

**MAPPING SCIENCES INSTITUTE,  
AUSTRALIA**

*ACN 004 301 811*

**MEMORANDUM AND ARTICLES  
OF  
ASSOCIATION**

**CORPORATIONS LAW  
A COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION  
of  
MAPPING SCIENCES INSTITUTE, AUSTRALIA  
ACN 004 301 811**

**NAME**

1. The name of the Company (hereinafter called "the Institute") is the "Mapping Sciences Institute, Australia.
2. The trading name of the Institute is "Mapping Sciences Australia".
3. The corporate plan of the Institute is as follows:

**DEFINITION**

Mapping sciences are those disciplines that deal with acquisition, management and communication of geospatial information.

**VISION**

Australia will undertake and develop the world best practices in the application of the mapping sciences to contribute to the nation's social, economic and cultural objectives. The Institute will be widely recognised as the authoritative source of integrated and independent advice on the mapping sciences to the Australian governments, industry and the community, and take a leading role in the mapping sciences in the region.

**MISSION**

The Institute will make a major contribution to the development of the Australian mapping sciences.

**PHILOSOPHY**

The Institute promotes the theory, practices and understanding of all facets of the mapping sciences through the collegiate strength and expertise of its members.

**OBJECTIVE**

To undertake activities that are conducive or incidental to the attainment of the Mission of the Institute and are consistent with its philosophy.

Provided that the Institute shall not support with its funds or endeavour to impose on, or procure to be observed by its members or others any regulation or restriction which, if an object of the Institute, would make it a trade Union within the meaning of the Trade Unions Act 1928 or any corresponding subsequent enactment.

**LIABILITY OF MEMBERS**

4. The liability of members is limited.
5. Every member of the Institute undertakes to contribute to the assets of the Institute in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Institute contracted before he ceases to be a member and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves such amount as may be required not exceeding Twenty Dollars (\$20.00).

**REGISTERED OFFICE**

6. The registered office of the Institute will be the business premises of the Institute's National Auditor.

**PROFITS NOT PERMITTED TO MEMBERS**

7. The income and property of the Institute shall be applied solely towards the promotion of the objective of the Institute as set forth in this Constitution, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to members of the Institute. Provided that nothing contained herein shall prevent the payment in good faith of remuneration to any officers or servants of the Institute, or other person in return for any services actually rendered to the Institute, nor for goods supplied in the ordinary or usual way of business, nor prevent the payment of interest at a rate equivalent to the current bank rate or up to and not exceeding 10 per centum per annum on money borrowed from any member of the Institute, or reasonable and proper rent for premises demised or let by any member of the Institute, but so that no member of the National Council of the Institute or governing body of the Institute, shall be appointed to any salaried office of the institute, except as defined in paragraph 8, or any office of the Institute paid by fees, and that no remuneration or other benefit in money or moneys worth shall be given or paid by the Institute to any members of such Council or governing body except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Institute.
8. Should an Executive Officer be appointed to run the day to day operations of the Institute in a full or part time capacity this position may be filled by a member of the Institute. This position will be a paid position and exempt from paragraph 7 if the person appointed is a member. Such Executive Officer may be a member of Council.
9. If upon winding up or dissolution of the Institute there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Institute, but shall be given or transferred to some other Institution, or Institutions having objects similar, or in part similar to the objects of the Institute, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Institute under or by virtue of paragraph 7 hereof, such Institution or Institutions to be determined by members of the Institute, at or before the time of dissolution, and in default thereof by application to the Supreme Court as may have or acquire jurisdiction in the matter.
10. True accounts shall be kept of the sums of money received and expended by the Institute and the matter in respect of which such receipt or 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 regulations of the Institute for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Institute 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. The accounts of the Divisions shall be audited at least once in every year and reported to the divisions members.
- 11 No addition, alteration or amendment shall be made to or in the regulations contained in the Memorandum of Association and Articles of Association for the time being in force unless the same shall have been previously submitted and approved as per the provisions of the Corporations Law by a vote of eligible members.

