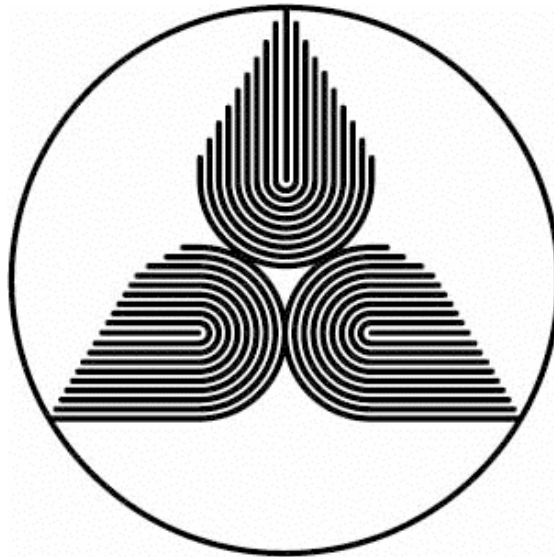


THE AUSTRALIAN INSTITUTE OF LANDSCAPE ARCHITECTS



Constitution

Australian Institute of Landscape Architects
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31st March 2007

CONSTITUTION
OF THE AUSTRALIAN INSTITUTE OF LANDSCAPE ARCHITECTS

1. NAME

The name of the Institute is the Australian Institute of Landscape Architects (the "Institute").

2. OBJECTS

The objects of the Institute are:

- (a) To advance the study of landscape architecture and the related arts and sciences;
- (b) To promote and encourage the development of urban and rural areas on sound principles of landscape design;
- (c) To bring matters affecting landscape architecture to the notice of government, municipal and other authorities, public bodies and associations and their officials, in all parts of Australia and elsewhere;
- (d) To raise the character and status and to safeguard and advance the interests of the profession of landscape architecture;
- (e) To increase the confidence of the community in the employment of recognised landscape architects by admitting to the Institute only persons who have an adequate knowledge of both the theory and practice of landscape architecture;
- (f) To improve the general and technical knowledge of persons engaged or intending to engage in the profession of landscape architecture, and for such purposes, to test by examination or other means the competence of such persons, grant certificates and provide for the registration by the Institute of holders of such certificates;
- (g) To cooperate with other institutions or associations or other bodies that have objects similar to those of this Institute;
- (h) To afford means of adjusting professional differences and deciding all questions of ethics, usage or courtesy in connection with the profession;
- (i) To promote good feeling and friendly discussions and debates among the members; and
- (j) To offer, provide, sponsor or contribute towards any lecture, scholarship, prize or other award for any research, study, literary contribution or other effort, in connection with the objects of the Institute.

3. POWERS

The Institute will have the power to do all things that may be incidental or conducive to the attainment of the objects of the Institute and in particular to:

- (a) Purchase, take on lease, acquire and receive any real and personal property and sell, transfer and otherwise deal with any real or personal property of the Institute;
- (b) sell and transfer such property or exchange it for other property;
- (c) let such property for such terms at such rent and on such conditions as may be deemed desirable;
- (d) construct, add to, alter, demolish, repair, maintain and deal with any property in such manner as may be deemed advisable;
- (e) raise and borrow money and secure the repayment of money raised or borrowed or the payment of any debt or liability of the Institute by any lawful means, including mortgage, charge or debenture on or over all or any of the real or personal property of the Institute;
- (f) lend or invest any moneys of the Institute on such terms and in such manner as it thinks fit;
- (g) undertake and execute any trusts within the objects of the Institute and accept any gift or endowment for the purpose of any specific charitable objects of the Institute and to carry out any such trust attached to any gift;
- (h) draw, make, accept, endorse, execute and issue cheques and other negotiable instruments;
- (i) appoint, engage or employ any employees or contractors as may be deemed necessary or desirable for the purpose of the operations of the Institute;
- (j) generally to do all such acts, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of any of the objects of the Institute; and
- (k) appoint a patron of the Institute.

4. PROPERTY

- (a) The income and property of the Institute will be applied solely to promoting and carrying out the objects of the Institute.
- (b) The Institute will not carry on any trade or business or engage in any transaction with a view to pecuniary gain or profit of its members.
- (c) No part of the income or property of the Institute will be paid or transferred, by way of dividend or bonus or otherwise, by the way of profit to the members of the Institute.

