

CORPORATIONS LAW COMPANY LIMITED BY GUARANTEE AND NOT HAVING A  
CAPITAL DIVIDED INTO SHARES

MEMORANDUM OF ASSOCIATION

AUSTRALIAN INSTITUTE OF PROJECT MANAGEMENT

1. The name of the Company is the “AUSTRALIAN INSTITUTE OF PROJECT MANAGEMENT” (“the Institute”).
2. The objects of the Institute include the rights, powers and privileges contained in the Corporations Law and, subject to it, the rights, powers and privileges of a natural person. Without limiting those rights, powers and privileges the specific objects of the Institute are:
  - 2.1 to develop, promote, protect, review and publicise the profession, science, art, education and technology of “Project Management” (“the Profession”) and all associated matters in Australia and elsewhere;
  - 2.2 to develop and promote the Profession and its inter-disciplinary nature and its members both individually and as members of the Institute, and to establish, promote and develop professional recognition, relationships, exchange of knowledge and experience, with other professions, other occupations and the community generally;
  - 2.3 to prescribe, develop, acquire, promote, protect, publish and undertake the professional ethics, education, discipline and recognition of members of the Profession in the Institute’s own right or in association with professional and educational bodies of any nature;
  - 2.4 the sponsorship, establishment, ,adoption, exploitation and development of professional recognition and registration processes together with assessment and development programs and procedures so as to enhance the integrity, reputation and recognition of the Profession and its practitioners;
  - 2.5 to research, develop, adopt, exploit and implement curricula, educational resources and qualification standards for the Profession and its members;
  - 2.6 to promote the training, development and recognition of members of the Institute, their professional standards and members of the Profession generally;
  - 2.7 to acquire, develop, promote and maintain libraries, resources, knowledge and intellectual property for the benefit of the Profession in Australia and elsewhere, including but not limited to the sponsorship of individuals, bodies corporate and groups in professional research and development activities;
  - 2.8 to establish/liaise and cooperate with/manage and promote education, training and assessment institutions and bodies for the purpose of developing professional theory and practical skills and knowledge, as well as providing relevant general educational functions;
  - 2.9 to support programs for the further development of the Body of Knowledge and encourage the collection of resources relative to the skill, art and practice by the Profession, the Institute and others;
  - 2.10 to make the Body of Knowledge pertaining to the Profession available to members of the Institute and other interested persons by the maintenance,

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- development and promotion of library facilities, the issue of publications, books, abstracts, reports, proceedings, electronic dissemination of any sort, and other appropriate resources;
- 2.11 to undertake, engage others to undertake and to work in conjunction with other institutions, bodies and associations to promote the professional education and development of members through schools, workshops, seminars, conferences, electronic dissemination and other suitable means; to raise the awareness of, and the professional and community understanding of, all aspects of the Profession and its associated activities;
- 2.12 in furtherance of the objectives of the Institute to hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith. Provided that no member of the Institute shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Institute or to the cost of holding or promotion of which the Institute may have subscribed out of its income and/or property, and which under the regulations affecting the said competition may be awarded to him;
- 2.13 to cooperate with professional, educational, training, assessment, industrial and labour organisations and associations and educational and standards institutions, Commonwealth and State Government, Local Authorities, Government Departments and instrumentalities, all branches of the media and other organisations in extending knowledge of the Profession and associated activities;
- 2.14 solely for the purposes of carrying out the objects of the Institute as stated in this memorandum to become a member of, co-operate or amalgamate with any association or organisation, whether or not incorporated, the objects of which are wholly or partly similar to those of the Institute provided that the Institute does not subscribe to, support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its property among its members, to an extent at least as great as that imposed on the Institute by virtue of clause 4 of this memorandum.
3. The general objects of the Institute include:
- 3.1 to purchase, take on, lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be required for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Institute, provided that where any such property is subject to any trusts, the Institute shall only deal with that property in such manner as is allowed by law having regard to such trusts;
- 3.2 to enter into any arrangement with any entity or government or authority, municipal, local or otherwise that may seem conducive to the Institute's objects and to obtain from any such entity or government or authority any rights, privileges and concessions which the Institute may deem it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- 3.3 to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workers and other persons as may be necessary or convenient for the purposes of the Institute;

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- 3.4 to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Institute or the dependants of such persons and to grant pensions and allowances and to make payment towards insurance and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object;
- 3.5 to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Institute's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, managing, carrying out alteration or control of those structures;
- 3.6 to invest and deal with the money of the Institute not immediately required in such manner as the Board of Directors of the Institute thinks fit;
- 3.7 to borrow or raise or secure the payment of money in such manner as the Institute may think fit and to secure the same for the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Institute in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Institute's property (both present and future) and to purchase, redeem or pay off such security;
- 3.8 to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- 3.9 to sell, improve, manage, develop, exchange, lease, take on lease, dispose of, turn to account or otherwise deal with all or any part of the real and personal property and rights of the Institute;
- 3.10 to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Institute's property sold by the Institute or any moneys due to the Institute from purchasers and others;
- 3.11 to take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Institute, but subject always to Clause 3.14;
- 3.12 to take such steps by personal or written appeal, public meetings or otherwise, as may from time to time be deemed expedient, for the purpose of procuring contributions to the funds of the Institute by way of donations, annual subscriptions or otherwise;
- 3.13 to print and publish by electronic means or in any newspapers, periodicals, books, articles, papers or leaflets that the Institute may think desirable for the promotion of its objects;
- 3.14 to purchase or otherwise acquire take on lease and undertake all or any of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Institute is authorised to amalgamate;
- 3.15 to transfer all or any part of the property, assets, liabilities and engagements of the Institute to any one or more of the companies, institutions, societies or associations which the Institute is authorised to amalgamate;
- 3.16 to make donations for patriotic or charitable purposes;

- 3.17 to procure the Institute to be registered or recognised in any one of the States of the Commonwealth of Australia or in any other territory, country or place outside of Australia;
- 3.18 to do all such other things as may be incidental to or conducive to the attainment of any or all of the objects of the Institute;
4. The income and property of the Institute, however derived, shall be applied solely to the promotion of the objects of the Institute as set out in Clauses 2 and 3 and no portion of such income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the Members of the Institute.

Provided that nothing in this clause shall prevent the payment in good faith of remuneration to any officers or servants 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 way of business, nor prevent the payment of interest at any rate not exceeding the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by any Member to the Institute or any officer of the Institute paid by fees and that no Member of the Board of Directors shall be appointed to any salaried office of the Institute or any office paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Institute to any Member of such Board of Directors or governing council except repayment of out-of-pocket expenses and interest at the rate stated in this clause on money lent or reasonable and proper rent for premises demised or let to the Institute.