**CORPORATIONS LAW  
A COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION OF  
MAPPING SCIENCES INSTITUTE, AUSTRALIA  
ACN 004 301 811**

**PRELIMINARY**

1. The Institute, at this time, is declared to consist of 1300 members, but the Council of the Institute may from time to time register a change in member numbers.

**INTERPRETATION**

2. (a) The "Act" means the provisions of the Acts Interpretation Act 1901 (Commonwealth) and of the Law, as in force.
- (b) "National Executive" shall mean the National Executive of the Institute.
- (c) "National Secretary" shall mean the National Secretary of the Institute.
- (d) "National Treasurer" shall mean the National Treasurer of the Institute.
- (e) "Chair, National Executive" shall mean the chair of the National Executive of the Institute.
- (f) "Divisional Executive" shall mean the Executive of a Division of the Institute.
- (g) "Division or Group Secretary" shall mean the Secretary of a Division or Group of the Institute.
- (h) "Division or Group Treasurer" shall mean the Treasurer of a Division or Group of the Institute.
- (i) "National Council" means the members of the National Council of the Institute hereinafter mentioned.
- (j) "Institute" means the Mapping Sciences Institute, Australia.
- (k) "Member" means a member of the Institute.
- (l) "Corporate Members" means Honorary Fellows, Fellows, Members, Life Members and Associate Members.
- (m) "Prescribed" means prescribed by the National Council.
- (n) "Prescribed Examinations or Assessments" mean the mechanisms prescribed for applicants for admission as members of the Institute and for the advancement from one grade of membership to a higher grade.
- (o) Words or expressions contained in these articles shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1901 (Commonwealth) and of the law, as in force at the date at which these articles become binding on the Mapping Sciences Institute, Australia.
- (p) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, facsimile, electronic and other modes of representing or reproducing words in a visible form.
- (q) Words implying the singular number only include the plural number and vice versa.
- (r) "Law" means the Corporations Law.

**MEMBERSHIP**

3. All members shall be classified according to their professional and/or technical qualifications and attainments into such grades as the National Council shall from time to time prescribe, and all applicants for membership or for admission to a higher grade of membership must satisfy the National Council that they possess the necessary professional and or technical qualifications and/or prescribed continuing professional development attainments, and all the decisions of the National Council in that regard shall be final and binding on the applicant, and the National Council shall not be required to state the reason for such decision.

**REGISTER OF MEMBERS**

4. A National Register of members will be kept which will contain such particulars as required by the Corporations Law, and as the National Council may from time to time prescribe. Every member shall furnish the National Council with all the required information to enable it to complete a record of his or her qualifications. No name or designation shall be entered in the register save on the authority of a resolution of the National Council recorded in the Minute Books, nor shall any name be removed from the register except under the provision of Clause 20.

**MEMBERSHIP GRADES**

5. The Institute shall consist of eight grades of members: Honorary Fellow, Fellow, Honorary Member, Life Member, Member, Associate Member, Student and Affiliate. An Honorary Fellow, Fellow, Honorary Member, Life Member, Member, Associate Member, Student or Affiliate, having occasion to designate the grade to which he or she belongs, may state the grade according to the following abbreviated forms:  
Hon FMSIA, FMSIA, HonMMSIA, LMMSIA, MMSIA, AMMSIA, StudMMSIA, AffMMSIA.  
The National Council may also admit Guest Members and Company Members in accordance with Article 7(i) and 7(j).  
The eight grades listed above refer to active members of the Institute. A status of retired shall be affixed to the membership grades of Fellow, Member, Associate Member and Affiliate when an active member meets the criteria to become a retired member within that respective grade of membership.

**ELIGIBILITY FOR MEMBERSHIP**

6. Corporate membership is open to any person who is or has been actively engaged in any branch of the mapping sciences and whose attainments and qualifications are recognised by National Council as falling within those prescribed in Article 7, paragraphs (a), (b), (c), (d), (e) or (f).  
Membership of the Institute is also available to any person who is actively engaged in any branch of the mapping sciences, or is a person not qualified for Corporate Membership but meeting the requirements of Article 7(g).

