AUSTRALIAN INSTITUTE OF CONVEYANCERS SOUTH AUSTRALIAN DIVISION INC.

CONSTITUTION

Adopted 31 August 2022

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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 and persons engaged or interested in the profession of conveyancing;

(2) to advocate on behalf of the conveyancing profession;

(3) to advance the standard of education of conveyancers and to assist and encourage students of conveyancing;

(4) to improve the knowledge and standards of conveyancers;

(5) to improve the ethical standards of conveyancers and to provide and enforce a code of conduct which may include those ethical standards for conveyancers;

(6) to foster relations and co-operation between conveyancers and solicitors, real estate and business agents, land agents, land valuers, surveyors, banking institutions and finance providers, Government officers and public authorities;

(7) to provide assistance to the public in conveyancing matters;

(8) to promote the development and improvement of the law relating to conveyancing:

(9) to promote the better understanding by the public of the functions of conveyancers and to advance the status of conveyancers;

(10) to encourage co-operation between conveyancers, the Government and Government departments;

(11) to provide facilities for members;

(12) 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;

(13) to do such other things as are incidental or conducive to the attainment of the objects of the Division; and

(14) affiliate with the Australian Council and act as its member for the Division area.

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 of that income and property 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 clause 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 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.

3A. Powers

The Division will have:

(1) those powers that an incorporated association may have as specified in the Associations Act; and

(2) the power to:

(a) supply goods and services to members and third parties, and derive income from that supply, provided any income received complies with clause 3 and any goods and services are incidental or conducive to the attainment of the Division's objects in clause 2;

(b) 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;

(c) make, vary and repeal such regulations and by-laws as the Board may think fit subject to this Constitution or the Associations Act;

(d) issue a certificate to a person who is a member or fellow of the Division as approved by the Division;

(e) cancel a certificate issued to any member or fellow of the Division;

(f) do all such other acts and things as the Division or the Board may consider incidental or conducive to the attainment of any of the objects of the Division;

(g) delegate to any person or committee such powers as the Board thinks fit upon such terms and conditions as the Board thinks fit and to revoke any such delegation; and

(2) any other powers set out in this Constitution.

4. Interpretation

This Constitution is to be interpreted in accordance with the provisions of the Associations Act and, unless the contrary intention appears:

(1) "**Associations Act**" means the *Associations Incorporation Act 1985* (SA) and any statutory modification, substitution or re-enactment and any subordinate legislation issued under that legislation

(2) "**Annual General Meeting**" means a general meeting of Voting Members of the Division described in clause 19;

(3) "**Australian Council**" means the Australian Council of the Australian Institute of Conveyancers Incorporated;

(4) "**Division area**" means the State of South Australia and such other area as determined by the Australian Council;

(5) **"External Board Member**" means be a person appointed to the Board in accordance with clause 12(2a), but shall not include a Real Estate Agent as defined in the *Land Agents Act 1994*, or any person prohibited by law;

(6) "**General Meeting**" means a general meeting of Voting Members described in clause 19A;

(7) "**Members Meeting**" means any Annual General Meeting, General Meeting, or Special General Meeting;

(8) **"Public Officer"** has the same meaning as in section 56 of the Associations Act;

(9) **"Secretary"** means the person appointed to perform the duties of the secretary of the Division;

(10) **"Special General Meeting"** means a general meeting of Voting Members convened in accordance with clause 19B; and

(11) **"Voting Members"** means any member of the Division who is entitled to attend or vote at a particular meeting or on a particular resolution.

MEMBERSHIP

5. Classes of Membership

The classes of membership of the Division are set out in Schedule A to this Constitution.

6. Qualification for Membership

(1) The qualifications for each class of membership of the Division are set out in Schedule A to this Constitution.

(2) It is a requirement of any category of member that that person is admitted to the membership of the Division from time to time pursuant to this Constitution.

7. Application for Membership

(1) Applications for membership of the Division shall be on the form prescribed by the Board 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 for a Student Member who wants to become an Ordinary Member, in which case that application must be approved by the Board.

(2) If a person applies for a category of membership which requires another member or members of any particular class to nominate that person for membership to that category, then the application must also be signed by that member(s) making the nomination on any form prescribed by the Board.

