



**AUSTRALIAN INSTITUTE OF  
CONVEYANCERS (SA DIVISION)  
INC.**

**CONSTITUTION**

**Adopted 18 September 2019**

**CONSTITUTION**

**INDEX**

**PRELIMINARY ..... 3**

1. Name ..... 3

2. Objects ..... 3

3. Income and Property ..... 3

4. Interpretation ..... 4

**MEMBERSHIP ..... 4**

5. Classes of Membership ..... 4

6. Qualification for Membership ..... 5

7. Application for Membership ..... 6

**REGISTRAR ..... 6**

8. Registrar ..... 6

**FEES, SUBSCRIPTIONS AND LEVIES ..... 6**

9. Fees, Subscriptions and levies ..... 6

**DIVISION COUNCIL ..... 7**

10. Management of the Division ..... 7

11. Powers of Division Council ..... 8

12. Division Council ..... 9

13. Nominations for Division Council ..... 10

14. Election of Division Council ..... 10

15. Vacation of Office ..... 11

16. Meetings of Council ..... 12

17. Validation of Acts of Council ..... 12

18. Minutes ..... 12

**GENERAL MEETINGS ..... 13**

19. General Meetings ..... 13

20. Proceedings at General Meetings ..... 13

21A. Notices ..... 15

21. Minutes ..... 15

22. Special Resolution ..... 15

**ACCOUNTS AND AUDIT ..... 16**

23. Accounts ..... 16

24. Appointment of Auditor ..... 16

25. Audit ..... 16

26. Auditor's Report ..... 16

**CONSTITUTION**

---

<b>MISCELLANEOUS.....</b>	<b>17</b>
27. Common Seal.....	17
28. Expulsion .....	17
29. Appeal.....	17
30. Dissolution.....	18
31. Disposition of Assets .....	18
32. Interpretation of Rules .....	18
33. Indemnity.....	18

---

## CONSTITUTION

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### PRELIMINARY

#### 1. Name

The name of the organisation is "AUSTRALIAN INSTITUTE OF CONVEYANCERS SOUTH AUSTRALIAN DIVISION INCORPORATED" (hereinafter referred to as "the Division").

#### 2. Objects

The objects of the Division are:

- (1) to foster and promote the interests of conveyancers;
- (2) to advance the standard of education of conveyancers and to assist and encourage students of conveyancing;
- (3) to improve the knowledge and standards of conveyancers;
- (4) to improve the ethical standards of conveyancers and to provide and enforce a code of ethics for conveyancers;
- (5) to foster relations and intercourse between conveyancers and solicitors, land agents, land valuers and surveyors;
- (6) to provide assistance to persons in needy circumstances in conveyancing matters;
- (7) to promote the development and improvement of the law relating to conveyancing;
- (8) to promote the better understanding by the public of the functions of conveyancers and to advance the status of conveyancers;
- (9) to encourage co-operation between conveyancers, the Government and Government departments;
- (10) to provide facilities for members;
- (11) to co-operate with other bodies or organisations having any of the above-mentioned objects or any similar object and with bodies or organisations representing solicitors or land agents;
- (12) to do such other things as are incidental or conducive to the attainment of the objects of the Division.
- (13) To arrange for the incorporation of and to hold shares in a company including holding a majority of, or all of, the issued shares in a company for the purpose of receiving profit.

#### 3. Income and Property

The income and property of the Division shall be applied solely towards the promotion of the objects of the Division and no portion thereof shall be paid or transferred, directly, or indirectly, by way of dividend, bonus or otherwise howsoever to the members or any of them or to associates of the members or any of them provided that nothing contained in this rule shall prevent the payment in good faith of reasonable remuneration to any officer, servant, member or associate of a member of the Division in return for any work

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## CONSTITUTION

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done or services actually rendered to the Division or any payment or disposition that is incidental to activities carried on by the Division in accordance or consistently with its objects. Such payments may include reasonable and proper rental for premises let to the Division by an officer, servant, member or associate of a member of the Division or the payment of interest to any officer, servant, member or associate of a member of the Division on moneys lent by the officer, servant, member or associate to the Division.