**QUALIFICATIONS FOR MEMBERSHIP**

- 7 a) **Honorary Fellow -**  
An Honorary Fellow shall have rendered conspicuous service to the Mapping Sciences. Admission to the grade of Honorary Fellow shall be by a favourable vote of three-fourths of the National Council in secret ballot after nominations in writing by at least six corporate members. Such nominations must fully substantiate the nominee's suitability for this grade in the foregoing terms of this clause. The number of Honorary Fellows shall not exceed twenty, and not more than three Honorary Fellows shall be elected in any one year.
- Every Honorary Fellow shall be eligible for election or appointment to the National Council, election or appointment to all offices of the Institute and shall be entitled to all its rights and privileges.
- b) **Fellow -**  
A Fellow shall be admitted only from the grade of Member and shall have rendered conspicuous service to the Institute itself and shall in the endorsed opinion of the Committee of the nominee's Division have either (a) occupied a prominent position in the Mapping Sciences or (b) rendered notable contribution to the Mapping Sciences. Admission to the grade of Fellow shall be by a favourable vote of three-fourths of the National Council in secret ballot after nominations in writing by at least six corporate members. Such nominations must fully substantiate the nominees suitability for this grade in the foregoing terms of this clause. Where in any Division the number of Fellows exceeds ten per centum of the total corporate membership of the Division, not more than one additional Fellow shall be elected in any one year.
- Every Fellow shall be eligible for election to the National Council, for election or appointment to all offices of the Institute and shall be entitled to all its rights and privileges.
- (c) **Honorary Member -**  
A grade of Honorary Member be offered to a non-member of the Institute who has rendered conspicuous service to the Mapping Sciences and is therefore considered worthy. Admission to the grade of Honorary Member shall be by a favourable vote of three-fourths of the National Council in secret ballot after nominations in writing by at least six corporate members of the Institute. Every Honorary Member shall have all rights and privileges except the right to vote and hold office.
- (d) **Life membership**  
Life membership may be granted for any grade of membership (except Student) where he or she has rendered significant and continuous service to the Institute and attained the age of 70 years.  
eg. Life Fellow, Life Member, Life Associate Member
- (e) **Member -**  
A candidate for election to or transfer into this grade shall produce evidence to the satisfaction of the Council:
- (i) They hold an accredited Degree plus at least two years Mapping Services experience or Continuing Professional Development (CPD) accreditation deemed satisfactory by Council or
  - (ii) They hold an equivalent formal academic qualification approved by Council as satisfying its requirements plus at least two years Mapping Sciences experience or CPD accreditation deemed satisfactory by Council or
  - (iii) They have held Associate Membership for five years and have maintained the appropriate number of CPD points approved by Council as satisfying the requirements for that period, and that applicants have been engaged in the practice of at least one of the professions of Mapping Sciences, and will have gained thereby, experience deemed satisfactory by Council.
- Every Member shall be eligible for election to the Council, for the election or appointment to all offices of the Institute, and shall be entitled to all its rights and privileges.