Provided that provision last aforesaid shall not apply to any company of which a member of the Board of Directors or governing body may be a member in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the Members is limited.
6. Every Member of the Institute undertakes to contribute to the property of the Institute in the event of the same being wound up while the Member is a Member, or within one (1) year after the Member ceases to be a Member, for payment of the debts and liabilities of the Institute (contracted before the Member ceases to be a Member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required but not exceeding fifty dollars (\$50.00) per member.
7. If upon the winding up or dissolution of the Institute there remains any property after satisfaction of all its debts and liabilities, that property shall not be paid to nor distributed among the Members of the Institute, but shall be given or transferred to some other one or several institutions or companies having objects similar to the objects of the Institute and whose Memorandum of Association or constitution shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 4. Such institution or institutions shall be determined by the Members of the Institute at or before the time of the dissolution and in default of any such determination by application to the Supreme Court of New South Wales.
8. True accounts shall 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 of 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 Articles of Association for the time being in force, shall be open to the inspection of the Members. Once at least in every year, the accounts of the Institute

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shall be examined by one or more properly qualified auditor or auditors who shall report to the Members in accordance with the provisions of the Corporations Law.

**ARTICLES OF ASSOCIATION**

**INTERPRETATION**

1. In these Articles of Association:

- Appropriate Bodies - shall mean those organisations specified by the Institute in the By-Laws from time to time;
- Approved Qualifications - shall mean the qualifications for membership of the Institute, prescribed in the By-Laws from time to time;
- Articles - means these articles of association and all supplementary, substituted or amending Articles for the time being in force;
- Associate Member - means an Associated Person identified on the roll of the Institute as an Associate Member as at the date of adoption of these Articles;
- Associated Person - means any natural person who subscribes to and supports the Institute through subscription, application to personal study, or by other means recognised by the Institute as set out in these Articles, the By-Laws and Regulations;
- Books - means any account, deed, writing or document and any other record of information however compiled, recorded or stored whether in written or printed form or on microfilm or by electronic process image or otherwise;
- Branch - means a unit of the Institute established on the recommendations of and within the area of a Chapter pursuant to these Articles;
- By-Laws - means the by-laws of the Institute for the time being created in accordance with these Articles;
- Chapter - shall mean a unit of the Institute established to assist the Institute in the development, management and promotion of its activities, that may be established in any State or Territory of the Commonwealth of Australia or elsewhere as the Institute may determine;
- Chapter Councillor- means a Member appointed or elected to a Chapter Council in accordance with these Articles and By-Laws;
- Chapter President - means the president of a Chapter from time to time;
- Chapter Secretary - means the secretary of a Chapter from time to time;
- Chapter Treasurer - means the treasurer of a Chapter from time to time;
- Committee - shall mean a functional committee established in accordance with these Articles, By-Laws and Regulations to undertake functions delegated to it by the Institute;
- Common Seal - means the common seal of the Institute;
- Executive Director - means the Chief Executive Officer of the Institute appointed in accordance with these articles;

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- Fellow - means those Members entered on the Roll of the Institute as Fellows as at the date of adoption of these Articles and/or those Members whose status is recognised as “Fellow” subsequent to the adoption of these Articles;
- Financial Member - means a Member of any status whose annual subscription and all amounts properly due to the Institute are fully paid as required by the Articles and the By-Laws;
- Immediate Past President – means a Financial Member who was the National President most recently preceding the current National President;
- Institute - means AUSTRALIAN INSTITUTE OF PROJECT MANAGEMENT and, where consistent with the context, means a determination of the Institute made by the Members at an Annual General Meeting or Extraordinary General Meeting of the Institute or by way of a Ballot of the Members conducted in accordance with these Articles;
- Item - means a numbered clause, or paragraph of these Articles of Association;
- Law - means the Corporations Law and any amendment, modification or re-enactment of it for the time being in force or any subsequent Corporations Law for the time being in force;
- Life Fellow - means those Members entered on the Roll of the Institute as Life Fellows as at the date of adoption of these Articles and/or those Members whose status is recognised as “Life Fellows” subsequent to the adoption of these Articles;
- Member - means any natural person (excluding Associated Persons) admitted to membership in accordance with Item 3;
- National Council, Board or Board of Directors - means the original subscribers to the Memorandum of Association and those subsequently elected or appointed pursuant to these Articles to manage the affairs of the Institute in terms of these Articles of Association, who shall be deemed to be Directors for the purposes of the Corporations Law;
- National Councillor(s) - shall mean those Member(s) of the Institute elected to the National Council in terms of these Articles;
- National Secretariat – means persons employed or appointed to act at the direction of the Institute or the National Council in matters relating to the normal operations of the Institute subject to the Articles, By-Laws and Regulations;
- National President - means the president for the time being of the Institute.
- National Secretary - means the secretary for the time being of the Institute;
- National Treasurer - means the treasurer for the time being of the Institute;
- National Vice President - means the vice president for the time being of the Institute;
- National Executive Officers - means as the case requires the National President, the National Vice President, the National Secretary and/or the National Treasurer;

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- Prescribed Qualification - means the qualifications prescribed within these articles, or the By-Laws of the Institute for membership or change in status of membership of the Institute;
  - Previous Articles - means the articles of association of the Institute in force immediately preceding the adoption of these Articles;
  - Professional Directives - policy guidelines established by the Board in accordance with the articles, for the professional conduct of Members;
  - Region - may mean, at the discretion of the National Council either a geographic region or an industry or an occupational specific grouping;
  - Registered Address - means the address given by the Member pursuant to Item 3 of these Articles;
  - Regulations - shall mean the regulations established by the National Council for the particular conduct of the business of the Institute and its subsidiary units, subject to the Articles of Association and the By-Laws of the Institute;
  - Roll - shall mean the membership register and records of the Institute, containing such information and maintained in such manner, as determined by the Council from time to time so as to ensure the good conduct of the Institute's affairs;
  - Seal - means the common seal of the Institute;
  - Specific Interest Groups - shall mean those groups of Members and Associated persons, who meet together, under the auspices of the Institute to pursue, develop and promulgate specific matters and interests of relevance to the Institute;
  - Student Member - means a full-time student of any faculty, identified on the Roll of the Institute as a Student Member as at the date of adoption of these Articles;
  - Subscription Date - means the common due date for annual subscriptions, being the 1st July each year;
  - Words importing the singular shall include the plural and vice versa and words of one gender shall include all other genders;
  - Words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Law;
  - Headings are included for ease of reference and shall not be construed as being a part of the text.
2. The Institute is established for the purposes set out in the Memorandum of Association.
3. MEMBERSHIP
- 3.1. The Members of the Institute shall be all of the Members and Fellows on the Roll as at the date of adoption of these articles and those persons admitted to membership in terms of these Articles and the By-Laws. Those persons on the Roll identified as Associate or Student members as at the date of the adoption of these Articles shall become Associated Persons;
- 3.2. For admission as a Member of the Institute every applicant shall possess the Approved Qualifications and professional experience as prescribed in the By-

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Laws, (unless exempted therefrom as hereinafter provided) comply with the requirements of these Articles and By-laws for membership and shall also comply with such other requirements and continuing requirements as the National Council may prescribe either generally or in any particular case;