### 4. Interpretation

These rules are to be interpreted in accordance with the provisions of the *Associations Incorporation Act, 1985* and, unless the contrary intention appears:

- (1) "**Australian Council**" means the Australian Council of the Australian Institute of Conveyancers Incorporated;
- (2) "**Australian Registrar**" means the Registrar appointed by the Australian Council of the Australian Institute of Conveyancers Incorporated;
- (3) "**Division area**" means the State of South Australia and such other area as determined by the Australian Council;
- (4) "**External Councillor**" means be a person appointed to the Council in accordance with Rule 12(2a), but shall not include a Real Estate Agent as defined in the *Land Agents Act 1994*, or a person employed or associated with a partner or sponsor of the Institute or the Australian Council.
- (5) "**Registrar**" means the Registrar of the Division appointed pursuant to rule 8 of this Constitution.

## MEMBERSHIP

### 5. Classes of Membership

- (1) The membership of the Division shall consist of the following classes:
    - (a) Ordinary Member,
    - (b) Fellow,
    - (c) Life,
    - (d) Corporate Member,
    - (e) Associate,
    - (f) Student, and
    - (g) Honorary.
  - (2) In this Constitution, unless the contrary intention appears, "full member" means a member who is –
    - (a) an Ordinary Member,
    - (b) a Fellow or
    - (c) a Life Member who is a registered conveyancer.
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## CONSTITUTION

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### 6. Qualification for Membership

- (1) Subject to these rules, full membership shall be open to any person who is and remains registered as a conveyancer pursuant to the *Conveyancers Act, 1994*.
  - (2) An **Ordinary Member** shall be -
    - (a) any Ordinary Member of the Division on the 1<sup>st</sup> July 2003; or
    - (b) any natural person who is a registered conveyancer pursuant to the *Conveyancers Act, 1994*.
  - (3) A **Fellow** shall be –
    - (a) any Fellow of the Division on the 1 July 2003; or
    - (b) any Ordinary Member who is, in the opinion of the Division Council, a fit and proper person to hold such qualification.
  - (4) A **Life Member** shall be –
    - (a) any Life Member of the Division on the 1 July 2003; or
    - (b) any natural person who –
      - (i) is or was a registered conveyancer pursuant to the *Conveyancers Act, 1994*; and
      - (ii) has been nominated by the Division Council and approved by the full membership for that membership in consideration of outstanding service rendered to the Division or to the profession of conveyancing.
  - (5) A **Corporate Member** shall be –
    - (a) An entity carrying on business that has an interest or need for information about conveyancing; or
    - (b) a person or persons carrying on business as a registered conveyancer whether or not such person or persons is an Ordinary Member
  - (6) An **Associate Member** shall be –
    - (a) any person who was an Affiliate Member of the Division on the 1 July 2003; and
    - (b) any natural person who is not a registered conveyancer and –
      - is approved in that class of membership by the Division Council (for example an employee of a registered conveyancer who is not a full member of the Division); or
      - (ii) was an Ordinary Member of the Division but who is now retired.
  - (7) A **Student Member** shall be any person enrolled as a student in a course prescribed for qualification as a registered conveyancer in South Australia.
  - (8) An **Honorary Member** –
    - (a) shall be any person who was an Honorary Member of the Division on the 1 July 2003; or
    - (b) shall be any natural person who is not registered or entitled to be registered as a conveyancer; or
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## CONSTITUTION

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- (c) shall have rendered such outstanding service to the Division that it is considered desirable to admit that person to such membership; and
- (d) may be removed as an Honorary Member at any time by the Division Council without assigning any reason.

### 7. Application for Membership

- (1) Applications for membership of the Division shall be on the form prescribed by the Division Council and should indicate the class of membership for which the applicant applies. The Application shall be signed by the applicant and be proposed and seconded by two Ordinary Members of the Division except where an Ordinary Member is transferring to Associate Member.
- (2) All applications for membership shall be delivered to the Registrar together with the application fee (if any) fixed by the Division Council pursuant to clause 9. Each application shall be submitted to the Division Council which shall determine whether to accept or reject the application.
- (3) Upon the acceptance or rejection of an application for membership with the Division the Registrar shall give notice in writing to the applicant of the Division Council's decision.
- (4) Upon acceptance of an application for membership by the Council the applicant shall become a member upon payment of the subscription.

## REGISTRAR

### 8. Registrar

- (1) The Division Council shall appoint a Registrar for such term and at such remuneration and upon such conditions as it may think fit.
- (2) The Division Council shall cause to be kept in the custody of the Registrar a register of the members of the Division.
- (3) The Division Council may vest in the Registrar such powers and authorities as it may from time to time determine and the Registrar shall exercise all such powers and authority subject at all times to control by the Division Council.
- (4) The Registrar shall not be a member of the Division Council but shall attend all meetings thereof and all meetings of the Division and may be heard on any matters but shall not be entitled to vote.
- (5) Until the Division Council determines otherwise the Registrar shall also be the Secretary and Public Officer of the Division.