(3) All applications for membership shall be delivered to the Secretary together with

the application fee (if any) fixed by the Board pursuant to clause 9. Each application shall be submitted to the Board which shall determine whether to accept or reject the application.

(4) Upon the acceptance or rejection of an application for membership with the Division the Secretary shall give notice in writing to the applicant of the Board's decision.

(5) Upon acceptance of an application for membership by the Board the applicant shall become a member upon payment of the subscription.

(6) It is a condition of ongoing membership of any category that the member complies with this Constitution and any policies, charter and, or code of conduct set by the Board for that membership category.

CHIEF EXECUTIVE OFFICER

8. Chief Executive Officer

(1) The Board may employ a Chief Executive Officer and other personnel it considers necessary or appropriate, in each case for such term and at such remuneration and upon such conditions as it may think fit.

(2) The Board shall cause to be kept in the custody of the Chief Executive Officer, or if there is no Chief Executive Officer, the Secretary, a register of the members of the Division.

(3) The Board may vest in the Chief Executive Officer such powers and authorities as it may from time to time determine and the Chief Executive Officer shall exercise all such powers and authority subject at all times to control by the Board.

(4) The Chief Executive Officer shall not be a member of the Board but may attend meetings of the Board and the Division and may be heard on any matters but shall not be entitled to vote.

(5) Unless the Board determines otherwise the Chief Executive Officer shall also be the Secretary and Public Officer of the Division.

(6) If there is no Chief Executive Officer, and the Board has not determined a person to be the Secretary and Public Officer, then the role of Secretary and Public Officer vest in the President.

FEES, SUBSCRIPTIONS AND LEVIES

9. Fees, Subscriptions and levies

(1) The Board 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 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 Board 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) The Board may set the membership periods from time to time. Membership of the Division shall be renewed for a member for the next membership period on or before the last day of current membership period ("the renewal date") by payment of the subscription.

(4) The Board may suspend or terminate the membership of a member who has not renewed their membership and paid any fees required by the Board for membership when due provided:

(a) the Board sends notice to the member that the member has not renewed their membership and, or not paid their fees; and

(b) the Board provides at least 30 days for the member to apply for membership or pay any fees (as applicable);

and the suspension of any member may include such terms as the Board considers appropriate, including without limitation:

(c) the duration of the suspension; and

(d) any fees payable by the member to lift the suspension.

(5) If membership has been suspended pursuant to sub-clause 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 Secretary and, if appropriate, the Board 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 or membership of the Australian Institute of Conveyancers Incorporated and the Division to the Secretary and the Board may accept such resignation on payment of all subscription and fees (if any) then due and owing by that member.

THE BOARD

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 Board".

(2) The Board shall have such powers, duties and functions as are imposed upon or vested in it by the Australian Council.

11. Powers of the Board

The business and affairs of the Division shall be administered by, managed by, and vested in the Board 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 this Constitution or by-laws required to be exercised by the Division in a Members Meeting subject nevertheless to this Constitution and to any regulations not inconsistent with this Constitution which may be prescribed by the Division in a Members Meeting provided that no regulation made by the Division in a Members 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 Board 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 of that property and when and under what conditions the premises of the Division and any part or parts of the premises shall be used by members;

(3) appoint a Chief Executive Officer 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 Board 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 Board 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 Board;

(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 at those meetings;

(8) pay any servant of the Division a gratuity for faithful and diligent service as to the Board 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 this Constitution and the 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 conduct for registered conveyancers and make alter and repeal regulations relating to the conduct and business affairs of registered conveyancers;

(16) make, alter and repeal any by-laws, regulations, charters, or the like, which are:

(a) binding on the Board or the members; and

(b) are in the opinion of the Board necessary or desirable for the proper control, administration and management of the Division's affairs, operations, finances, interests, effects and property,

provided such by-law is not inconsistent with any provision contained in this Constitution;

(17) 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;

(18) vary, extend or reduce any time or time limit provided by this Constitution in any special case and any act, deed or thing done within such varied, extended or reduced time as the Board may so determine shall be valid and binding;

(19) do and perform any other acts, matters and things in connection with or relative to the management of the Division as are not by this Constitution or by-laws or the Constitution of the Australian Institute of Conveyancers Incorporated required to be done by the Division in a Members Meeting.