- 3.3. There shall be the following classes of Members; Life Fellows, Fellows and Members;
- 3.4. Every applicant for membership of the Institute following the adoption of these Articles shall be proposed by one and seconded by another Member of the Institute, and shall have the qualifications or qualify for exemptions relevant to the status applied for as prescribed in the By-Laws;
- 3.5. The class of membership to which a Member belongs shall be referred to herein as such Member's "status";
- 3.6. Membership status of Life Fellow may be granted by a majority of the members, in a general meeting, on the nomination of the National Council, to Fellows who, in its sole opinion, have rendered exceptional and meritorious service to the Profession. A Life Fellow shall enjoy the benefits of a Fellow's membership of the Institute, without the payment of subscriptions for the remainder of his or her life;
- 3.7. For membership status other than that of "Life Fellow", every application for membership or upgrade of status shall be made in writing, signed by the applicant and the proposer and seconder and shall be lodged with the National Council, accompanied by the fees and subscriptions determined by the National Council, together with such information as is required to establish the applicant's status as determined by the National Council;
- 3.8. Each application shall contain a statement that the applicant, if accepted as a Member, agrees to be bound by the Memorandum and Articles of Association, By-Laws and Regulations, contracts to pay subscriptions and fees by the due date and such other determinations as made by and of the Institute;
- 3.9. The National Council or its delegate shall consider the admission or rejection of the applicant;
- 3.10. In no case shall the National Council or its delegate be required to give any reason for the rejection, deferment or otherwise of an application;
- 3.11. When an applicant has been accepted for membership or upgrade of status the National Council shall send to the applicant written notice of acceptance which shall either : -
  - 3.11.1. include the designation of the Chapter and/or Branch to which the Member has been attached; or
  - 3.11.2. where there is no suitable Chapter or Branch, include advice that the Member has been attached to the National Secretariat;and the National Council shall advertise such acceptance to the Members of the Institute in an appropriate and timely manner;
- 3.12. Every Member shall upon becoming a Member furnish to the National Council particulars of the Member's address if those particulars have not already been stated on the application for membership;

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- 3.13. It shall be the Member's obligation to notify the National Council of any subsequent change of address;
- 3.14. The address last given to the Institute by a Member shall be deemed the Registered Address of the Member for all purposes under these Articles;
- 3.15. The National Council shall keep at the registered office of the Institute a Register of Members ("the Roll") setting out the name in full and address, and such other relevant information as may be required by the Institute, of each Member, and each Chapter and/or Branch shall be provided with a copy of the register of Members which are attached to it;
- 3.16. No Member of any status may be attached to more than one Chapter and/or more than one Branch;
- 3.17. Members shall be entitled to:
  - 3.17.1. Receive notices of general meetings and to attend, be heard at and vote at meetings;
  - 3.17.2. Be eligible for nomination and appointment as National Councillors of the Institute;
  - 3.17.3. Such other rights and privileges as may be determined from time to time by the National Council;
- 3.18. The rights, privileges and responsibilities of a Member of any class shall be personal and shall not be transferable.

**4. DESIGNATION**

So long as a Member remains a Member of the Institute the Member may describe himself or herself as such, according to such Member's status by using the words or postnominals: -

Life Fellow - "Life Fellow of the Australian Institute of Project Management" or the letters "FAIPM (Life)".

Fellow - "Fellow of the Australian Institute of Project Management" or the letters - "FAIPM".

Member - "Member of the Australian Institute of Project Management" or the letters - "MAIPM".

**5. ASSOCIATED PERSONS**

- 5.1. Associated persons are natural persons, not being Members of the Institute, who subscribe to and support the aims, objectives and activities of the Institute and enjoy those privileges and responsibilities granted to them by the Institute in these Articles, the By-Laws and Regulations;
- 5.2. Associated Persons shall be divided in such classes as may be determined in the By-Laws and Regulations;
- 5.3. Associated persons may, subject to the By-Laws and Regulations, be invited to attend meetings of the Institute, but may not participate in the deliberative activities of the Institute;

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- 5.4. Associated persons are not recognised as Members of the Institute and shall not participate in the management of the affairs of the Institute.
6. CERTIFICATES OF MEMBERSHIP:
    - 6.1. Upon admission to membership or upon advancement in status a Member shall be issued with a membership certificate;
    - 6.2. Membership certificates shall be issued without alteration or erasure, in numerical sequence and shall be executed under a membership seal prepared for the purpose, under the signature of two Members of the National Council;
    - 6.3. Membership certificates shall specify the full name and status of the Member and the date of issue and the serial number of the certificate;
    - 6.4. All certificates shall remain the property of the Institute at all times and shall be returned to the Institute upon demand or when the Member ceases to be a Member of the Institute for any reason whatsoever.
  7. FEES AND SUBSCRIPTIONS
    - 7.1. The National Council shall determine the rates of application fees and annual subscription rates applicable in each year, with respect to each class of membership;
    - 7.2. A member shall be deemed to be financial only when all moneys due to the Institute are fully paid;
    - 7.3. Subscriptions shall fall due for payment annually in advance on the Subscription Date each year;
    - 7.4. When an applicant is admitted to membership his or her subscription shall be pro-rated on a quarterly basis from the date of admission to the next subscription date;
    - 7.5. When a member's subscription payment is overdue that member shall not be entitled to any of the benefits or privileges of membership.
  8. CESSATION OF MEMBERSHIP
    - 8.1. A member may at any time, by giving at least one (1) month's notice in writing to the National Council, resign from membership of the Institute;
    - 8.2. A member whose subscription is not paid within ninety (90) days of the subscription date, shall forfeit his or her membership, a member who so forfeits membership may be re-admitted to the Institute upon terms and conditions which the National Council, shall at its sole discretion determine;
    - 8.3. A member, whether or not financial, shall forfeit membership of the Institute where the member : -
      - 8.3.1. dies;
      - 8.3.2. becomes bankrupt or applies to take advantage of any law relating to bankruptcy of insolvent debtors;
      - 8.3.3. becomes of unsound mind;

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- 8.3.4. resigns in writing and such resignation is accepted by the Institute;
- 8.4. A person whose membership has been forfeited shall cease to be a member and his or her name shall be removed from the Roll and shall return his or her Certificate or Certificates of Membership to the Institute forthwith;
- 8.5. No refund of membership fees shall be payable when a person ceases to be in membership for any reason whatsoever;
- 8.6. A Member may by resolution of the National Council be censured, fined, suspended or expelled from membership where the Member: -
- 8.6.1 fails to undertake continuing professional education as prescribed in the By-Laws; or
- 8.6.2 is found to have falsely represented to the Institute his or her qualifications upon admission or advancement of status; or
- 8.6.3 willfully refuses or neglects to comply with the provisions of the Memorandum of Association or these Articles or the By-Laws of the Institute; or
- 8.6.4 is guilty of conduct, which in the opinion of the National Council is unbecoming of a Member or prejudicial to the interests of the Institute;
- 8.7. The National Council before exercising the power referred to in 8.6 shall give the Member at least one (1) week's notice of the meeting at which it is proposed to pass such resolution;
- 8.8. The Notice shall contain details of the allegations made against the Member and of the intended resolution;
- 8.9. The Member shall have the right to answer the allegations by attending and being heard at such meeting and / or by putting written submissions to the meeting;
- 8.10. Any Member who ceases to be a Member of the Institute for any reason shall forfeit all rights and privileges of membership and all claims for participation in and use of the assets (including intellectual property) and funds of the Institute or any part of them but shall remain subject to the provisions of Clause 6 of the Memorandum of Association of the Institute.