(d) Nothing in this Constitution will prevent the payment in good faith or remuneration to any officers or employees of the Institute or to any member of the Institute in return for any services actually rendered to the Institute or for goods supplied in the ordinary and usual course of business or prevent the establishment of a benevolent fund for the officers and employees of the Institute or their dependents, but so that no member of the Council of the Institute will be appointed to any salaried office of the Institute or to any office of the Institute paid by fees and no remuneration or other benefit will be paid or given by the Institute to any member of the Council, except repayment of out-of-pocket expenses.

5. SURPLUS PROPERTY ON WINDING UP

If on the winding up or dissolution of the Institute there remains after the satisfaction of all its debts and liabilities any property whatsoever, that property will not be paid to or distributed among the members of the Institute but will be given or transferred to some other institution or institutions having objects similar to the objects of the Institute and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great or before the time of dissolution and in default thereof to such institution or institutions as may be determined by a judge of the Supreme Court of the Australian Capital Territory as may have or acquire jurisdiction in the matter

6. LIABILITY OF MEMBERS

The liability of the members is limited.

7. CONTRIBUTION ON WINDING UP

Members of the Institute undertake to contribute to the assets of the Institute if the Institute is wound up during the time that they are a member or within one year afterwards for payment of the debts and liabilities of the Institute contracted before the time at which they cease to be a member and of the costs charges and expenses of winding-up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding the sum of twenty dollars (\$20.00).

8. ACCOUNTS

True accounts will be kept of the sums of money received and expended by the Institute and the manner in respect of which such receipt and expenditure takes place and the property, credits and liabilities of the Institute and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the requirements of the Institute for the time being. The accounts will be open to the inspection of the members. Once at least every year the accounts of the Institute will be examined by one or more properly qualified auditor or auditors.

9. REPLACEABLE RULES

The replaceable rules contained in the Corporations Act 2001 will not apply to the Institute.

10. AMENDMENT OF CONSTITUTION

No addition, alteration or amendment to this Constitution will take effect until it has been passed by the Members of the Institute in general meeting as a special resolution. Any such addition, alteration or amendment must be notified to the Australian Securities and Investments Commission within 14 days of the date of the resolution or any other period (if any) as may be required by law.

11. INITIAL SUBSCRIBERS

The full names and addresses of the subscribers are:

Malcolm Bunzli, 173 Jesmond Road, Indooroopilly, Brisbane Qld 4068
George Richard Williams, 48 Newcomen Street, Indooroopilly Brisbane Qld 4068
Stanley Raymond Margules, 15 Giles Street, Kingston ACT 2604
Jean Verschuer, 64 Lenore Road, Gooseberry Hill WA 6076
Prof. Lindsay Dixon Pryor, 44 National Circuit, Forrest ACT 2603
Bruce Alexander Mackenzie, 7 Ridge Street, North Sydney NSW 2060
David Frank Athol Steane, 7 Montague St, New Town Hobart TAS 7008
Harry Stanton Howard, 12A Westbrook Avenue, Wahroonga NSW 2076
Gavin Walkley, 26 Palmer Place, North Adelaide SA 5006

12. DEFINITIONS AND INTERPRETATION

In these Rules the following meanings will apply:

"Act" means the Corporations Act 2001;

"Institute" means the Australian Institute of Landscape Architects;

"Council" means the Council of the Institute;

"members" includes Honorary Fellows, Registered Landscape Architects (including Fellows), Graduates and Students;

"Register" means the register of Members of the Institute referred to in Rule 17;

"Registered Landscape Architect" means those landscape architects that the Institute recognises and registers as professional landscape architects and includes those deemed to be Fellows;

"Office-bearer" means any member elected as office-bearer under Rule 20;

"Officer" means any salaried employee or servant of the Institute;

The singular includes the plural and vice versa;

One gender includes all other genders;

"month" means calendar month; and

"Recognised qualification" means a qualification that is accredited or recognised by the Council for the purposes of corporate membership qualifications.