12. The Board

(1) **The Board**

The Board shall consist of:

(a) the President, Vice-President, and five additional Board Members who shall be elected from the Voting Members;

(b) the Immediate Past President or another Board Member in place of the Immediate Past President pursuant to clause 12(5); and

(c) any other persons appointed by the Board pursuant to this clause 12.

(2) **Casual Vacancy**

The Board may resolve to appoint additional members to Board or fill casual vacancies. Such members shall have a vote and shall hold office until the next

Annual General Meeting.

(2a) **External Board Members**

(a) The Board may resolve to appoint up to two persons to the Board who are not members of the Division but who have special skills or knowledge. Such members of the Board shall be known as External Board Members and hold office for such term as the Board may determine which may be up to 2 years. The term of an External Board Member may only be extended or renewed once for a period not exceeding 2 years. The Board may appoint an External Board Member after the expiration of such term provided either:

(i) the External Board Member has not held office on the Board for at least 2 years since the External Board Member's last appointment; or

(ii) the External Board Member is voted to such position at the next Annual General Meeting.

(b) An External Board Member shall have a vote at meetings of the Board.

(2b) **Board Advisors**

The Board may resolve to appoint any persons to attend meetings of the Board who has special skills or knowledge, provided such person is not an officer of the Board and does not have a vote. Any person who is a Board Advisor may hold that role for such term as the Board thinks fit. A Board Advisor does not hold the role of Board Member.

(3) **President and Vice President**

(a) The President shall be the senior office bearer of the Division.

(b) It shall be the duty of the President to supervise the carrying out of this Constitution and the decisions of the Board.

(c) The President or the appointee of the Board shall represent the Board and the Division on official occasions.

(d) The Vice President shall be the junior office bearer of the Division and shall exercise the full power and authority of the President when the President is absent or unwilling or unable to act.

(4) **Retirement by Rotation and Re-election**

(a) Subject to clauses 12(4)(c) and 12(5), at the Annual General Meeting of 2008 and thereafter every Board Member (not including any External Board Member) who has been in office for two years since being elected shall retire.

(b) Any retiring Board Member shall be eligible for re-election provided that person has not held a position of Board Member (whether as President, Vice President, or any combination of positions) for 6 consecutive years, or holding the position would cause that person to hold a position on the Board for 7 consecutive years.

(c) The Voting Members may vote to appoint a Board Member of the Board for a term of up to 1 year.

(5) **Immediate Past President**

(a) The Immediate Past President shall hold office until the next Annual General Meeting after that person became Immediate Past President, after which time an ordinary member may be elected at that Annual General Meeting to hold an additional role as Board Member. This Board Member may be appointed for a term that is less than 2 years.

(b) If the Immediate Past President retires or resigns before the next Annual General Meeting, then the Board may appoint an Ordinary Member to hold the role as an additional Board Member of the Board for a term ending no later than the next Annual General Meeting.

(6) **Board may act**

If there are any vacancies on the Board, the remaining officers of the Board may act but, if the number of remaining office holders is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of office holders to a number sufficient to constitute a quorum.

13. Nominations for the Board

(1) Every candidate for office shall be nominated by a Voting Member or Life Member in the form prescribed by the Board which shall be signed by the nominator and the candidate and delivered to the Secretary 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 clause be eligible for election to the office of Vice-President and deemed duly nominated for such office unless the member indicates that the member is not willing to stand for such office.

(3) A member nominated for the office of President (unless elected a Vice-President under sub-clause (2) of this clause) or Vice-President who is defeated in the election for such office shall be eligible for election to the office of Board Member and deemed duly nominated for such office unless the member indicates that the member is not willing to stand for such office.

14. Election of the Board

(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) This clause 14 sets out that any voting may be done by a manual or electronic voting system (or a combination of the two methods) if a vote is required. The Board will determine the procedure that will be applied provided it is in accordance with this clause 14. 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 set out either in clause 14(3) or 14(4) as determined by the Board.