## FEES, SUBSCRIPTIONS AND LEVIES

### 9. Fees, Subscriptions and levies

- (1) The Division Council may from time to time set the amount payable by way of annual subscription for membership in the Division in its absolute and unfettered discretion and it shall have the right to waive the requirement of payment of whole
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## CONSTITUTION

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- or part of the subscription as it shall deem fit. The annual subscription may include an amount representing the annual subscription fee determined from time to time by the Australian Council and any levy imposed by the Australian Council.
- (2) The Division Council may fix different application fees, entrance fees, and subscriptions for different classes of members and within classes of membership and may determine that no fee or subscription is payable by a particular class or classes of member.
  - (3) Membership of the Division shall be renewed on or before the 31<sup>st</sup> day of December in each and every year ("the renewal date") by payment of the subscription.
  - (4) The membership of a member who fails to renew membership on or before the renewal date or such later date as the Division Council may determine shall automatically stand suspended. Written notice of such suspension shall be given to the member and such notice shall require payment of the subscription. Upon failure of the member to make payment within the period specified in the notice (being not less than 14 days after posting), the membership of the person or organisation shall automatically terminate.
  - (5) If membership has been suspended pursuant to sub-rule 9(4) and the member makes payment of the subscription prior to the expiry of the prescribed period that membership shall be renewed.
  - (6) If a member ceases to be qualified for the class of membership to which the member belongs that member shall within twenty-eight (28) days of the occurrence of that event give notice in writing to the Registrar and, if appropriate, the Division Council shall then transfer that person's membership to the class for which that person is then entitled, if any.
  - (7) The rights and privileges of every member shall be personal and shall not in any manner be transferable by any act of the member or through any other person on the member's behalf or by operation of law.
  - (8) A member desirous of resigning membership shall forward written resignation together with any certificate or certificates of membership of the Australian Institute of Conveyancers Incorporated and the Division to the Registrar and the Division Council may accept such resignation on payment of all subscription and fees (if any) then due and owing by that member.

## DIVISION COUNCIL

### 10. Management of the Division

- (1) Subject to such directions as may be given and such regulations as may be prescribed by the Australian Council, the business and affairs of the Division shall be managed by a management committee to be known as "the Division Council".
  - (2) The Division Council shall have such powers, duties and functions as are imposed upon or vested in it by the Australian Council.
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## CONSTITUTION

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### 11. Powers of Division Council

The business and affairs of the Division shall be administered by, managed by, and vested in the Division Council which has the management and control of the funds and other property of the Division and which may exercise all powers of the Division which are not by these rules or by-laws required to be exercised by the Division in general meeting subject nevertheless to these rules and to any regulations not inconsistent with these rules which may be prescribed by the Division in general meeting provided that no regulation made by the Division in general meeting shall invalidate any prior act of the Division which would have been valid if such regulation had not been made, and without limiting the generality of the foregoing, the Division Council shall have the power to do any one or more of the following things:

- (1) purchase or otherwise acquire any books, newspapers or periodicals and dispose of them as it may think fit;
  - (2) determine from time to time the conditions on which and times when members may use the property of the Division or part or parts thereof and when and under what conditions the premises of the Division and any part or parts thereof shall be used by members;
  - (3) appoint a Registrar or other officials or servants of the Division and for that purpose to enter into contracts of employment or contracts of service upon such terms and conditions as the Division Council deems fit;
  - (4) waive or remit the whole or any part of the annual subscription of any member;
  - (5) delegate any of its powers to committees consisting of at least one (1) member of the Division Council and such other persons being members of the Division as it may determine upon such terms and conditions as it may see fit and may fix the quorum of any such committees, and the Division President and Vice-President shall be *ex officio* members of any committee established by the Division Council;
  - (6) establish and conduct branches within the jurisdiction in accordance with provisions approved from time to time by the Australian Council;
  - (7) regulate and control its own meetings and the transaction of business thereat;
  - (8) pay any servant of the Division a gratuity for faithful and diligent service as to the Division Council seems fit;
  - (9) enter into and accept any lease or tenancy of any premises for such time or term, on such conditions and at such rent as it may deem expedient;
  - (10) operate bank accounts, draw, make, accept, endorse and issue negotiable securities or instruments of whatsoever kind or nature and to determine what officers of the Division may sign or endorse such negotiable securities or instruments;
  - (11) take and defend all legal proceedings by or on behalf of the Division and appoint all necessary attorneys for any such purpose;
  - (12) borrow, raise or secure the payment of money and sell and dispose of the assets of the Division;
  - (13) make, alter and repeal regulations not inconsistent with these rules and the
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## CONSTITUTION

