Members as listed in Clause 7.3.2 will not have voting rights.

7.4 Life Fellows

7.4.1 The National Council may elect a Member nominated by another Member or a Council or a Board as a Life Fellow of the Institute.

7.4.2 A nomination for Life Fellowship shall be considered by the National Executive, which shall make a recommendation to National Council.

7.4.3 A Life Fellow will be entitled to all the privileges of a financial Member during their life without payment of any contribution or dues. The National Council will waive Life Fellows' per capita contribution and will pay the Life Fellows' subscription to the Institute's professional journal.

7.4.4 The status of a Life Fellow may be revoked by a Special Resolution of the National Council.

Clause 8: Fundamental Rules

8.1 Professionalism and Skill

- 8.1.1 A Member must at all times carry out work entrusted to him to the best of his knowledge and ability in accordance with proper professional principles.

8.2 Professional Practice

- 8.2.1 Members must observe the requirements of the Institute's Code of Professional Practice.
- 8.2.2 The elements of the Code of Professional Practice that Members must observe are:
- a. Code of Ethics;
 - b. Rules of Conduct;
 - c. Practice Standards;
 - d. Compliance with CPD requirements;
 - e. Constitution and By Laws.

Clause 9: Complaints

9.1 Complaint Made

- 9.1.1 If a written complaint against a Member is made to the Institute it will be referred to the Division of which the subject of the complaint is a Member to be dealt with in accordance with the By Laws.

9.2 Who May Make a Complaint

- 9.2.1 A complaint may be made by:
- a. a member of the general public;
 - b. a Member or Affiliate of the Institute; or
 - c. any Council, Board, Standing Committee or Committee or Group of the Institute.

9.3 Complaints Procedures

- 9.3.1 The National Council has the responsibility of implementing the complaints procedures in accordance with the By Laws.

9.4 Appeal

- 9.4.1 The Member against whom the complaint is made, or the Institute (either by resolution of National Council or the Divisional Council of the Division of which the subject of the complaint is a Member) may appeal against the decision of the Disciplinary Tribunal in accordance with the By Laws.