(3) **Manual Voting System**

The voting will be held as follows:

(a) the Secretary shall within seven days of the closing of nominations send a ballot paper to every Voting Member;

(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 clause shall be informal;

(d) the member voting shall sign the ballot paper and send the signed and completed ballot paper to the Secretary or to an electronic address provided that that electronic address must not be accessed by any person before the date determined in clause 14(5);

(e) on receipt of any envelope containing any ballot paper the Secretary shall place the same unopened in the ballot box;

(f) on receipt of any email, facsimile or other electronic transmission containing a ballot paper, the Secretary shall print the ballot paper and place it in the ballot box.

(4) **Electronic Voting System**

The voting will be held as follows:

(a) the Secretary may utilise any electronic voting system to enable Voting Members to vote;

(b) the electronic voting system must 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 vote not marked as required by this clause shall be informal even if lodged through the electronic voting system;

(d) the electronic voting system must enable each Voting Member's vote to be printed and made available to the Voting Member and the Chairperson for the Annual General Meeting;

(e) the electronic voting system must not be allowed to show the results of any voting until after the date and time determined in clause 14(5).

(f) if only some of the above provisions can be complied with using an electronic voting system, but others cannot unless some of the procedures from the manual voting system are used, then those procedures from the manual voting system may be used to complete the electronic voting system.

(5) Voting shall close at noon on the day preceding the commencement of the Annual General Meeting and all votes received after the hour appointed by this sub-clause shall be ineligible to vote and shall be destroyed unopened.

(6) A ballot may only be completed personally by the member to whom it is sent and no attorney or other agent may exercise the voting rights of a member.

(7) The scrutiny of the ballot shall be conducted in such manner as the Board shall determine.

(8) If on any count two or more candidates receive an equal number of votes the Chairperson of the Annual General Meeting whether that person be a candidate or not shall have a second or casting vote.

(9) 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 the Annual General Meeting.

15. Vacation of Office

The office of any Board Member 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 Board Member is an External Board Member;

(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 Board;

(6) is absent without permission of the Board from three (3) consecutive meetings of the Board;

(7) ceases to reside within the Division area in respect of which the member is a Division Board Member;

(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 Board;

(9) ceases to be a registered conveyancer (unless the Board Member is an External Board Member); or

(10) is held by the Board to have breached this Constitution, or any by-law, charter, code of conduct, or other such clauses governing the conduct or behaviour of officers of the Board or members of the Division.

16. Meetings of the Board

(1) The Board 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 Secretary on the instructions of its President or on the requisition of three (3) of the members of the Board shall notify to members of the Board.

(2) Each member of the Board shall have one vote including the President, 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 of the Board 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 Board of any meeting specifying the time, place and general nature of the business of that meeting or where the President of the Board considers an emergency exists the President may take such steps as are considered necessary to notify members of the Board of the proposed meeting notwithstanding that seven (7) days notice may not have been given. Subject to this Constitution, the Board may adjourn and otherwise regulate its meetings as it thinks fit.

(5) A quorum at meetings of the Board shall be four (4) Board Members.

(6) At the meeting of the Board, the President shall preside as Chairperson 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 Board present, provided they constitute a quorum, may elect one of their number as Chairperson of the meeting.

(7) A member of the Board may attend a meeting by telephone or other electronic means by which the member can hear and be heard.

(8) Subject to this Constitution, questions arising at any meeting of the Board may be decided by a simple majority approval. Each member of the Board has one (1) vote on any question except for the person presiding over the meeting who has a casting vote as specified in this clause 16.

(9) Subject to clause 16(12), the Board may pass a resolution without a meeting of the Board being held if all the members of the Board entitled to vote on the resolution either sign a document, or provide written notice, containing a statement that they are in favour of the resolution. The resolution is passed when the number of members of the Board required to pass the resolution have confirmed their agreement to the resolution in writing.

(10) For the purposes of clause 16(9), separate copies of a document may be used for signing by those entitled to vote if the wording of the resolution and statement is identical in each copy.

(11) Any document referred to in this clause 16 may be in the form of a facsimile or electronic transmission.

(12) A resolution may not be passed under clause 16(9) if, before it is circulated for voting, the Board resolves that it can only be put at a meeting of the Board.