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Constitution of the Australian Institute of Conveyancers Incorporated regulating the use and management of the Division's premises and admission of members and the conduct of the Division and its affairs generally;

- (14) on behalf of the Division, Associate with the Australian Institute of Conveyancers Incorporated and obtain recognition by the Australian Council as a single Division of the Australian Institute of Conveyancers Incorporated in the State of South Australia.
- (15) make, alter and repeal a code of ethics for registered conveyancers and make alter and repeal regulations relating to the conduct and business affairs of registered conveyancers;
- (16) establish and support or aid in establishing and supporting any fund or trust for the benefit of members, employees, and ex-employees of the Division and their dependants and grant pensions and allowances to any such employees and ex-employees;
- (17) vary, extend or reduce any time or time limit provided by these rules in any special case and any act, deed or thing done within such varied, extended or reduced time as the Division Council may so determine shall be valid and binding;
- (18) do and perform any other acts, matters and things in connection with or relative to the management of the Division as are not by these rules or by-laws or the Constitution of the Australian Institute of Conveyancers Incorporated required to be done by the Division in general meeting.

### 12. Division Council

- (1) The Division Council shall consist of:
    - (a) the President, Vice-President, Immediate Past President and five Councillors who shall be elected from the ordinary members; and
    - (2) (b) any other persons appointed by the Division Council pursuant to this rule. The Division Council may resolve to appoint additional members to Division Council or fill casual vacancies. Such members shall have a deliberative vote and shall hold office until the next Division Annual General Meeting.
  - (2a) The Division Council may resolve to appoint up to two members to Division Council who are not ordinary members of the Division but who have special skills or knowledge. Such councillors shall be known as External Councillors and hold office until the next Division Annual General Meeting.
  - (2b) An External Councillor shall have a deliberative vote.
  - (3) The President and Vice-President shall hold office until the next Annual General Meeting after their election and shall be eligible for election for a second term of one year but shall not hold the same office for more than two years in succession in the absence of a resolution of a general meeting.
  - (4) At the Annual General Meeting of 2008 and thereafter every Councillor who has been in office for two years since being elected shall retire.
  - (5) Retiring Councillors shall be eligible for re-election.
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## CONSTITUTION

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- (6) Where at any Annual General Meeting more than four Councillors (other than the President, Vice President and Immediate Past President) shall resign, the four Councillors elected with the greatest number of votes to fill their positions shall hold office for a term of two years and the additionally elected Councillors shall hold office for a term of only one year.
- (7) The Immediate Past President shall hold office until the next Annual General Meeting after he or she became Immediate Past President.

### 13. Nominations for Division Council

- (1) Every candidate for office shall be proposed and seconded by two full members in the form prescribed by the Division Council which shall be signed by the proposer, the seconder and the candidate and delivered to the Registrar not less than 21 days before the date of the Annual General Meeting.
- (2) A member nominated for the office of President who is defeated in the election for such office shall subject to sub-clause (3) of this rule be eligible for election to the office of Vice-President and deemed duly nominated for such office unless the member indicates that he or she is not willing to stand for such office.
- (3) A member nominated for the office of President (unless elected a Vice-President under sub-rule (2) of this rule) or Vice-President who is defeated in the election for such office shall be eligible for election to the office of Councillor and deemed duly nominated for such office unless the member indicates that he or she is not willing to stand for such office.