7. (f) **Associate Member-**  
A candidate for election to or transfer into this grade shall produce evidence to the satisfaction of the Council:
- (i) They hold an accredited Degree and have less than two years Mapping Sciences experience or CPD accreditation or
  - (ii) They hold an accredited Associate Diploma or a formal academic qualification approved by Council as satisfying its requirements plus that they have been engaged in the practice of at least one of the professions of Mapping Sciences for at least two years, and will have gained thereby, experience deemed satisfactory by Council.
- Associate members shall have all the rights and privileges of Members except the right to hold offices of National and Divisional President or National and Divisional President-Elect.
- (g) **Student Member -**  
A candidate for election to this grade shall produce evidence to the satisfaction of the Council:
- (i) They have received or are receiving such academic and practical training as will fit them for admittance as a corporate member of the Institute. The maximum time as a Student Member is ten years.
- Student members shall have all the rights and privileges except the right to vote and hold office on the National Council but may hold office, except as President, Treasurer or Secretary, within a Division or a Group within that Division.
- (h) **Affiliate Member-**  
A candidate for election to this grade shall produce evidence to the satisfaction of the Council:
- (i) They hold an accredited Associate Diploma or equivalent and have less than two years Mapping Sciences experience or
  - (ii) Council may elect as an Affiliate to the Institute any person who is not eligible for Corporate or Student Membership, but who is interested in furthering the objects of the Institute and is deemed by Council to be worthy of election.
- Affiliates shall have all the rights and privileges except the right to vote and hold office on the National Council but may vote and hold office, except as President, Treasurer and Secretary, within a Division or a Group within that Division.
- (i) **Guest Member -**  
Any distinguished visitor to Australia may be elected as a Guest Member for a period of one year. Guest Members have all rights and privileges except the right to vote and hold office.
- (j) **Company Member -**  
The National Council may elect as a Company Member any approved Company or Organisation whose activities are substantially concerned with any branch of the mapping sciences. Company Members have all rights and privileges except the right to vote and hold office.
- Note: Once a member is eligible for a higher grade of membership, they should make application for that grade by the end of that financial year of attainment. That no person shall remain in the grade of Student beyond the end of the financial year in which he or she becomes eligible for a higher grade.

**CONTINUING PROFESSIONAL DEVELOPMENT (CPD)**

8. **Accredited Membership.** The opportunity shall be offered to each member to maintain their proficiency. This can be demonstrated in the achievement of CPD points at a level nominated from time to time by the National Council.
9. **Resolution of Disputes Over CPD Points** In the event of a member disputing the level of CPD accreditation attained over a particular period, the case will be put to the National Council, or the nominated representatives of the National Council, for decision. It will be incumbent upon each member wishing to dispute the CPD credits achieved, to prove the level of CPD points accrued, or show extenuating circumstances that prevented such achievement.
10. **Proof of CPD achievement** Proof of completion of CPD activities shall rest with the member. It is incumbent upon each member to forward evidence of their attendance to appropriate activities to the Divisional Committee for collation.
11. **Accreditation Certificates** Each participating member will be provided annually with an accreditation certificate showing a record of his or her achievement of CPD points. A report will be maintained by the National CPD Coordinator and is available to members on request to ascertain their current CPD points accreditation.

**ADMISSION AND TRANSFER OF MEMBERS**

12. Application for admission or transfer must be in writing and must state the name, age, occupation, qualifications and experience of the applicant, and shall contain an undertaking by the candidate, if and when elected or transferred, to conform to this Constitution.

**SUBSCRIPTIONS**

13. Annual subscriptions will become due on the first day of the operating Financial Year, 1 January to 31 December.  
Such subscriptions shall consist of two elements.  
(a) Capitation to be remitted to National Council as prescribed from time to time.  
(b) That part retained by the Division to equitably cover its operations.

Council will be responsible for setting the subscription to equate with (a) and (b). Divisions may offer a discount for early payment of subscriptions.

Transfer fees may be collected by and are the responsibility of Divisions and are retained by the Divisions.

The National Treasurer shall invoice Divisions for capitation as soon as practicable after the commencement of the Financial Year. Invoices for capitation shall be remitted by the 30<sup>th</sup> day of June of that financial year. A discount may operate for early payment of invoice amount.

The mode of subscription collection will be determined by National Council from time to time.

- 13a. Unfinancial Members  
Members who fail to pay their subscriptions by the due date shall be deemed to be unfinancial and shall be subject to the process and restrictions as determined by National Council from time to time.

**DIVISIONS AND GROUPS****DIVISIONS**

14. Australia shall be divided into convenient areas, the boundaries of which shall be defined by the National Council. Until the National Council shall determine otherwise there shall be not more than one Division in any State, Territory or Dependency of Australia or equivalent of any other nation.

All Divisions shall be subject to the National Council in matters of policy, procedures (rules of business) and financial accountability. The National Council shall be the sole determining body of what is considered policy.