(13) Any member of the Board who is unable to attend a meeting of the Board will, by written notice to the President or the Secretary, be permitted to appoint another member of the Board to act as the member's proxy for that meeting and exercise any vote of the nominating officer.

17. Validation of Acts of the Board

Subject to the Constitution of the Australian Institute of Conveyancers Incorporated, all acts done at any meeting of the Board shall, notwithstanding that it is afterwards

discovered that there was some defect in the appointment of the Board or any member of the Board 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 Board.

18. Minutes

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

GENERAL MEETINGS

19. Annual General Meetings

(1) An Annual General Meeting of the Division must be held in the month of September each year on the date and at the location determined by the Board.

(2) The business of the Annual General Meeting will be to:

(a) confirm the minutes of the previous Annual General Meeting;

(b) receive the report of the Board on the past Financial Year;

(c) receive the report of any committees of the Board as appropriate;

(d) present the accounts for the past Financial Year together with the auditor's report, the statement and report of the Board;

(e) elect Board Members, including the President and Vice President, if any positions are vacant;

(f) any other business set out in the notice of the Annual General Meeting by the Board; and

(g) any other business if a majority of members present and eligible to vote resolve that such business may dealt with.

(3) The Annual General Meeting will be convened by notice in writing to all members of the Division entitled to attend or vote at the Annual General Meeting, at least twenty one (21) days prior to the date fixed for such Annual General Meeting, stating briefly the business to be transacted at that Annual General Meeting.

(4) Subject to the provisions of this Constitution 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.

19A General Meetings

(1) The Secretary shall, whenever required by the President, or the Board, 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 this Constitution but not earlier than twenty-one (21) days after the date of receipt by the Secretary of the requisition.

(2) The requisition for a General Meeting shall state the objects of the meeting and shall be signed by the requisitionists and sent to the Secretary.

(3) If the Board does not within twenty-one (21) days after the requisition is received, or deemed to be received under this Constitution, by the Secretary, 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 Board call a meeting, but a meeting so convened shall not be held after the expiration of three (3) months from the date of sending the requisition.

(4) The business of the General Meeting shall include:

(a) any business set out in the notice of the General Meeting; and

(b) any other business if a majority of members present and eligible to vote resolve that such business may dealt with.

(5) Any Schedules to this Constitution may be included or amended by resolution passed at a General Meeting without requiring a special resolution.

19B Special General Meetings

(1) A Special General Meeting is a meeting at which it is proposed to pass a special resolution.

(2) The same requirements for convening a General Meeting in clauses 19A(1), (2) and (3) apply for convening a Special General Meeting.

(3) A special resolution is a resolution:

(a) to amend this Constitution, except any Schedules to this Constitution; or

(b) of a special nature determined by the Board or by General Meeting; and

of which notice specifying the intention to propose the resolution as a special resolution at a Special General Meeting has been given in accordance with this Constitution at least twenty-one (21) days prior to the holding of the meeting.

(4) To be effective a special resolution must be passed by a majority of not less than three-quarters (3/4) of the Voting Members in attendance (which includes attending in person, or if the Voting Member is registered as using any virtual meeting technology made available during the Special General Meeting) or by proxy at a Special General Meeting.

20. Proceedings at Meetings

(1) At any Members Meeting, each:

(a) Voting Member in attendance (which includes attending in person, or if the Voting Member is registered as using any virtual meeting technology made available during the Special General Meeting) or by proxy shall have one vote;

(b) Life Member may attend and speak but shall not be entitled to vote unless registered as a conveyancer under the Conveyancers Act; and.

(a) member of any other category may attend and speak but shall not be entitled to vote.

(2) Any Voting Member may by instrument in writing in the prescribed form received or deemed to be received by the Secretary not less than twenty-four (24) hours before any Members Meeting appoint any other Voting Member as that member's proxy to vote at that Members Meeting.