### 14. Election of Division Council

- (1) If no more than the required number of candidates are nominated for any office those so nominated shall be declared elected at the Annual General Meeting.
  - (2) If there are more than the required number of candidates for any office an election to fill such office shall be held in the manner following:
    - (a) the Registrar shall within seven days of the closing of nominations post a ballot paper to every member entitled to vote at general meetings;
    - (b) every ballot paper shall show the office to be filled and the names of the candidates for each office;
    - (c) members shall vote by placing the number 1 opposite the name of the candidate for whom the member votes as first preference and by placing the numbers 2,3,4, and so on as the case requires opposite the names of the other candidates so as to indicate the order of preference for them and any ballot paper not marked as required by this rule shall be informal;
    - (d) the member voting shall sign the counterfoil attached to the ballot paper and detach the counterfoil and place the ballot paper in an envelope and shall place the envelope containing the ballot paper and counterfoil in a second envelope;
    - (e) ballot papers shall either be posted or delivered to the Registrar. On receipt of any envelope containing any ballot paper the Registrar shall place the same unopened in the ballot box. Voting shall close at noon on the day
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## CONSTITUTION

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preceding the commencement of the Annual General Meeting and all ballot papers received after the hour appointed by this sub-rule shall be ineligible to vote and shall be destroyed unopened;

- (f) before opening any envelopes containing ballot papers the scrutineers shall check the counterfoils accompanying every ballot paper. If any counterfoil shall not be in order the envelope containing the ballot paper accompanying such counterfoil shall be ineligible to vote and shall be destroyed unopened. All remaining envelopes containing ballot papers shall then be mixed and opened and the votes counted by the scrutineers who shall report the result of the count to the Chairman of the Division Annual General Meeting;
  - (g) a ballot may only be completed personally by the member to whom it is sent as aforesaid and no attorney or other agent may exercise the voting rights of a member.
- (3) The scrutiny of the ballot shall be conducted in such manner as the Division Council shall determine.
  - (4) If on any count two or more candidates receive an equal number of votes the Chairman of the Annual General Meeting whether he be a candidate or not shall have a second or casting vote.
  - (5) If less than the required number of candidates are nominated for any office those nominations shall be declared elected and nominations for any office remaining vacant shall be called for at the Annual General Meeting and if more than the required number of candidates are nominated an election for such office shall be held at such meeting.

### 15. Vacation of Office

The office of President, Vice-President or Councillor shall be vacated if the person filling the office:

- (1) ceases to be a member of the Division or of the Australian Institute of Conveyancers Incorporated unless the Councillor is an External Councillor;
  - (2) becomes bankrupt or insolvent or makes any composition within the meaning of the Bankruptcy Act with creditors generally;
  - (3) becomes a person whose person or estate is dealt with under any law relating to mental health;
  - (4) is disqualified from being concerned in or taking part in the management of an incorporated association;
  - (5) resigns office by notice in writing to the Division Council;
  - (6) is absent without permission of the Division Council from three (3) consecutive meetings thereof;
  - (7) ceases to reside within the Division area in respect of which the member is a Division Councillor;
  - (8) is directly or indirectly interested in any contract or proposed contract with the Division and fails to declare the nature of that interest to the Division Council;
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## CONSTITUTION

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- (9) ceases to be a registered conveyancer.

### 16. Meetings of Council

- (1) The Division Council shall meet regularly and at such times and places as may be determined from time to time by it, or in the absence of any such determination at such times and places as the Registrar on the instructions of its President or on the requisition of three (3) of the members of the Division Council shall notify to members thereof.
- (2) Each member of the Division Council shall have one vote including the President thereof, who in the event of there being an equality of votes, shall also have a second or casting vote which shall be used to maintain the *status quo*.
- (3) If the President is not presiding at a meeting thereof or is absent and there is an equality of votes, the person presiding shall have a second or casting vote which shall be used to maintain the *status quo*.
- (4) Not less than seven (7) days notice shall be given to a member of the Division Council of any meeting thereof specifying the time, place and general nature of the business of such a meeting or where the President of the Division Council considers an emergency exists the President may take such steps as are considered necessary to notify members of the Division Council of the proposed meeting notwithstanding that seven (7) days notice may not have been given.
- (5) A quorum at meetings of the Division Council shall be four (4).
- (6) At the meeting of the Division Council, the President thereof shall preside as Chairman unless unwilling to act or absent in which case the Vice-President shall preside. If both are unwilling to act or absent then after fifteen (15) minutes have elapsed after the time appointed for the meeting, the members of the Division Council present, provided they constitute a quorum, may elect one of their number as Chairman of the meeting.

### 17. Validation of Acts of Council

Subject to the Constitution of the Australian Institute of Conveyancers Incorporated, all acts done at any meeting of the Division Council shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of the Council or any member thereof or that any member was disqualified, be as valid as if every such member had been properly appointed and was qualified to act as a member of the Council.