13. MEMBERSHIP OF THE INSTITUTE

The number of members with which the Institute was initially registered was 500, but the Council may from time to time register an increase of members.

14. GRADES OF MEMBERS

The grades of members of the Institute will be as follows:

- (a) Registered Landscape Architects (including Fellows)
- (b) Honorary Fellows
- (c) Graduates
- (d) Students
- (e) Affiliates

Honorary Fellows, Graduates, Students and Affiliates will possess all the rights and privileges of Registered Landscape Architects except the right to hold office or vote.

A Registered Landscape Architect who is appointed an Honorary Fellow will retain all the rights and privileges of a Registered Landscape Architect.

Registered Landscape Architects wishing to designate themselves as belonging to the Institute will state the grade to which they belong according to the following abbreviated forms:

Fellow - F.A.I.L.A.

Registered Landscape Architect - A.I.L.A.

No other grade of member may use an abbreviated form of designation.

15. ELECTION OF MEMBERSHIP

The Council will, subject to these Rules have authority to elect a person to any grade of membership of the Institute provided the Council is satisfied that the candidate has the qualifications for membership of that grade as set out in Rule 16. Persons so elected will remain members of that grade so long as their names remain on the Register.

16. QUALIFICATIONS FOR ELECTION

The qualifications for election to the various grades of membership will be as follows:

- (a) Honorary Fellows - Persons distinguished by scientific, artistic, literary or other eminent attainments, whose activities promote or have promoted the aims and objects of the Institute.
- (b) Fellows - Persons who, in the opinion of the Council, should be elected to this grade, provided that these persons must not be elected to this grade of membership unless they are qualified to be elected as Registered Landscape Architects.
- (c) Registered Landscape Architects - Persons who:
 - (i) have at least two years' practical experience in landscape architecture of a nature acceptable to the Council; AND
 - (ii) either:
 - (1) possess a recognised qualification; or
 - (2) have been admitted to a grade of membership acceptable to the Council of an association, institute or body concerned with landscape architecture which the Council may from time to time recognise; AND
 - (iii) have passed an examination in professional practice after completing the period of practical experience required in (i) above.

- (d) Graduates - Persons who have passed a recognised examination but who have not yet been admitted as a Registered Landscape Architect. Graduate members will cease to be members of this grade at the expiration of five years from becoming graduates or at the expiration of ten years from the date of election as students, whichever comes first.
- (e) Students - Persons who are engaged in studies associated with landscape architecture approved by Council. Student members will cease to be members of this grade if they become eligible for election as Graduate members of the Institute, or, at the expiration of ten years from the date of their election as a Student member, whichever happens first.
- (f) Affiliates - Persons who are ineligible to become Registered Landscape Architects, or a company or business which is engaged in a professional or commercial activity allied to Landscape Architecture, having an interest in Landscape Architecture.

17. REGISTER OF MEMBERS

- (a) The Secretary will keep a register of all members in which will be recorded such particulars as the Council may, subject to this Rule, from time to time prescribe.
- (b) No name or designation of membership will be entered in the Register or changed except on the authority of a resolution of the Council recorded in the minute books.
- (c) No name will be removed from the Register except in accordance with these Rules, or on the resignation or death of a member.
- (d) Members will provide the Council with all required information to enable it to compile a record of their qualifications and place of residence and business and any changes to this information.

18. MANAGEMENT AND HEADQUARTERS

- (a) The Institute will be managed by a governing body called the Council
- (b) The Headquarters of the Institute will be located in the Australian Capital Territory unless otherwise decided by the Council.