9. CHAPTERS

- 9.1. The National Council may at its sole discretion establish Chapters to manage the affairs of the Institute in Regions within Australia and elsewhere designated by the National Council. Chapters in existence as at the date of the adoption of these Articles shall continue to operate until or unless the National Council shall otherwise direct subject to these Articles;
- 9.2. Chapter Councils shall be subject to the Articles By-Laws and Regulations of the Institute and to the direction of the National Council, as communicated to them, from time to time;
- 9.3. Chapter Councils shall comprise not less than 4 and not more than 10 Members elected in accordance with Item 9.6. The Officers of the Chapter Council shall be the Chapter President, Chapter Secretary and Chapter Treasurer each of whom will be Chapter Councillors for the purposes of this Item 9.3;

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- 9.4. Members shall be allocated to the Chapter most appropriate to their place of residence and / or business at the discretion of the National Council. Where no Chapter is established a member shall be attached to the National Secretariat. A member may not be attached to more than one Chapter;
- 9.5. Chapter Councillors shall be elected by the Members of the Chapter to which such election relates where established, and shall serve for terms prescribed in these Articles and By-Laws;
- 9.6. Chapter Councillors:-
  - 9.6.1. Chapter Councillors shall be elected for a period of 2 years, provided however that those Chapter Councillors in office at the date of adoption of these Articles, unless elected in 1998 in accordance with the Previous Articles, shall retire at the close of the Annual General Meeting to be held at or prior to November 30th 1998;
  - 9.6.2. Financial Members of the Institute are eligible to be appointed as Chapter Councillors;
  - 9.6.3. Any Member shall be entitled to propose or second a proposal for an eligible Member to be elected as a Chapter Councillor, with respect to the Chapter to which such Member is attached;
  - 9.6.4. Election shall be by way of a postal ballot of the Members of the respective Chapter, conducted by the National Secretariat;
  - 9.6.5. The candidate for any position with the greatest number of valid votes cast and received shall be declared to be elected;
  - 9.6.6. Nominations shall be called not less than 60 (sixty) days prior to the Annual General Meeting for the vacancy(ies) which shall occur at that meeting and the call for nominations shall prescribe the closing date for receipt of nominations by the National Secretariat;
  - 9.6.7. Nominations shall be made in writing, by at least two Members from the relative Chapter, on the prescribed form which shall be endorsed with the signed consent of the nominee. The nomination form shall indicate the vacancy for which the nominee has been nominated, being either Chapter President, Chapter Secretary, Chapter Treasurer or Chapter Councillor;
  - 9.6.8. A postal ballot with a return date not less than 14 days prior to the relevant Annual General Meeting shall be conducted in accordance with Item 14.1.
- 9.7. The Chapter Council may at any time appoint a Member to fill a casual vacancy on the Chapter Council. The total number of Chapter Councillors shall not at any time exceed the number determined in accordance with these Articles;
- 9.8. The National Council shall have the power to establish and publish Regulations for the operation of each Chapter. Regulations may be made applicable to one or more Chapters to meet local circumstances and laws;
- 9.9. Chapters shall have the power to establish Chapter Committees and Specific Interest Groups as they may require for the good conduct of their affairs, subject to the approval of the National Council. Where such local Committees and Specific Interest Groups are established they shall be

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subject to the Articles, the Regulations and the By-Laws of the Institute and the direction of the Chapter which establishes them;

10. BRANCHES

- 10.1. To further the objectives of the Institute, Branches may be formed in delineated geographic locations to support, develop and promote the activities of the Institute amongst its Members and in the community at a local level;
- 10.2. Branches may be formed by the National Council or, with the approval of the National Council, on the recommendation of the Chapter whose area of responsibility encompasses the proposed location of the Branch. The establishment of a Branch must be supported in writing by not less than ten (10) Members in good standing who commit themselves to the success of the Branch;
- 10.3. Branch Councillors and Officers shall be appointed in accordance with the requirements of the By-Laws;
- 10.4. The activities of each Branch shall be at all times subject to the Articles, By-Laws and Regulations and the specific directives of the National Council that may be in force from time to time;
- 10.5. If the number of members active in the affairs of a Branch falls below the number stipulated in the By-Laws then that Branch shall be put into recess, until its viability can, in the opinion of the National Council, be restored. A Branch that has been in recess for 12 months shall be disbanded.

11. SPECIFIC INTEREST GROUPS

- 11.1. The National Council may establish Specific Interest Groups to provide the Institute with expert advice on topic(s), and / or to develop the body of knowledge pertaining to the designated topic(s), and/or to facilitate the interaction of persons who share a common interest in specific areas or aspects of project management designated when each Specific Interest Group is established;
- 11.2. Specific Interest Groups may be attached to the National Council, Chapters or Branches at the discretion of the National Council;
- 11.3. Specific Interest Groups shall be deliberative and recommendations made shall not be binding upon the Institute;
- 11.4. The National Council when establishing any Specific Interest Group shall prescribe the topic(s) upon which advice is sought or which the Specific Interest Group may be interested in, and shall determine amongst other things, terms of reference, membership, qualifications and tenure (if appropriate) of each Specific Interest Group;
- 11.5. Any Specific Interest Group established by the Institute shall be chaired at all times by a Member of the Institute. Membership may be drawn from any class of Members, Associated Persons and other invited persons;
- 11.6. Specific Interest Groups shall be subject to the Articles and By-Laws of the Institute and to the direction of the National Council, as communicated to them, from time to time;