(3) At any:

(a) Annual General Meeting or Special General Meeting, 12 Voting Members or 10 percentum of the Voting Members (whichever is the greater); or

(b) General Meeting, 12 Voting Members or 5 percentum of Voting Members (whichever is the greater),

in attendance shall constitute a quorum and if within thirty (30) minutes from the time appointed for the Members Meeting a quorum is not present the Members 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 Board 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 Voting Members present shall constitute a quorum. A Voting Member may represent one or more other Voting Members by proxy. If a proxy represents more than one Voting Member, then it will be deemed as if each of those Voting Members were present for the purposes of determining whether there is a quorum or not.

(4) A Members Meeting may be held using virtual meeting technology and any Voting Member who is registered as using that virtual meeting technology at the commencement of the Members Meeting will be considered as present for the purposes of constituting a quorum provided:

(a) the notice of the Members Meeting provided sufficient information to allow the Voting Member to participate in the Members Meeting by means of the technology; and

(b) that Voting Member has a means of voting, whether using the virtual meeting technology or otherwise, at the Members Meeting.

(5) The President of the Board, unless absent, shall preside as Chairperson at every Members 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 Members Meeting or is unwilling to act, the Vice-President shall preside as Chairperson of the Members 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 Members Meeting or is unwilling to act, the Voting Members present shall elect one of their number to be Chairperson of the Members Meeting.

(6) The Chairperson may with the consent of the Voting Members at any Members Meeting in which a quorum is present, and shall if so directed by the majority of Voting Members at the Members 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 Members Meeting from which the adjournment took place. When a Members Meeting is adjourned for ten (10) days or more, notice of the adjourned Members Meeting shall be given as in the case of an original Members 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 Members Meeting.

(7) At any Members Meeting a resolution put to vote shall be decided by a simple majority (except for a special resolution to be passed at Special General Meeting) 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 Chairperson or by at least three (3) members in attendance or by proxy.

(a) Unless a poll is demanded a declaration by the Chairperson 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.

(c) Any Voting Member who attends a Members Meeting using virtual meeting technology will be considered to have voted either by a poll or a show of hands if the Voting Member votes using any means provided by the virtual meeting technology.

(8) 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 Chairperson directs and the result of a poll shall be the resolution of a Members Meeting at which the poll is demanded, but a poll demanded on the election of a Chairperson or on a question of adjournment must be taken.

(9) In the case of equality of votes, whether on a show of hands or on a poll, the Chairperson of a Members 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*.

(10) No Voting Member shall be entitled to vote at any Members Meeting or poll unless all moneys due from that Voting 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 Members Meeting or the adjourned Members Meeting at which the vote objected to is given or tendered and every vote not disallowed at such Members Meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the Members Meeting whose decision shall be final and conclusive.

21A. Notices

(1) Any notice required or authorised by this Constitution, including 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; or

(f) by inserting it on the Division's website and:

(i) notifying members by email of the insertion; and

(ii) inserting it in any journal or publication which is published by or on behalf of the Division and which is circulated by the Division to members,

provided that if the notice is to the Division or the Board, the notice must be given or addressed (as applicable) to the Secretary, and if sent by post, must be sent by registered post.

(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:

(a) on the second business day following the posting of the document;

(b) two (2) hours after the document was sent by facsimile or electronic transmission.

21. Minutes

Minutes of the proceedings of every Members Meeting shall be entered and kept in a minute book, which may be kept electronically. The minutes when confirmed by resolution passed at a Members Meeting and signed by the Chairperson of that Members Meeting shall be conclusive evidence that the proceedings specified in those minutes were regular and actually took place as minuted at a Members 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 Members Meeting to which the minutes relate.

ACCOUNTS AND AUDIT

22. 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 Board thinks fit, and shall be open to inspection by members of the Board.

(3) The Board 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 Board.

(4) The Board shall from time to time and in accordance with the provisions of clause 24 cause to be prepared and laid before the Division at the Annual 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 unless the Board determines otherwise and provided such determination is in compliance with the Associations Act.

23. 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.

24. 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.

25. 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 the auditor's opinion they were properly drawn up so as to exhibit a true and correct view of the Division's affairs.

MISCELLANEOUS

26. Common Seal and electronic signing of documents

(1) For the purposes of this clause 26, a document has its ordinary meaning and includes without limitation any agreement, deed, notice, ballot paper, minutes, or resolution.