19. COUNCIL

- (a) The Council will consist of ten councillors, including at least one resident of each Australian State and Territory in which Registered Landscape Architects reside. If any State or Territory is unable to nominate one person for election to Council, they may nominate and second a Registered Landscape Architect from another State or Territory to represent their interests on Council.
- (b) Persons will not be eligible for election to the Council if they are not financial Registered Landscape Architects of the Institute.
- (d) Subject to these Rules the members of the Council will hold their places from the date of the annual general meeting immediately following their election until the date of the second annual general meeting following their election.
- (d) The election of Councillors will be by postal ballot of Registered Landscape Architects of the Institute conducted not more than ninety days and not less than twenty eight days before each alternate annual meeting following the election.
 - (e) The election of members of the Council will not be affected by:
 - (i) any error as to the residence in a State or Territory of members;
 - (ii) the accidental omission to send a ballot paper to, or the non-receipt of a ballot paper by, any member entitled to receive a ballot paper; or
 - (iii) the number of candidates for election being less than the number specified in paragraph (a) of this Rule.
- (g) Members of the Council who are unable to attend a Council meeting may appoint a Registered Landscape Architect to act as their substitute for that meeting;
- (h) Members of the Council will be eligible for further election on the expiration of their term.
- (i) Subject to any restriction contained in the Act, the Council will have the sole control and management of the property, income, affairs and concerns of the Institute and may act in all matters concerning the Institute in such manner as it believes desirable to carry out or promote the objects of the Institute
- (j) The Council can exercise all of the powers of the Institute as listed in this Constitution.
- (k) Meetings of Council may be held in any manner permitted by law including by electronic means as may be agreed on by the Council members.

20. OFFICE BEARERS

- (a) The office-bearers of the Institute will be the President, the First Vice-President, the Second Vice-President, the Secretary and the Treasurer.
- (b) The Council will, at its first meeting following the election for members of the Council, elect the office-bearers from among its members.
- (c) The President of the outgoing Council or either Vice-President of the outgoing Council on the authority of the President will convene the first meeting of the Council following an election of members of the Council.
- (d) The Council will, at the first meeting of the Council following an election of members of the Council, elect one of its members to be chairperson of the meeting until such time as it elects a President.
- (e) Subject to paragraph (d) of this Rule, the President will preside at all meetings of the Council at which he or she is present. In his or her absence the First Vice-President will preside, in the absence of the First vice-President the Second Vice-President will preside, and in the absence of the Second Vice-President the Council may elect one of its members to be chairperson.
- (f) The Council may resolve any matter by a resolution of a majority of members voting. Resolutions of Council can be made in any manner permitted by the Act.
- (g) The quorum of the Council will be five members. For the purposes of this Rule, a substitute of a member will be deemed to be a member of the Council.
- (h) The chairperson at a meeting of the Council may exercise a deliberative vote and in the event of an equality of votes he or she may exercise a casting vote.

21. CASUAL VACANCIES ON THE COUNCIL

- (a) Members of the Council will vacate their places on the Council, if they:
 - (i) die;
 - (ii) decline to act;
 - (iii) become bankrupt;
 - (iv) are suffering from a mental illness which prevents them from undertaking their duties as a Member of Council;
 - (v) become prohibited from being Councillors by reason of any order made under the Act;
 - (vi) cease to be Registered Landscape Architects;
 - (vii) have their membership suspended under these Rules;
 - (viii) absent themselves from three consecutive meetings of the Council without leave of absence from the Council and the Council so resolves;
 - (ix) by notice in writing to the Council, they resign their office; or
 - (x) become unfinancial members within the meaning of Rule 27.
- (b) A casual vacancy will also occur when there is not at least one Council member representing each State or Territory pursuant to Rule 19(a), notwithstanding that such State or Territory may have been so represented at the time of election of Council.
- (c) If there are casual vacancies in the Council for any reason, the Council may appoint Registered Landscape Architects to be members of the Council and members so appointed will hold their places, subject to paragraph (a) of this Rule, for the remainder of their predecessors' terms.

22. OTHER OFFICERS OF THE INSTITUTE

The Council will appoint a public officer and may appoint such other officers as it may deem fit.

23. DELEGATION

- (a) The Council may, in relation to any matter of class of matters, or in relation to any activity or function of the Institute, by resolution, delegate any of its powers or functions under this Constitution (except this power of delegation) to any members of the Council or to a committee consisting of members of the Council with or without other persons or to any officer of the Institute.
- (b) Every delegation under this Rule, will be revocable by resolution of the Council and no delegation will prevent the exercise of any power or function by the Council.
- (c) The President will be "ex officio" a member of all committees.

24. REPLACEMENT OF OFFICE-BEARERS AND OFFICERS

The Council may at any time authorise any office-bearer, officer, other person or committee to perform any acts or functions which in these Rules may be prescribed to be performed by any other office-bearer, officer, other person or committee whenever by reason of death, absence, disability or other cause sufficient ground is apparent to the Council.