**GROUPS**

15. For the purposes of closer co-operation in technical and professional matters, the National Council may from time to time form Groups within a Division. Such Groups may be formed on a technical basis, or on such other basis as the National Council may decide. Divisions may recommend to National Council the formation of a Group within their Division.

**MANAGEMENT OF DIVISIONS**

16. The affairs of each Division shall be managed and administered by a Divisional Executive, consisting of a Divisional President, Divisional Secretary, Divisional Treasurer and other office-bearers as may be deemed necessary; all elected by the Corporate Members of the Division. Students and Affiliates may have representation on Divisional Committees.

The functioning of each Division will be conducted by a Divisional Committee consisting of the Divisional Executive and other office-bearers as may be deemed necessary to undertake the programs of the Institute.

The Divisional Executive will report as required to the National Executive on the management and administration of that Division and other matters as sought from time to time.

The Division is responsible for the processing of membership for a Group within their Division. The membership details of persons in a group shall be recorded in the Division's membership database.

**MANAGEMENT OF GROUPS**

17. Each Group within a Division shall be managed by a Group Committee consisting of a Chairperson and Secretary and such other office-bearers as may be deemed necessary. Students and Affiliates may have representation on Group Committees.

A Group within a Division may have a database of the membership within that group or preferably use a copy of the Divisional database.

All membership applications must be processed by the Division.

**CERTIFICATE OF MEMBERSHIP AND MEMBERSHIP IDENTIFICATION**

18. Every Member shall be entitled to a Membership Certificate, but all certificates issued shall be the property of the Institute and must be returned or destroyed by any person who has resigned or been expelled upon receipt of notice requiring him or her to so do.

Every Company Member shall be entitled to a Company Membership Certificate that indicates the year(s) in which the Company is a member.

Additional forms of membership identification such as a membership card, may be approved, from time to time, by National Council. The content of information to be shown on such membership identification items shall be determined by National Council.

**TERMINATION OF MEMBERSHIP****RESIGNATION**

19. A Member of any grade desiring to discontinue membership of the Institute shall tender his or her resignation in writing to his or her Divisional Committee.

If all the member's dues and other indebtedness have been paid to the resignation date, no further liabilities in respect of subscription to membership as from the date of receipt of the resignation shall accrue and the Divisional Committee shall accept the resignation and notify the National Council.

If all the member's dues and other indebtedness have not been paid to the National Council, the resignation shall not be accepted, but the Divisional Committee if it considers that there have been circumstances in extenuation of the failure to make such payment shall refer the case to the Council which may authorise the acceptance of the resignation with exemption from payment of all or any of the indebtedness or subject to the member being liable for the subsequent payment of all or any of the indebtedness. Divisional Committees may elect to waive the payment of the Divisions portion of fees owing.

**EXPULSION OR TERMINATION OF MEMBER**

20. The National Council shall have the power by resolution to censure, fine, suspend or expel any member who in the opinion of the Council has failed to observe a high and honourable standard of professional conduct, or who is believed by the Council to be or have been guilty of any act or conduct which the Council may consider is or may be detrimental to the best interests of the Institute or its members. Such member shall be notified of what is alleged against him or her and such member has the right to be heard by the Council in his or her defence, if he or she so desires, before he or she is censured, fined, suspended or expelled.

Any office that a member currently holds within the Institute may be terminated by resolution of National Council. National Council may also approve the filling of the vacated position to meet management needs, until that position would be filled in the normal course of the running of the Institute.

Such member also has the right to appeal to a General Meeting of the Institute against the decision of National Council.

**NATIONAL GENERAL MEETINGS**

21. A national general meeting shall be held at least once in every calendar year, and not more than fifteen months after the holding of the last preceding general meeting, at such time and place as the National Council appoints.
22. In default of a general meeting being so held, a general meeting shall be held in the month next following, and may be convened by any two members in the same manner, as nearly as possible, as that in which meetings are to be convened by the National Council.
23. The above mentioned general meetings shall be called Annual General Meetings, all other general meetings shall be called Extraordinary General Meetings.
24. The National Council may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by the provisions of the Law.