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- 11.7. The National Council shall have the power to establish and publish Regulations for the operation of Specific Interest Groups. Regulations may be made applicable to one or more Specific Interest Group to meet the particular function, local circumstances and laws as well as the terms of reference of the Specific Interest Group.
12. COMMITTEES
- 12.1. The National Council may establish at its sole discretion Committees to undertake functions delegated to them by the Institute in, and subject to, the By-Laws, these Articles and Regulations;
- 12.2. Committees can undertake functions and make decisions in accordance with the delegation granted to them by the Institute and the National Council and specific authorisations and directions given to them. Committees in existence as at the date of the adoption of these Articles shall continue to operate until or unless the National Council shall otherwise direct, subject to these Articles;
- 12.3. The Chairperson of each committee shall be a Member of the Institute;
- 12.4. All members of a committee shall be Members of the Institute;
- 12.5. Committees shall be subject to the Articles, Regulations and By-Laws of the Institute and to the direction of the National Council, as communicated to them from time to time;
- 12.6. The National Council shall have the power to establish and publish Regulations for the operation of each Committee.
13. REGULATIONS, BY-LAWS AND PROFESSIONAL DIRECTIVES
- 13.1. The Institute, in general meeting may, subject to these Articles approve such By-Laws as it sees fit for the good conduct of the affairs of the Institute;
- 13.1.1. Proposed By-Laws or amendments to existing By-Laws shall be circulated in writing to Members for consideration at least 60 days prior to the general meeting at which they are to be considered;
- 13.1.2. Proposed By-Laws or amendments to existing By-Laws submitted to a Ballot of the Members of the Institute shall be approved of by at least 75% of those Members present, in person or by proxy, at the general meeting and eligible to vote in such Ballot;
- 13.1.3. By-Laws approved by the Institute shall have effect at the close of the meeting at which they are approved, unless the resolution proposing their adoption stipulates an alternate date ;
- 13.2. The National Council may approve, subject to the Articles and the By-Laws, such Regulations and Professional Directives as it sees fit for the good conduct of the affairs of the Institute and the professional guidance of the Members;
- 13.2.1. Proposed Regulations and Professional Directives shall be circulated in writing to Members for consideration and comment at least 35 days prior to the National Council meeting at which they are to be considered;

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- 13.2.2. Notice given to Members regarding the adoption or amendment of Regulations and Professional Directives shall stipulate the date upon which they are to become effective;
  - 13.2.3. Regulations and Professional Directives shall be approved of by at least 75% of the National Council;
  - 13.2.4. Regulations and Professional Directives approved by the National Council shall have effect at the close of business of the meeting of the National Council stipulated in the notice to Members canvassing comment thereon and shall be circulated in full to Members following adoption by the National Council;
  - 13.3. The Institute in the By-Laws, Regulations and Professional Directives shall regulate the Members in the conduct of their relevant professional activities in relation to the Institute and shall prescribe appropriate penalties for Members who commit a breach or breaches thereof or do not observe the provisions thereof.
14. VOTING OF MEMBERS
- 14.1. Postal ballots of Members:
    - 14.1.1. A postal ballot of Members shall be undertaken for the following:
      - 14.1.1.1. The election of National Executive Officers to the National Council;
      - 14.1.1.2. The election of Chapter Councillors;
    - 14.1.2. Where a ballot is held for the election of Chapter Councillors the ballot shall be restricted to the Members of the Chapter for which the ballot is being conducted;
    - 14.1.3. Postal ballots shall be conducted as nearly as practicable in the manner set out and the result of such postal ballot shall have the same force and effect as a resolution passed at a general meeting of Members;
    - 14.1.4. This procedure may not be employed to pass special resolutions;
    - 14.1.5. Prior to sending the voting papers to Members the National Council shall appoint a panel of at least 2 Members, who shall not be National Councillors, to be scrutineers;
    - 14.1.6. The National Council shall cause voting papers to be posted by prepaid post to each Member who would have been entitled, if present, to vote at a general meeting held on the day of posting of the said voting papers to the Registered Address for that Member. Such voting papers shall set out lists of candidates nominated for the various positions and shall contain full directions as to the method of voting, together with a profile of each candidate as appropriate;
    - 14.1.7. All Members wishing to vote on any resolution or for any candidate must do so by voting in the manner required in the directions on the form provided and by posting the voting papers to the Institute as specified in the directions so as to be received by the Institute on a date not less than fourteen (14) days after the date of posting to the Member by the Institute;

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- 14.1.8. Within seven days after the last day upon which votes can be received under item 14.1.7 the scrutineers or at least two of them shall meet and examine the voting papers;
- 14.1.9. Envelopes containing the voting papers shall be opened in the presence of at least two of the scrutineers. The scrutineers shall reject the vote of any Member who was not financial at the time the ballot is counted, or who has failed to observe the directions mentioned in item 14.1.7 and they may reject any other vote, which in their view ought properly to be rejected;
- 14.1.10 The scrutineers shall as soon as practicable report the result of the voting to the National President. Their report shall include a report of the number of votes rejected by them and the reasons for such rejection. The National President shall arrange for the result of the postal ballot to be given to Members within reasonable time after the receipt of such report in such manner as the National Council may determine. The report of the scrutineers as to the result of the voting shall be conclusive. The successful candidates shall be appointed to their respective offices at the conclusion of the next Annual General Meeting after completion of the ballot;
- 14.1.11 Where for any reason the National President is unable to exercise any powers granted to him under this Item 14 the power shall be exercised by a National Council Councillor appointed by the National Council for that purpose.
- 14.2. Voting at Meetings
- 14.2.1. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded;
- 14.2.1.1. by the National President; or
- 14.2.1.2. by at least 30 percent of the Members present in person or by proxy, and entitled to vote;
- 14.2.2. Unless a poll is demanded, a declaration by the National President that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry is made to that effect in the book containing the minutes of the proceedings of the Institute, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution;
- 14.2.3. The demand for a poll may be withdrawn;
- 14.2.4. If a poll is duly demanded, it shall be taken in such manner and subject to Item 14.2.3 either at once or after an interval or adjournment or otherwise as the National President directs. The result of the poll shall be the resolution of the meeting at which the poll was demanded;
- 14.2.5. A poll demanded on a question of adjournment shall be taken forthwith;
- 14.2.6. In the case of an equality of votes, whether on a show of hands or on a poll, the National President of the meeting at which the show of hands takes place or at which the poll is demanded, in addition to a deliberative vote, has a casting vote;
- 14.2.7. At general meetings of Members, each Member entitled to vote may vote in person or by proxy or attorney;
- 14.2.8. Subject to Item 14.2.9, on a show of hands every person present who is a Member or a representative of a Member has one vote, and

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on a poll every Member present in person or by proxy or attorney has one vote for each proxy or attorney held;

- 14.2.9. A Member is not entitled to vote at a general meeting unless the Member is a Financial Member and is not subject to any disciplinary action;
  - 14.2.10 An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered. Any such objection shall be referred to the National President of the meeting, whose decision is final;
  - 14.2.11 An instrument appointing a proxy shall be in writing under the hand of the appointor or of the appointer's attorney who has been duly authorised in writing;
  - 14.2.12 An instrument appointing a proxy may specify the manner, in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote in the resolution except as specified in the instrument;
  - 14.2.13 An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll;
  - 14.2.14 An instrument appointing a proxy shall be in the form specified in the By-Laws;
  - 14.2.15 An instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed personally or a notarially certified copy of the power or authority, is or are deposited not less than 72 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, with the National Secretary or the Executive Director (where appointed) or as is specified for that purpose in the notice convening the meeting;
  - 14.2.16 A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the Member, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, or the transfer of the share in respect of which the instrument or power is given, if no intimation in writing of the death, unsoundness of mind, revocation or transfer has been received by the Institute before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised;
- 14.3. As soon as the voting papers and proxies for any vote have been examined and the result determined, the voting papers and proxies shall be closed and sealed, under the seal of at least two of the scrutineers. The papers shall then be retained for a period of one month after the announcement of the result then destroyed by the scrutineers.