25. UNCONSTITUTIONAL ACTS BY COMMITTEES OR OFFICE-BEARERS

The Council will investigate any alleged or apparent irregularity or unconstitutional act of any committee or office-bearer and if it thinks fit it will call on that committee or office-bearer for an explanation. If the explanation has been deemed unsatisfactory the Council will enquire further into the matter and if satisfied that a breach has been committed it may:

- (a) immediately dissolve that committee or remove from office such office-bearer and appoint another committee or office-bearer to carry out the duties for the unexpired term of office; or
- (b) notify the offending committee or office-bearer that it is satisfied that a breach has been committed and require compliance with the Constitution.

26. FEES AND SUBSCRIPTIONS

- (a) Fees and annual subscriptions for the various grades of members will be decided by Council from time to time.
- (b) If a person is admitted to membership after a fee or subscription has been first approved under paragraph (a) of this Rule, the fee and the first subscription will become due and payable on admission to membership and thereafter the annual subscription will become due and payable on the first day of July in each year.
- (c) If a person is admitted to membership before a fee or subscription has been first approved under paragraph (a) of this Rule, the fee and first subscription will become due and payable on the date such fee and subscription is approved and thereafter the annual subscription will become due and payable on the first day of July in each year.
- (d) Fees or subscriptions will not be payable by any person who is an honorary member.
- (e) The Council may exempt any member in whole or in part from the payment of fees or subscriptions and/or arrears which, but for such exemption, would be payable by that member.

27. ARREARS

- (a) Any person whose annual subscription remains unpaid after the expiration of three months from the date on which it becomes due and payable will be an unfinancial member and will not be entitled to receive any publication or ballot list of the Institute or be entitled to vote at any meeting of members of the Institute or to be elected or appointed to any office in the Institute.
- (b) A person whose annual subscription remains unpaid after the expiration of three months from the date on which it becomes due and payable will be notified by the Secretary of this fact. If after three months from the date of this notification their subscription remains unpaid the Council may remove their name from the Register.
- (c) The Council may, if it thinks fit, reinstate on such conditions as it may determine, a person whose name has been removed from the Register under paragraph (b) of this Rule and may, in special circumstances, exempt them from the payment of the entrance fee and/or arrears.

28. PROPOSALS FOR ADMISSION AND TRANSFER

A proposal for admission or transfer from one membership grade to another must contain the candidate's signature, the name and experience of the candidate, age, postal address and qualifications. It must contain an undertaking by the candidate, if and when elected or transferred, to abide by the Constitution. A proposal for admission or transfer must be signed by a proposer and a seconder who must both be Registered Landscape Architects. A Registered Landscape Architect signing a proposal must attest to their personal knowledge of the candidate and full belief in the candidate's suitability for admission or transfer to the grade specified on the proposal.

29. CONSIDERATION OF PROPOSALS FOR ADMISSION OR TRANSFER

A proposal for admission as a member or for transfer of grade of membership should be sent to the Secretary. The eligibility of a candidate for admission or transfer will be determined by the Council in accordance with Rule 16.

30. UNSUCCESSFUL APPLICATIONS

If an application is unsuccessful, the candidate concerned will be notified, and given the reasons for the rejection. Unsuccessful candidates will have the right of appeal to an independent arbitrator who will be nominated by the President of the Australian Institute of Arbitrators. The unsuccessful party at the arbitration will be responsible for any and all costs involved in the arbitration.

31. REGISTRATION ON ELECTION OR TRANSFER

If an application for election or transfer is successful, the candidate concerned will be notified and their name will be entered on the Register. They must pay the entrance or transfer fee and the annual subscription (if any) for the current year (or the applicable increase in the case of transfer) within two months after the date of their election or transfer. If payment is not made within this period, or within any longer period agreed by Council, the election or transfer will become void.

32. CERTIFICATE OF MEMBERSHIP

All Registered Landscape Architects will be entitled to an appropriate certificate of membership. All certificates issued will remain the property of the Institute and must be returned by all persons who have resigned or whose names have been removed from the Register on receipt of notice from the Institute requiring them to do so.