(2) The common seal of the Division shall only be fixed to any deed instrument or other document pursuant to a resolution of Board. Any member of the Board and the Secretary or in the Secretary's absence a second member of the Board shall countersign the affixation of the seal and the Secretary shall keep a record of all documents to which the seal is as fixed.

(3) Subject to clause 26(4), the witnessing of:

(a) any person signing a document; or

(b) the fixing of a common seal to a document,

may be witnessed by a person if:

(c) the witness observes, by electronic means, the signatory signing the document or fixing of the seal; and

(d) the witness signs the document, including signing the document by electronic means and, or in counterpart.

(4) The Board may require any document signed by a witness to include a statement that the witness observed the fixing of the seal or the other person sign the document (as applicable) by electronic means.

(5) A document (including without limitation any agreement, deed, notice, ballot paper, minutes, or resolution) signed:

(a) by or on behalf of the Division; or

(b) by any member of the Division; or

(c) officer of the Board,

is taken to have been signed if:

(d) the person signs a copy or counterpart of the document that is in a physical form and the copy or counterpart includes the entire contents of the document;

(e) by a person if a person uses an electronic transmission or electronic signature to sign the document, or signs a copy or counterpart of the document.

(6) A document signed in accordance with clause 26(5) of this Constitution may not be accepted by the recipient if the recipient (acting reasonably) has reason to suspect the document has not been signed by that person, in which case the person must provide to the recipient a form of reliable identification to confirm the identity of the person signing the document.

(7) It is not necessary for any copy or counterpart of a document to include the signatures of each signatory on all copies or counterparts of the document.

27. Expulsion

(1) The Board 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 constitution, regulation or code of conduct of the Australian Institute of Conveyancers Incorporated, the Division, or any order or direction of the Board or of any Members Meeting, or who in the opinion of the Board 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.

(2) If any member becomes bankrupt or insolvent and makes any composition with creditors generally that member may at the discretion of the Board 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 Board cease to be a member.

28. Appeal

(1) Any member of the Division who may feel aggrieved by any decision or action of a Board under clause 27 may by notice in writing given or delivered to the Secretary within one calendar month from the date that decision or action appeal against such decision or action to a Special General Meeting.

(2) Such notice shall state the grounds of appeal and such appeal shall be heard at the Special General Meeting next following the expiration of one month from the lodging of such notice with the Secretary.

(3) Any member lodging any notice of appeal may in such notice require that a Special 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 Board 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 that sum shall be refunded to the member.

(4) Until the hearing of any appeal the decision of the Board shall have full force and effect provided that if the decision was to expel such member such 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 Voting Members at any Special General Meeting may uphold any appeal and may vary any penalties imposed by the Board.

(6) Further appeal may be made to the Australian Council in accordance with clause 9 of the Constitution of the Australian Institute of Conveyancers Incorporated.

29. Dissolution

The Division may be dissolved or wound up by a special resolution carried by a majority of three-quarters (3/4) of the Voting Members at any Special General Meeting called for such purpose.

30. 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, 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.

31. Interpretation of this Constitution

Subject to the powers of the Australian Council, the Board shall be the sole authority for the interpretation of this Constitution and of all regulations and codes of conduct made

pursuant to this Constitution and the decision of the Board in relation to this Constitution and any regulations and codes of conduct and upon any matter not provided for by this Constitution or by any regulation or provision of any code of conduct shall be final and binding on the members.

32. Indemnity

(1) Except so far as is prohibited every member of the Board, Secretary and other officer or servant, shall be indemnified by the Division against, and it shall be the duty of the Board out of the funds of the Division to pay all costs, losses and expenses which any such member of the Board, Secretary, 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, Secretary 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 Board or other officer of the Division shall be liable for the acts, receipts, or default of any other member of the Board or officer, or for joining in any receipt or other act for the sake of conforming, or for any loss or expenses happening to the Division through the insufficiency or deficiency of title to any property acquired by order of the Board 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 Board members or that other officers own wilful act or default.

33. Exceptional Circumstances

The Board may extend any timeframe to provide any notice or hold any Members Meeting as required in this Constitution by up to 60 days provided:

(1) there are exceptional circumstances; and

(2) the Secretary provides an electronic communication to all members of the Division, and at least 12 Voting Members or 10% of Voting Members (whichever is the greater), agree in writing to the extension; and

(3) the request for the extension occurs before the date that the notice or Members Meeting was supposed to occur.