15. NOTICES

- 15.1. Not less than twenty-eight (28) clear days notice of every General Meeting specifying the place, day and hour of the meeting and the general nature of the business to be dealt with shall be given to the Members in the manner hereinafter provided;
- 15.2. Not less than thirty-five (35) clear days notice of every General Meeting at which it is proposed by the Institute to pass a special resolution, as defined

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by the Law, specifying the place, day and hour of the meeting and the intention to propose the resolution as a special resolution shall be given to the Members in the manner hereinafter provided or in such manner as may be prescribed by the Institute in General Meeting;

- 15.3. All notices shall be served upon any Member either personally or by sending the same through the post in prepaid envelope or wrapper addressed to such Member at the Member's address as entered in the Roll. Notices shall not be invalidated by virtue of them being enclosed in the same envelope or wrapper as other materials despatched to the Member;
  - 15.4. Where due to any unforeseen circumstances or delays howsoever occurring such service is not possible, then with the approval of the National Council, notices may be served by advertisement in at least one daily newspaper published in the capital city of each State, Territory or other place in which a Chapter of the Institute is established if such notice be intended for all Members of the Institute or, if the notice be intended for Members attached to a Chapter only, then in at least one daily newspaper published in the capital city of the State, Territory or place in which such Chapter is established. Notices of meeting served by advertisement in newspapers shall contain full details of the nature and purpose of the meeting;
  - 15.5. The accidental omission to give notice of a meeting to or the non-receipt of such notice by any Member shall not invalidate the proceedings of a meeting held in pursuance of such notice;
  - 15.6. Notice of meetings of the Institute shall be deemed to be sufficiently given if notice thereof is published with the Annual Report of the Institute;
  - 15.7. Notwithstanding anything contained in Items 15.3 and 15.4 notice of a General Meeting of the Institute specifying an intention to propose a resolution as a special resolution shall be served by prepaid post addressed to each Member at the Members address as entered in the Roll. Notice in the Annual Report of the Institute forwarded to each Member shall constitute sufficient notice within the meaning of this Item;
  - 15.8. Any notice sent by prepaid post shall be deemed to have been served on the third day following that on which the notice is posted and in proving such service it shall be sufficient to prove that the notice was properly addressed and lodged with a post office and a certificate in writing signed by the person who lodged the notice at the post office that the notice was correctly addressed and posted and setting out the date of such posting shall be conclusive evidence thereof. Any notice given by advertisement shall be deemed to have been served on the day of issue of the newspaper in which the advertisement appears.
16. GENERAL MEETINGS
- 16.1. Subject to Section 245 of the Corporations Law an Annual General Meeting of the Institute shall be held once in each calendar year at such time as the National Council determines, but not later than November 30th in each year;
  - 16.2. Any two (2) National Councillors of the Institute or five (5) percent of the Members may by request in writing delivered to the National Secretary convene a general meeting which shall be convened as soon as possible following such requisition or, in default, may be convened by such of those making the requisition as provided under the Law;
  - 16.3. Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, twenty-eight (28) days notice of a general

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meeting shall be given to all Members and others entitled to receive such notice from the Institute specifying the place, the day and the hour of meeting and the nature of any special business;

- 16.4. All business transacted at any general meeting shall be special except for the consideration of the accounts, balance sheets and the reports of the National Council and auditor, the election of National Councillors in the place of those retiring and the appointment of the auditor at an Annual General Meeting.

17. PROCEEDINGS AT GENERAL MEETINGS

- 17.1. No business shall be transacted at any general meeting unless a quorum of thirty (30) Members is present in person or by proxy at the time when the meeting proceeds to business;
- 17.2. No business shall be transacted at any extraordinary general meeting at which a Special Resolution is to be considered unless a quorum of five percent (5.00%) of the Members is present in person or by proxy at the time when the meeting proceeds to business;
- 17.3. If within thirty (30) minutes from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place. If at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the meeting shall be dissolved;
- 17.4. The National President or a deputy appointed by the National President shall preside as chairperson at every general meeting;
- 17.5. If the National President is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Members present shall elect one of their number to be chairperson of the meeting;
- 17.6. The chairperson may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and place to place. No business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place;
- 17.7. At any general meeting resolutions shall be put to a vote at the meeting and shall be decided on a show of hands unless a poll is demanded by the chairperson of the meeting or by at least thirty percent (30%) of Members present in person or by proxy. A resolution will be carried if a majority of Members vote for it. Unless a poll is demanded, a declaration by the chairperson that a resolution has been carried or lost shall be recorded in the Minutes and shall be conclusive evidence of the fact without proof of the number of votes recorded for or against the resolution;
- 17.8. If a poll is duly demanded, it shall be taken in such manner as the chairperson directs, and the results of the poll shall be the resolution of the meeting at which the poll was demanded. Where the poll is demanded on the election of the chairperson or on a question of adjournment, that poll shall be taken immediately and there shall be no interval or adjournment in connection with it;
- 17.9. In the case of an equality of votes, the chairperson shall have a second or casting vote;

- 17.10. If a Member wishes to abstain from voting at any meeting of the Institute, an abstention shall be recorded and shall be excluded from the counting of votes.

## 18 THE NATIONAL COUNCIL

- 18.1 The original subscribers to the Memorandum of Association, being the members of the first board of directors of the Institute and having retired at the first general meeting pursuant to the Previous Articles shall, subject to these Articles, be eligible for re-election to the National Council;
- 18.2 The number of the National Councillors constituting the National Council, unless otherwise determined by Special Resolution of the Institute, shall be and comprise : -
- 18.2.1. The National Executive Officers
- 18.2.1.1. The National President
- 18.2.1.2. The National Vice President
- 18.2.1.3. The National Secretary
- 18.2.1.4. The National Treasurer
- 18.2.2. The Chapter Presidents.
- 18.3. The Immediate Past President shall be deemed to be an “ex-officio” member of the National Council with the right to receive notices of, attend and participate in meetings of the National Council, but not to vote at meetings of the National Council;
- 18.4. Subject to the Law, the Institute may, by special resolution, increase or reduce the number of National Councillors;
- 18.5. National Councillors shall be elected pursuant to the provisions of Item 14.1 for a term of 2 years from the close of business of the Annual General Meeting at which they were appointed subject that: -
- 18.5.1. The National Councillors serving at the date of adoption of these articles shall continue to serve in their respective roles with the following tenures: -
- 18.5.1.1. Subject to Item 9.6.1, the Chapter Presidents and Chapter Councillors shall be elected to take office at the close of the Annual General Meeting to be held at or prior to November 30th 1998; and
- 18.5.1.2. The National Executive Officers shall be elected to take office at the close of the Annual General Meeting to be held at or prior to November 30th 1999;
- 18.6. No Member shall be elected for more than two consecutive terms to the same National Executive Office, or be elected to more than four terms in aggregate to National Executive Office;