33. RESIGNATION

- (a) Members of any grade may, by giving notice in writing to the Secretary, resign their membership of the Institute and their names will be removed from the Register as from the date on which their resignations are received.
- (b) Notwithstanding that a person has resigned their membership under paragraph (a) of this Rule they will continue to be liable for any annual subscription and all arrears due and unpaid at the date their resignation was received, unless otherwise determined by Council.

34. SUSPENSION OR EXPULSION

- (a) The Council will have the power to suspend, for such period as it thinks fit, or expel members who, in the opinion of the Council:
 - (i) have failed to observe the requirements of the Constitution;
 - (ii) have failed to observe a high and honourable standard of professional conduct;
 - (iii) have conducted themselves in a manner which is likely to bring the Institute into disrepute or to lessen the confidence of the public in the Institute or in the profession; or
 - (iv) have failed to observe the code of professional conduct established by the Institute.
- (b) Any complaint alleging that a member has been guilty of conduct making them liable to suspension or expulsion under paragraph (a) of this Rule will be investigated by the Council or by a committee appointed by the Council for that purpose.
- (c) The Council or the committee appointed by it pursuant to paragraph (b) above will request the Secretary to give to the member in respect of whom a complaint has been received particulars in writing of the improper conduct or breach of the Constitution or the code of professional conduct alleged against the member. The member may within such time as is specified in such notices, being not less than fourteen days after service of such notices on them, provide to the Secretary a full written explanation and answer to such allegation.
- (d) If a member provides an explanation and answer pursuant to paragraph (c) above, the Council or the committee as the case may be after giving the member an opportunity to be heard in their own defence, will determine with all convenient speed whether the member is in fact liable to suspension or expulsion under paragraph (a) of this Rule. If the matter is heard and determined by the committee that committee will report its determination in writing to the Council which may either confirm or reject that determination.
- (e) If the member fails to provide an explanation and answer within the time specified any committee appointed to investigate the complaint will report to the Council the failure by that member to provide any explanation and answer. The Council, after giving the member an opportunity to be heard in their own defence, will proceed to determine whether the member is liable to suspension or expulsion under paragraph (a) of this Rule.
- (f) If the Council determines in accordance with paragraph (d) or paragraph (e) of this Rule that a member is liable to suspension or expulsion, the Council may either resolve that although such allegation has been proved the matter is not sufficiently serious to warrant the suspension or expulsion of that member or may, by a two-thirds majority of the members of the Council present and voting at the Meeting, resolve that the member be suspended from the rights and privileges of membership of the Institute for such period as the Council in such resolution may determine or that the member be expelled from the Institute.
- (g) Members suspended in accordance with the Rule will have no right to vote at any meeting or to hold office in the Institute or have or be able to exercise any of the other rights or privileges of membership during the period of their suspension.
- (h) Members expelled from the Institute in accordance with this Rule will cease to be members of the Institute.
- (i) The Secretary will immediately give to members suspended or expelled in accordance with this Rule notice in writing of such suspension or expulsion.
- (j) Where action under paragraph (b) of this Rule is taken in respect of complaints against members of the Council, such persons will immediately cease to act as members of the Council. If the Council resolves that the members should not be suspended or expelled as members of the Institute, the members will continue to act as members of the Council unless the Council resolves otherwise.

- (k) Members who are suspended or expelled in accordance with this Rule will have the right of appeal to an independent arbitrator who will be nominated by the President of the Australian Institute of Arbitrators. The unsuccessful party at the arbitration will be responsible for any and all costs involved in the arbitration. Members suspended or expelled and who appeal against their suspension or expulsion will retain all voting and other rights pending the outcome of the appeal.

35. ANNUAL GENERAL MEETING

- (a) A General Meeting to be called the Annual General Meeting of the Institute will be held once in each calendar year at such time (not being more than fifteen months after holding of the last preceding Annual General meeting) and place as the Council may determine.
- (b) The business of the Annual General Meeting will include the presentation of the audited financial statements of account and the report of the Council of the transactions of the past year, the installation of the President-elect, the appointment of auditor or auditors and such other business as is placed on the agenda by the Council in accordance with Rule 38 or pursuant to notice in writing by at least five Registered Landscape Architects addressed to the Secretary and received by the Secretary at least twenty-one days before the date fixed for the meeting.