### 18. Minutes

The Division Council shall cause minutes to be made of all appointments of officers, the names of its members present at all general meetings of the Division Council and of all proceedings of all general meetings of the Division and meetings of the Division Council. The minutes entered in the minute book and confirmed by resolution of the Division Council and duly signed by the Chairman of the meeting at which the minutes are confirmed shall be conclusive evidence that the proceedings minuted were regular and actually took place.

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## CONSTITUTION

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### GENERAL MEETINGS

#### 19. General Meetings

- (1) The general meeting of the Division, to be known as the "Annual General Meeting" shall be held in the month of September in each year on such a day, at such time and at such place as the Division Council may determine. A copy of the draft minutes of the Annual General Meeting held in the previous year and of the report of the Auditor for the immediately concluded financial year shall be published to ordinary members at least twenty-one days before the Annual General Meeting by either posting a copy to the ordinary members or by posting an electronic or scanned copy on the website of the Division and notifying all ordinary members electronically of the publication.
- (2) All other general meetings of the Division shall be Special General Meetings.
- (3) The Registrar shall, whenever required by the President, or the Division Council, or by the written requisition of not less than five (5) percentum in number of the full members of the Division call a general meeting to be held in accordance with the provisions of these rules but not earlier than twenty-one (21) days after the date of receipt by the Registrar of the requisition.
- (4) The requisition for a general meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office of the Division.
- (5) If the Division Council does not within twenty-one (21) days after the deposit of the said requisition proceed to convene a general meeting then the requisitionists may themselves in the same manner as nearly as possible to that in which meetings are to be convened by the Division Council call a meeting, but a meeting so convened shall not be held after the expiration of three (3) months from the said date of the deposit of the said requisition.
- (6) Subject to the provisions of these rules relating to special resolutions and agreement for shorter notice twenty-one (21) days notice at least exclusive of the day on which the notice is served or deemed to have been served but inclusive of the day for which the notice is given specifying the place, day and the hour of the meeting and in the case of special business the general nature of that business shall be given to such persons who are entitled to receive notices from the Division.
- (7) All business shall be special that is transacted at a general meeting with the exception of the consideration of accounts, balance sheets, the report of the Division Council and the Auditor, and the fixing of the auditor's remuneration (if any). Other special business of which notice shall not have been given, may be dealt with at any general meeting if a majority of full members present resolve that such business may be dealt with.

#### 20. Proceedings at General Meetings

- (1) At general meetings each full member present in person or by proxy shall have one vote. Life Members may attend and speak at general meetings but shall not be entitled to vote unless registered as a conveyancer under the Conveyancers Act. Associate, Student and Honorary members may attend and speak at general meetings but shall not be entitled to vote.
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## CONSTITUTION

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- (2) Any full member may by instrument in writing in the prescribed form deposited with the Registrar not less than twenty-four (24) hours before any meeting appoint any other full member his or her proxy to vote at such meetings.
  - (3) At general meetings 12 full members or 10 per centum of the full members (whichever is the greater) present and in person shall constitute a quorum and if within thirty (30) minutes from the time appointed for the meeting a quorum is not present the meeting if called upon a requisition of members shall lapse. In any other case it shall stand adjourned until the same day in the next week at the same time and place or to such later day and such other time and place as the Division Council may determine and if at the adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the members present shall constitute a quorum.
  - (4) The President of the Division Council, unless absent, shall preside as Chairman at every general meeting. If there is no President or if the President is not present within fifteen (15) minutes of the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall preside as Chairman of the meeting. In the event of there being no Vice-President or the Vice-President is not present within fifteen (15) minutes of the time appointed for the holding of the meeting or is unwilling to act, the members present shall elect one of their number to be Chairman of the meeting.
  - (5) The Chairman may with the consent of any meeting in which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any such adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting, but except for notice in that case, it shall not be necessary to give any notice of adjournment or the business to be transacted at an adjourned meeting.
  - (6) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded before or on the declaration the result of the show of hands either by the Chairman or by at least three (3) members present in person or by proxy.
    - (a) Unless a poll is demanded a declaration by the Chairman that the resolution has on a show of hands been carried unanimously or carried by a particular majority or lost and an entry to that effect in the records containing the minutes of proceedings of the Division shall be conclusive evidence of the fact without particulars of the number or proportion of the votes recorded in favour of or against the resolution.
    - (b) The demand for a poll may be withdrawn.
  - (7) If a poll is duly demanded it shall be taken in such manner either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of a poll shall be the resolution of a meeting at which the poll is demanded, but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
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## CONSTITUTION