**NOTICE OF GENERAL MEETINGS**

25. Subject to the provisions of the Law fourteen days notice at the least, (exclusive of the day on which the notice is served, or deemed to be served, and exclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business, the general nature of that business shall be given in the manner hereinafter mentioned, or in such other manner (if any) as is prescribed by the Institute in general meeting, to such persons as are under the regulations of the Institute entitled to receive such notices from the Institute; but, with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members think fit.
26. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

**SPECIAL BUSINESS**

27. All the business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance-sheets, and the report of National Council and auditors prescribed by Law, and the election of Council and other officers in the place of those retiring by rotation, and the fixing of the remuneration of the auditors.

**PROCEEDINGS AT GENERAL MEETINGS**

28. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, fifteen members personally present shall be a quorum.
29. If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, the members present shall be a quorum.
30. The President of the Institute shall preside as chairperson at every general meeting of the Institute at which he is present. In his absence, a National President-elect shall act as chairperson.
31. If there is no such chairperson, or if at any meeting the National President-elect is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson, the members present shall choose some one of their number to be chairperson.
32. 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 from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more at any one time, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
33. 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 by at least two members present in person, or by proxy entitled to vote, and, unless a poll is so demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Institute, shall be exclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.
34. If a poll is duly demanded, it shall be taken in such manner as the chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
35. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
36. A poll demanded on the election of a chairperson, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs.

**VOTES OF MEMBERS**

37. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him or her to the Institute have been paid.
38. On a poll, votes may be given either personally or by proxy or by attorney.
39. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under the seal or under the hand of an officer so authorised. A proxy need not be a member of the Institute.
40. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.
41. The instrument appointing a proxy may be in the following form or in a common or usual form.

**MAPPING SCIENCES INSTITUTE, AUSTRALIA**

I, ..... of.....  
being a member of the Mapping Services Institute, Australia  
hereby appoint ..... of.....

or failing him/her ..... of.....  
as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be)  
general meeting of the Institute, to  
be held on ..... day of ....., ..... and at any  
adjournment thereof.

My proxy is hereby authorised to vote \* in favour of/ \*against/ \*at his/her discretion in regards to the following resolutions:

Signed: .....

Signed this ..... day of ....., .....

\* Strike out whichever is not desired.

42. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority shall be deposited at the registered office of the Institute, or at such other place as is specified for that purpose in the notice convening the meeting, not less than forty-eight 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 twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

**DIVISIONAL GENERAL MEETINGS**

43. Divisional General Meetings shall be held and conducted in accordance with the principles and procedures set out in Clauses 21 to 42 above.

**NATIONAL COUNCIL**

44. The National Council shall consist of the National President, the Immediate Past National President, National President Elect, the members of the National Executive and up to two Councillors from each Division of the Institute.
45. At the first National Council meeting after the Annual General Meeting, the Councillors shall nominate a member to be National President-elect (subject to that members agreement), who shall become National President at the next Annual General Meeting and Immediate Past National President at the following Annual General Meeting. The proposed member need not be a Councillor.
- An affected Division shall elect, if required, an ordinary Councillor for one or two years as the case may be to fill a vacancy left by the election of a National President.
46. At the first National Council meeting after the Annual General Meeting, the ordinary Councillors shall elect a Chair of the National Executive, a National Secretary and a National Treasurer to take office at the next Annual General Meeting.
47. At the meetings of the National Council, each Councillor shall cast one vote except for those Councillors who are the sole representatives of their Divisions who shall be entitled to a second vote. This method of voting may be varied at the commencement of a National Council meeting when agreed to by all present Councillors. In the case of an equality of votes, the Chairperson of the meeting shall be entitled to a second or casting vote.