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- 18.7. The procedure for electing the National Executive Officers shall be as follows:-
- 18.7.1. Any Member shall be entitled to propose or second a proposal for an eligible Member to be elected as a National Executive Officer;
  - 18.7.2. Election shall be by way of a postal ballot of the members;
  - 18.7.3. The candidate for any position with the greatest number of valid votes cast and received shall be declared elected;
  - 18.7.4. Nominations, shall be called not less than 60 (sixty) days prior to each Annual General Meeting for the vacancy(ies) which shall occur at that meeting. The call for nominations shall prescribe the closing date for receipt of nominations by the National Secretariat;
  - 18.7.5. Nominations shall be made in writing by at least two Members, on the prescribed form, which shall be endorsed with the signed consent of the nominee. The form shall indicate the position for which the Member is being nominated;
  - 18.7.6. A postal ballot with a return date not less than 14 days prior to the relevant Annual General Meeting shall be conducted in accordance with Item 14.1;
- 18.8. The National Council may at any time appoint a Member to fill, for the remainder of the unexpired term, a casual vacancy of any of the National Executive Officer positions. The total number of National Councillors shall not at any time exceed the number determined in accordance with these Articles;
- 18.9. The Institute may, by ordinary resolution of which special notice pursuant to the Law has been given, remove any National Councillor before the expiration of the period of that office, and may, by an ordinary resolution, appoint another Member to that office. Any National Councillor appointed subject to this provision shall hold office only until the expiry of the term of the person being replaced, and is then eligible for re-election, subject to these Articles;
- 18.10. The term served by a National Councillor filling an appointment subject to the provisions of Item 18.7 or 18.8 shall not be counted as a term for the purposes of Item 18.5;
- 18.11. A National Councillor shall not be employed by the Institute or obtain personal gain or profit from the Institute;
- 18.12. The National Councillors may be reimbursed all travelling and other expenses properly incurred by them in attending and returning from meetings of the Council, of any committee of the National Council or general meetings of the Institute, or otherwise in connection with the business of the Institute;
- 18.13. In addition to the circumstances in which the office of a National Councillor becomes vacant by virtue of the Law the office of a National Councillor may become vacant if the National Councillor:-
- 18.13.1 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - 18.13.2 becomes insolvent under administration;

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- 18.13.3 resigns the office by notice in writing to the Institute;
- 18.13.4 for more than three (3) months is absent without permission of the National Council from meetings of the National Council held during that period;
- 18.13.5 becomes prohibited from being a Company Director by reason of an order made under the Law;
- 18.13.6 is directly or indirectly interested in any contract or proposed contract with the Institute and fails to declare the nature and benefit of that interest as required by these Articles and by the Law;
- 18.13.7 Ceases to be a Member of the Institute.

**19. POWERS AND DUTIES OF THE NATIONAL COUNCIL**

- 19.1. Subject to the Law and to these Articles, By-Laws and Regulations the business of the Institute shall be managed by the National Council who may pay all expenses incurred in promoting and registering the Institute and may exercise all such powers of the Institute as are not, by the Law or these Articles, required to be exercised by the Institute in general meeting;
- 19.2. The National Council may exercise all the powers of the Institute to borrow money and to mortgage or charge its property, or any part of it, and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Institute;
- 19.3. For the purpose of Clause 4 of the Memorandum of Association, the rate of interest payable in respect of money lent to the Institute by Members of the Institute shall not exceed the highest rate paid for the time being by banks in the State of New South Wales in respect of term deposits;
- 19.4. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Institute shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) National Councillors or in such other manner as the National Council from time to time determines;
- 19.5. The National Council shall cause minutes to be made:-
  - 19.5.1. of all appointments of officers and servants;
  - 19.5.2. of the names of the National Councillors present at all meetings of the Institute and of the National Council and of any committee of the National Council; and
  - 19.5.3. of all proceedings at all meetings of the Institute and of the National Council and of committees of the National Council;such minutes to be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting.

**20. OFFICERS OF INSTITUTE**

- 20.1. The National President shall act as chairperson of all general meetings and of meetings of the National Council;

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- 20.2. The National Vice President or, if absent the National Secretary, shall act as chairperson of meetings of the National Council or the Institute in the absence of the President;
- 20.3. The National Councillors may appoint, on terms and conditions that they may determine, an Executive Director who shall be the Chief Executive Officer of the Institute and who may act as National Secretary to the Institute;
- 20.4. The National President, the National Vice President and the Executive Director (where appointed) shall be deemed to be members of all Committees, Specific Interest Groups, Chapters and Branches of the Institute.
21. PROCEEDINGS OF THE NATIONAL COUNCIL
- 21.1. The National Councillors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit;
- 21.2. A National Councillor at any time, or a National Secretary on the requisition of a National Councillor, may convene a meeting of the National Council;
- 21.3. For the purpose of these regulations, the contemporaneous linking together by telephone, radio, closed circuit television or other electronic means of audio or audio-visual communication or other means of communication of a number of National Councillors not less than the quorum together with the National Secretary, whether or not any one or more of the National Councillors is out of the Commonwealth of Australia, shall be deemed to constitute a meeting of the National Council and all the provisions in these Articles as to meetings of the Councillors shall apply to such meetings as long as the following conditions are met:-
- 21.3.1. all the National Councillors for the time being entitled to receive notice of a meeting of the National Councillors (including any alternate for any National Councillor) shall be entitled to notice of a meeting by telephone or other means of communication and to be linked by telephone or such other means for the purposes of such meeting. Notice of any such meeting may be given on the telephone or other means of communication;
- 21.3.2. each of the National Councillors taking part in the meeting by telephone or other means of communication and the National Secretary must be able to hear each of the other National Councillors taking part at the commencement of and during the meeting;
- 21.3.3. at the commencement of the meeting each National Councillor must acknowledge his or her presence for the purpose of a meeting of the National Council of the Institute to all the other National Councillors taking part;
- 21.4. A National Councillor may not leave the meeting by disconnecting his or her telephone or other means of communication unless he or she had previously obtained the express consent of the chairperson of the meeting and a National Councillor shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other means of communication unless he or she has previously obtained the express consent of the chairperson of the meeting to leave the meeting as aforesaid;
- 21.5. Subject to these regulations, questions arising at a meeting of National Councillors shall be decided by a majority of votes of National Councillors present and voting and any such decision shall for all purposes be deemed a decision of the National Council;