36. EXTRAORDINARY GENERAL MEETING

All other General Meetings will be called Extraordinary General Meetings. The Council may whenever they may think fit convene an Extraordinary General Meeting. An Extraordinary General Meeting may also be convened by requisition or in default may be convened by such requisitioners, as is provided by the Act.

37. NOTICE OF GENERAL MEETINGS

Subject to the provisions of the Act the Council will, not less than twenty-eight days and not more than forty-two days before any General Meeting, send to the members a notice setting out the date, place and hour of meeting and the business to be considered. The non-receipt of a notice by any member or the accidental omission to give notice to any member will not invalidate the proceedings of the meeting. Notices of meetings may be given by any means permitted by the Act.

38. NOTICE OF BUSINESS TO BE BROUGHT FORWARD

The Council will determine and include in the notice convening any General Meeting, the business to be considered at that meeting.

39. CHAIRPERSON OF GENERAL MEETING

The President will preside at any General Meeting at which he or she is present. In his or her absence the First Vice-President will preside. In the absence of the First Vice-President, the Second Vice-President will preside. In the absence of all these office-bearers, the Registered Landscape Architects present will elect one of their number to be chairperson.

40. QUORUM

- (a) No business will be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Twenty Registered Landscape Architects will constitute a quorum at a general meeting of the Institute. For the purpose of this Rule "Registered Landscape Architects " include persons attending as proxies provided they themselves are Registered Landscape Architects.
- (b) In the absence of a quorum, the meeting will be adjourned to such time and place as the Registered Landscape Architects may determine.

41. VOTING AT GENERAL MEETING

- (a) Any motion proposed and seconded at a General Meeting, not being a motion involving any addition, alteration or amendment to the Constitution will be put by the Chairperson and decided by a majority of the Registered Landscape Architects present on a show of hands unless a poll is demanded in the manner provided in these Rules. A declaration by the chairperson that a motion has been carried or carried by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the minutes of proceedings of the Institute, will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such motion.

- (b) A motion if carried will be a resolution of the Institute in General Meeting unless a postal vote is demanded.
- (c) At any general meeting, a poll may be demanded before or on the declaration of the result of a show of hands by three Registered Landscape Architects present at the meeting in person or by proxy and the poll will be taken in such manner and at such time as the Chairperson will direct. The result of the poll will be deemed to be the resolution of the Institute in such meeting.
- (d) On a show of hands all members present in person will have one vote. On a poll all members present in person or by proxy will have one vote. Persons must not be appointed proxies who are not Registered Landscape Architects of the Institute and entitled to be present and vote in their own right at the meeting.

42. CHAIRPERSON'S SECOND OR CASTING VOTE

In the case of a vote by show of hands or on a poll, if there is an equality of votes the chairperson of the meeting will have a second or casting vote.

43. DEMAND FOR A POSTAL VOTE

- (a) At any time before the conclusion or adjournment of a General Meeting, any five Registered Landscape Architects present may demand a postal vote on any motion, not being a motion for the appointment of a chairperson or scrutineers or for the adjournment of the meeting, which has been put to the meeting.
- (b) The demand for a postal vote will not prevent the continuance of the meeting.
- (c) A demand for a postal vote may be withdrawn.

44. RESULT OF POSTAL VOTE TO BE DEEMED A RESOLUTION IN GENERAL MEETING

The General Meeting at which a postal vote is demanded (and not withdrawn) will appoint two scrutineers, one at least of whom must be a member of the Council, who must open the voting papers, count the votes and report in writing to the Council the result of the voting which, subject to the Act, will be deemed to be a resolution of the Institute in General Meeting.

45. POSTAL VOTES

The Council may at any time take a postal vote on matters relating to the affairs of the Institute.

46. PROCEDURE FOR A POSTAL VOTE

A postal vote will be taken by sending a copy of the proposed resolution or resolutions and a voting paper to each Registered Landscape Architect by post. In the case of a postal vote demanded at a General Meeting the voting paper must be sent within fourteen days after such a meeting and be returnable not later than thirty days after the meeting. The non-receipt of a voting paper by any member or the accidental omission to send one to any member will not invalidate any resolution by the Institute.