SCHEDULE A – Membership Categories

1. Classes of Membership relating to individuals

(1) The membership of the Division shall consist of the following classes:

(a) Ordinary Member,

(b) Fellow,

(c) Life Member,

(d) Non-Practising Conveyancer,

(e) Non-Conveyancing Professional

(f) Support Staff,

(g) Student Member,

(h) Independent Student Member,

(i) Retired Member, and

(j) Honorary Member.

(2) A "Voting Member" means a member who is:

(a) an Ordinary Member;

(b) a Fellow; or

(c) a Life Member who is a registered conveyancer.

2. Qualification for Membership

(1) Full membership shall be open to any person who is and remains registered as a conveyancer pursuant to the *Conveyancers Act, 1994.* Every member of the Institute, regardless of class, must agree to adhere to the AICSA Code of Conduct.

(2) An **Ordinary Member** shall be -

(a) any Ordinary Member of the Division on 1 July 2003; or

(b) any person who is a registered conveyancer pursuant to the *Conveyancers Act, 1994*.

(3) A **Fellow** shall be –

(a) any Fellow of the Division on 1 July 2003; or

(b) any Ordinary Member who has been formally nominated, recommended by the Nomination Committee and in the opinion of the Board, a fit and proper person to hold such qualification.

(4) A **Life Member** shall be –

(a) any Life Member of the Division on 1 July 2003; or

(b) any person who is a current Fellow, or in exceptional circumstances an

Ordinary Member, who has been formally nominated, recommended by the Nomination Committee and in the opinion of the Board, a fit and proper person to hold such qualification based on their outstanding service rendered to the Division and to the profession of conveyancing.

(5) A **Non-Practising Conveyancer** shall be –

(a) A person who is a registered conveyancer pursuant to the Conveyancers Act, 1994 but is not currently employed as a registered conveyancer.

(6) A **Non-Conveyancing Professional** shall be –

(a) any person who was an Affiliate Member of the Division on 1 July 2003; and

(b) any natural person who is not a registered conveyancer but has an involvement with the conveyancing profession:

(7) A **Support Staff** shall be a person who is not a registered conveyancer but employed within a member firm to provide support to conveyancers and the conveyancing transactions.

(8) A **Student Member** shall be any person enrolled as a student in a course prescribed for qualification as a registered conveyancer in South Australia and is currently employed within a member firm.

(9) An **Independent Student Member** shall be any person enrolled as a student in a course prescribed for qualification as a registered conveyancer in South Australia who is not currently employed within a conveyancing firm.

(10) A **Retired Member** shall be an Ordinary Member who has retired and is no-longer a practising conveyancer.

(11) An **Honorary Member** –

(a) shall be any person who was an Honorary Member of the Division on 1 July 2003; or

(b) shall be any natural person who is not registered or entitled to be registered as a conveyancer; and

(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 Board without assigning any reason.

3. Classes of Membership relating to Firms

(1) The following classes define the firms who employ the individual members outlined in clause 1(1) of Schedule A:

(a) Sole Conveyancer (no support staff)

(b) Small Business (one conveyancer plus support staff)

(c) Small Business Plus (two conveyancers plus support staff)

(d) Medium Business (three conveyancers plus support staff)

(e) Medium Business Plus (four conveyancers plus support staff)

(f) Large Business (five conveyancers plus support staff)

(g) Large Business Plus (six conveyancers plus support staff)

(h) Large Business (seven conveyancers plus support staff)

(i) Large Business (eight conveyancers plus support staff)

(j) Large Business (nine conveyancers plus support staff)

(k) Large Business (ten conveyancers plus support staff)

(l) Large Business (eleven conveyancers plus support staff)

(m) Large Business (twelve conveyancers plus support staff)

(n) Large Business (thirteen conveyancers plus support staff)

(o) Large Business (fourteen conveyancers plus support staff)

(p) Large Business (fifteen conveyancers plus support staff)

(q) Non-Conveyancing Business

(r) Additional Office (If a firm has multiple site locations)