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- (8) In the case of equality of votes, whether on a show of hands or on a poll, the Chairman of a meeting at which the show of hands takes place or on which the poll is demanded shall be entitled to a second or casting vote which shall maintain the *status quo*.
- (9) No full member shall be entitled to vote at any meeting or poll unless all moneys due from that member to the Division have been paid other than sums due for subscriptions for the current year. No objection shall be admitted to the qualification of any voter except at the meeting or the adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

### 21A. Notices

- (1) Written notice of any meeting or resolution (including a special resolution) may be given:
  - (a) personally; or
  - (b) by sending it by post to the postal address for the member; or
  - (c) by delivering it or sending it via a document exchange service to the document exchange address for the member; or
  - (d) by sending it by email to the email address (if any) for the member; or
  - (e) by sending it to the member by other electronic means (if any) nominated by the member for communications from the Division.
- (2) The address for the member shall be any address nominated by the member for receipt of postal, DX or electronic communications from the Division.
- (3) Notice shall be deemed to have been given on the second business day following the posting, delivery to a document exchange or electronic transmission (as the case may be).

### 21. Minutes

Minutes of the proceedings of every general meeting (whether Annual or Special) shall be entered and kept in a minute book. The minutes when confirmed by resolution passed at a general meeting and signed by the Chairman of that meeting shall be conclusive evidence that the proceedings minuted therein were regular and actually took place as minuted at a meeting duly convened and held and shall be binding on all the members of the Division except as to any irregular proceedings so declared and annulled at the Special General Meeting called for that purpose and held within three months after the holding of such general meeting to which the minutes relate.

### 22. Special Resolution

- (1) A special resolution is a resolution:
    - (a) to amend the rules;
    - (b) of a special nature determined by the Division Council or by general meeting;
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## CONSTITUTION

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and

- (c) of which notice specifying the intention to propose the resolution as a special resolution at a general meeting has been given in accordance with these rules at least twenty-one (21) days prior to the holding of the meeting.
- (2) To be effective a special resolution must be passed by a majority of not less than three-quarters (3/4) of the full members present in person or by proxy and entitled to vote at a general meeting.

### ACCOUNTS AND AUDIT

#### 23. Accounts

- (1) The Division shall cause proper accounts to be kept with respect to:
  - (a) all sums of money received and expended by the Division and the manner in respect of which the receipt and expenditure takes place;
  - (b) all sales and purchases of real and personal property by the Division; and
  - (c) the assets and liabilities of the Division.
- (2) Such accounts shall be kept at the registered office of the Division, or at such other place or places as the Division Council thinks fit, and shall be open to inspection by members of the Division Council.
- (3) The Division Council shall from time to time determine at what times and places and under what conditions and regulations the accounts and books of the Division or any of them shall be open to inspection by members not being the persons who are members of the Division Council.
- (4) The Division Council shall from time to time and in accordance with the provisions of rule 25 cause to be prepared and laid before the Division in General Meeting such balance sheet, profit and loss account and accompanying accounts and schedules as are required thereby.
- (5) The financial year shall commence on the 1st day of July and conclude on the 30th day of June.

#### 24. Appointment of Auditor

An auditor who shall be a qualified accountant and not a member of the Division shall be appointed by the Division at the Annual General Meeting.

#### 25. Audit

Once at least in each year the accounts of the Division shall be examined by the auditor who shall certify to the correctness of the balance sheet, profit and loss account and the accompanying accounts and schedules to be submitted to the Annual General Meeting.

#### 26. Auditor's Report

The auditor shall make a report to the members upon the balance sheet and accounts to be submitted to every Annual General Meeting and every such report shall state whether in his or her opinion they were properly drawn up so as to exhibit a true and correct view

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## CONSTITUTION

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of the Division's affairs.

### MISCELLANEOUS

#### 27. Common Seal

The common seal of the Division shall only be fixed to any deed instrument or other document pursuant to a resolution of Division Council. Any member of the Division Council and the Registrar or in his absence a second member of the Division Council shall countersign the affixation of the seal and the Registrar shall keep a record of all documents to which the seal is as fixed.