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- 21.6. In case of an equality of votes, the chairperson of the meeting, in addition to a deliberative vote has a casting vote;
- 21.7. No National Councillor shall be disqualified by holding office from contracting with the Institute either as vendor, purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Institute in which any National Councillor shall be in any way interested be voided nor shall any National Councillor so contracting or being so interested be liable to account to the Institute for any profit realised by any such contract or arrangement by reason of such National Councillor holding that office or of the fiduciary relation thereby established but it is declared that the nature of his or her interest must be disclosed at a meeting of the National Councillors and the National Secretary shall record such declaration in the minutes of the meeting. Such declaration shall be made at the meeting of the National Councillors at which the contract or arrangement is determined if his or her interest then exists or in any other case at the first meeting of the National Councillors after the acquisition of the interest. No National Councillor may vote in respect of any contract or arrangement in which he or she is so interested as aforesaid nor may he or she affix the seal of the Institute to or execute any document on behalf of the Institute in respect of any contract as aforesaid;
- 21.8. At a meeting of National Councillors the number of National Councillors whose presence is necessary to constitute a quorum is five (5);
- 21.9. In the event of a vacancy or vacancies in the office of a National Councillor or offices of National Councillors, the remaining National Councillors may act but, if the number of remaining National Councillors is not sufficient to constitute a quorum at a meeting of National Councillors, they may act only for the purpose of increasing the number of National Councillors to a number sufficient to constitute such a quorum or of convening a general meeting of the Institute;
- 21.10. A resolution in writing, signed by a majority of the National Councillors for the time being entitled to receive notice of a meeting of the National Council, shall be as valid and effectual as if it had been passed at a meeting of the National Council duly convened and held. Any such resolution may consist of several documents in like form; each signed by one or more National Councillors. The reference to a signed document shall include an electronically transmitted facsimile;
- 21.11. All acts done by any meeting of the National Council or of a committee of the National Council or by any person acting as a National Councillor are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a National Councillor or a member of the committee, or to act as a National Councillor, or that a person so appointed was disqualified, as valid as if the person had been duly appointed and was qualified to be a National Councillor or to be a member of the committee.
22. SEAL
- 22.1. The National Council shall provide a Common Seal for the purpose of being affixed to documents for the purposes required by the Law, and a membership seal solely for the purpose of being affixed to membership certificates;
- 22.2. The Common Seal shall only be used by the authority of the National Council, every instrument to which the seal is affixed shall be signed by a National Councillor and shall be countersigned by another National Councillor and/or the Secretary or by some other person appointed by the National Council specifically to countersign that document or a class of documents in which that document is included;

22.3. The membership seal shall be affixed in accordance with Item 6.

23. ACCOUNTS

23.1. The National Council shall cause proper accounting and other records to be kept and in accordance with the provisions of the Law shall distribute copies of the profit and loss account and balance sheet (including every document required to be attached to those documents) accompanied by a copy of the auditor's report, to the Members of the Institute. The National Council shall cause to be made out and made before each Annual General meeting a balance sheet and profit and loss account made up to a date not more than six (6) months before the date of the meeting;

23.2. The National Council shall determine whether and to what extent, and at what time and places and under what conditions the accounting records and other documents of the Institute or any of them are open to the inspection of Members other than National Councillors;

23.3. A Member other than a National Councillor does not have the right to inspect any document of the Institute except as provided by the Law or authorised by the National Council or by the Institute in general meeting;

23.4. A registered auditor or auditors shall be appointed and their auditing duties shall be regulated in accordance with Section 327 of the Law.

24. NOTICE

24.1. The Institute may give a notice to any Member either by serving it on the Member personally or by sending it by post to the Member at his or her registered address;

24.2. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected, in the case of a notice of a meeting, on the third (3rd) day after the date of its posting and in any other case, at the time at which the letter would be delivered in the ordinary course of post;

24.3. Notice of every general meeting shall be given in the manner authorised by Item 15 to:-

24.3.1. every Member; and

24.3.2. the auditor for the time being of the Institute.

24.4. No other person is entitled to receive notice of a general meeting.

25. WINDING UP

25.1. If the Institute is wound up, the liquidator may not divide among the members in kind the whole or any part of the property of the Institute and it must be dealt with in accordance with in terms of Clause 7 of the Memorandum.

26. INDEMNITY

26.1. Every National Councillor, officer, employee, auditor or agent of the Institute shall be indemnified out of the property of the Institute against any liability incurred by that person in his or her capacity as officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgment is given in such person's favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is under the Law granted to such person by the Court.

27. DEADLOCK

**AUSTRALIAN INSTITUTE OF PROJECT MANAGEMENT**  
**Articles of Association**

- 27.1. If at any meeting of the Members or the National Council of the Institute any deadlock shall occur on any matter submitted to such meeting, any National Councillor may require the matter to be referred to an independent expert and in such event the decision of the independent expert shall be final and shall be deemed to be and have the effect of a resolution of the Institute, either ordinary or special as the circumstances may require, or of the National Councillors as the case may be. Upon such decision being made, it shall be entered into the minutes of the Institute or of the National Council as a resolution of the Institute or of the National Council, as the case may require. The independent expert shall be acting as an expert and not as an arbitrator and shall be a person appointed for this purpose by the Chairperson for the time being of the Law Institute of New South Wales (or its successor).

**AUSTRALIAN INSTITUTE OF PROJECT MANAGEMENT**  
**Articles of Association**

We, the several persons whose names are subscribed being the subscribers to the Memorandum of Association hereby agree to the foregoing Articles of Association.

Subscriber	Witness
Patrick Bruce Hovey 1/12 Mosman Street Mosman NSW 2088 Civil Servant	Sydney Henson Jarvis 153 Prince Alfred Parade Newport NSW 2106
Ronald William Woodhead 76 Chapman Parade Faulconbridge NSW 2776 University Professor	Bernard Lummer JP 75 McGirr Street Padstow NSW 2211
Graham Rush Easton 19 Kings Langley Road Greenwich NSW 2065 University Lecturer	Alistair McLaren 130 Elanora Road Mona Vale NSW 2103
Richard Arthur Reeves 152A Copeland Road East Beecroft NSW 219 Manager	Michael D Rose 1 Sandgrado Street Seaforth NSW 2092
John Malcolm McDowall 22 Devon Street North Epping NSW 2121 Planning Consultant	Jan Luikens 31 Bannockburn Road Pymble NSW 2073
Brian Henry Doyle 19 Hyacinth Street Graystanes NSW 2145 Planning Consultant	Sydney Henry Jarvis 153 Prince Alfred Parade Newport NSW 2106
Tom William Crow 19 Hyde Ave Killarney Heights NSW 2087 Planning Consultant	Alistair McLaren 130 Elanora Road Mona Vale NSW 2103

**AUSTRALIAN INSTITUTE OF PROJECT MANAGEMENT**  
**Articles of Association**

We, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of the Memorandum of Association.

Signatures of Subscribers	Witness to signature and Address of Witness
P B Hovey	S H Jarvis 153 Prince Alfred Parade Newport NSW 2106
Ronald W Woodhead	B Lummer JP 75 McGirr Street Padstow NSW 2211
G R Easton	A McLaren 130 Elanora Road Mona Vale NSW 2103
R A Reeves	Michael D Rose 1 Sandgrado Street Seaforth NSW 2092
J M McDowall	Jan Luikens 31 Bannockburn Road Pymble NSW 2073
B H Doyle	S H Jarvis 153 Prince Alfred Parade Newport NSW 2106
T W Crow	A McLaren 130 Elanora Road Mona Vale NSW 2103