47. STATEMENTS OF ACCOUNT OF THE INSTITUTE

The Council will cause true accounts to be kept of all sums of money received and expended by the Institute and of matters in respect of which such receipt and expenditure takes place and all of the property, credits and liabilities of the Institute.

48. OPERATION OF THE FUNDS OF THE INSTITUTE

- (a) All moneys belong to the Institute will be deposited in the accounts of the Institute to be opened at the bank approved by the Council.
- (b) Subject to paragraph (c) below, payments of all accounts that are certified as correct by the Council will be made by cheque on such bank signed by any two of the following: The President, The Honorary Secretary, The Honorary Treasurer and any other person nominated by Council.
- (c) Electronic and internet payments and transfers from and between accounts will be made following authorisation for these arrangements by any two of the following as listed in the previous Rule 37(b).

49. FINANCIAL YEAR

The financial year of the Institute will close on the thirtieth day of June in each year, until otherwise determined by the Council.

50. AUDITORS

Auditors will be appointed and their duties regulated in accordance with the Act.

51. INSPECTION OF ACCOUNTS, DOCUMENTS AND BOOKS OF THE INSTITUTE

The Council will from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts, documents and books of the Institute or any of them will be open to the inspection of the Secretary and such other officers of the Institute as may be authorised by the Council for this purpose.

52. EXECUTION OF DOCUMENTS BY THE INSTITUTE

- (a) If the Institute wishes to use a common seal, the common seal will be kept in the custody of the Council. The common seal must not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of the President and the Secretary or such other persons as the Council may from time to time appoint for that purpose and the President and Secretary or other authorised persons will sign every instrument to which the seal is so affixed in their presence.
- (b) If the Institute does not wish to use a common seal, all instruments will be executed by those persons authorised by Council in the manner specified in the Act.

53. SERVING OF NOTICES

A notice to be given under these Rules may be serviced personally, by mail in a prepaid letter addressed to the person concerned at his or her address as entered in the Register or at his or her last known address, by fax or email or by any other method specified in the Act and agreed to by the member for the service of notices.

54. INSTRUMENT PROXY

- (a) The instrument appointing a proxy whether for a specified meeting or otherwise must be in writing signed by the appointee and must be as nearly as circumstances will permit in the following form or to the following effect:

I..... member #.....

being a Registered Landscape Architect of the Australian Institute of Landscape Architects appoint

..... member #.....

as my proxy to vote in my name at the General Meeting to be held on the

.....day of..... 20.....

and at any adjournment of that meeting

Signatureday of 20.....

- (b) The instrument must appoint a proxy who is a Registered Landscape Architect of the Institute entitled to be present and vote in their own right. The instrument must be deposited at the headquarters of the Institute and the President or a member of the Council appointed by the President will instruct the Secretary to verify and prepare a list of the proxies so deposited.
- (c) The notice convening the meeting at which the Instrument of proxy is to be used will prescribe the latest day prior to such meeting for depositing the Instrument of proxy and the date so prescribed will allow sufficient time for the list of proxies to be prepared and forwarded to the place of meeting.

55. PRIVILEGED COMMUNICATIONS

All communications, correspondence, reports, minutes and other papers and documents relative to the admission or advancement of members, including the reports of the examining committees or to the suspension or expulsion from membership or any member or other proceedings will not be disclosed, communicated, divulged, produced or made available to any persons except by the authority of the Council.

56. INDEMNITY OF OFFICE-BEARERS AND OTHERS

Except where precluded by law, all members of the Council, office-bearers, auditors, secretaries or other officers for the time being of the Institute will be indemnified out of the assets of the Institute against any liability incurred by them in defending any proceedings whether civil or criminal in which judgement is given in its favour or in which they are acquitted or in any connection with any application under the Act in which relief is granted to them by the Court in respect of any alleged negligence, default, breach of duty or breach of trust.

57. BY-LAWS AND REGULATIONS

The Council will have power from time to time to make such by-laws and regulations not inconsistent with the Constitution of the Institute as in the opinion of the Council are necessary and desirable for the proper control, administration and management of the Institute's operations, finances, affairs, interests, effects and property and to amend or rescind from time to time any such by-laws or regulations.