#### 28. Expulsion

- (1) The Division Council may suspend, expel, fine or reprimand any member of the Division whose registration as a conveyancer has been suspended or cancelled or who commits any breach of any rule, regulation or code of ethics of the Australian Institute of Conveyancers Incorporated, the Division, or any order or direction of the Division Council or of any Special or Annual general meeting, or who in the opinion of the Division Council is guilty of unethical conduct or of any practice, conduct, matter or thing unbecoming of the Australian Institute of Conveyancers Incorporated, the Division, its members, of conveyancers generally, or to imperil or affect the enjoyment of the Division's premises by the members thereof.
- (2) If any member becomes bankrupt or insolvent and makes any composition with creditors generally that member may at the discretion of the Division Council cease to be a member.
- (3) If any member becomes of unsound mind or a person whose person or estate is dealt with in any way under any law relating to mental health that person may at the discretion of the Division Council cease to be a member.

#### 29. Appeal

- (1) Any member of the Division who may feel aggrieved by any decision or action of a Division Council under rule 28 may by notice in writing given or delivered to the Registrar within one calendar month from the date thereof appeal against such decision or action to a general meeting.
  - (2) Such notice shall state the grounds of appeal and such appeal shall be heard at the general meeting next following the expiration of one month from the lodging of such notice with the Registrar.
  - (3) Any member lodging any notice of appeal as aforesaid may in such notice require that a Special Division General Meeting be held to deal with the matter and in such event the member shall deposit the sum of five hundred dollars (\$500) or such other sum as the Council may from time to time determine, with the notice of appeal. If such appeal be not upheld such sum shall be forfeited to the Division but in the event of the appeal being upheld then the said sum shall be refunded to the member.
  - (4) Until the hearing of any appeal the decision of the Division Council shall have full force and effect provided that if the decision was to expel such member such
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## CONSTITUTION

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decision shall not take effect unless the appeal is dismissed. Until the appeal or further appeal as hereinafter provided is heard the member's membership shall be suspended.

- (5) The Division general meeting may uphold any appeal and may vary any penalties imposed by the Division Council.
- (6) Further appeal may be made to the Australian Council in accordance with rule 9 of the Constitution of the Australian Institute of Conveyancers Incorporated.

### **30. Dissolution**

The Division may be dissolved or wound up by a special resolution carried by a majority of three-quarters (3/4) of the members present and entitled to vote at any general meeting called for such purpose.

### **31. Disposition of Assets**

If upon the dissolution or winding up of the Division there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the Division but shall be given or transferred to some other Division or Society having objects similar wholly or in part to the objects of the Division, and which shall prohibit the distribution of its or their income and property among its or their members or to such charitable organisation(s) approved under the Income Tax Assessment Act which charitable organisation(s) shall be determined by the members of the Division at or before the time of dissolution or winding up or default thereof, or if, and so far as, effect cannot be given to such determination then such payment or distribution shall be determined by a judge of the Supreme Court.

### **32. Interpretation of Rules**

Subject to the powers of the Australian Council, the Division Council shall be the sole authority for the interpretation of these rules and of all regulations and codes of ethics made hereunder and the decision of the Division Council thereon and upon any matter not provided for by these rules or by any regulation or provision of any code of ethics made hereunder shall be final and binding on the members.

### **33. Indemnity**

- (1) Except so far as is prohibited every member of the Division Council, Registrar and other officer or servant, shall be indemnified by the Division against, and it shall be the duty of the Division Council out of the funds of the Division to pay all costs, losses and expenses which any such member of the Division Council, Registrar, or other officer or servant may incur or become liable to by reason of any contract entered into or act or deed done by any such member, Registrar or officer or servant in any way in or in relation to the discharge of that person's duties, and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Division, and have priority as between the members over all other claims.
  - (2) No member of the Division Council or other officer of the Division shall be liable for the acts, receipts, or default of any other member of the Division Council or officer, or for joining in any receipt or other act for the sake of conforming, or for any loss
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## CONSTITUTION

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or expenses happening to the Division through the insufficiency or deficiency of title to any property acquired by order of the Division Council for or on behalf of the Division, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Division shall be invested, or for any loss or damage arising from bankruptcy, insolvency, or tortious act with any person with whom any moneys, securities or effects shall have been deposited, or for any loss, damage or misfortune whatever which will happen in the execution of the duties of the respective office or in relation thereto, unless the same happen through that Division Council members or that other officers own wilful act or default.

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