**ELECTION OF COUNCILLORS**

48. Ordinary Councillors shall be elected by the Corporate members of their Division, normally for a period of two years at the Divisional Annual General Meeting. Retiring Councillors may stand for re-election.
49. All corporate members shall be eligible for election as ordinary Councillors. No member other than one of the grade of Honorary Fellow, Fellow, Life Member or Member shall be eligible for election to the Office of National President, National President-elect or Chair of the National Executive.
50. An ordinary Councillor, if not already a member of the Division Committee, shall be an ex officio member of that Committee.

**HEADQUARTERS**

51. The Headquarters of the Institute shall be located where the National Secretary is located.

**MANAGEMENT**

52. The National Council shall have the management and direction of the affairs of the Institute and shall do all such acts as appear to it to be necessary or desirable for the purpose of carrying into effect the objects of the Institute, subject to the provisions of the Memorandum of Association and Articles of Association.

**MEETINGS OF THE NATIONAL COUNCIL**

53. There shall be at least two meetings of Council in each calendar year. The quorum of the Council shall be such as may from time to time be determined by National Council, but not in any case less than twelve National Council members. For the purposes of this Clause a Substitute Councillor appointed under Clause 54 shall be deemed to be a Councillor. (At least one meeting of the National Council to be face-to-face in any year).

**SUBSTITUTE COUNCILLORS**

54. A Member of the Council who may be unable to attend a National Council meeting shall have the power to appoint a Corporate member to act as his substitute for such meeting. Notice of appointment under this clause shall be given to the National Secretary prior to such meeting, and the substitute shall have the same right of deliberation and voting as the member of the Council appointing him.

**EXECUTIVE OF THE COUNCIL**

55. The affairs of the National Council shall be carried out between meetings by an Executive of the National Council consisting of the Chair of the Executive, the National Secretary and the National Treasurer. These three officers shall be considered to be the Directors of the Institute (company) for the purposes of the Australian Securities and Investments Commission. The actions of the Executive of the National Council shall be subject to ratification by the National Council.
56. The Executive of National Council shall consult with the National President, National President-elect and Immediate Past President, as appropriate.

**APPOINTMENT OF MANAGERS**

57. The National Council shall appoint such managers as it considers necessary to carry out particular aspects of the activities of the Institute. These managers shall report to the Council and perform their duties under its supervision.

The National Council may appoint an executive officer with such powers and responsibilities and to perform such functions and duties as the National Council shall determine from time to time. The executive officer may be given any other such title determined by the National Council from time to time.

**REPLACEMENT OF OFFICERS**

58. The National Council may at any time authorise any office bearer, other person or Committee to perform any acts or functions which in this Constitution may be prescribed to be performed by any special office bearer, officer, other person or Committee whenever by reason of death, absence, disability or other cause sufficient ground therefor shall be apparent to the Council.

**THE SEAL**

59. The Seal of the Institute shall not be affixed to any instrument, except by the authority of a resolution of the Council. Should it be necessary for an instrument to be sealed between Council meetings, to allow normal business to proceed, the Executive may do so and report the action to the next Council meeting for endorsement. The seal shall be affixed by the National Secretary, or such other person as the National Council appoints for the purpose; and the National President and the National Secretary, or other person as aforesaid appointed for the purpose, shall sign or have their signatures affixed on every instrument to which the Seal of the Institute is so affixed in their presence.

**ACCOUNTS**

60. The National Council shall cause to be kept proper books of accounts in which shall be kept full, true and complete accounts of the affairs and transactions of the Institute.
61. The books of account shall be kept at the registered office of the Institute, or at such other place or places as the National Council thinks fit, and shall always be open to the inspection of the National Council.
62. The National Council shall from time to time determine at what times and places the accounts and books of the Institute or any of them shall be open to the inspection of members.
63. The National Council shall from time to time, in accordance with the Law, cause to be prepared and to be laid before the Institute in general meeting such profit and loss accounts, balance sheets and reports as are referred to in that section.
64. A copy of every balance sheet (including every document required by law to be annexed or attached thereto) which is to be laid before the Institute in general meeting together with a copy of the auditor's report shall, not less than fourteen days before the date of the meeting, be sent to all persons entitled to receive notices of general meetings of the Institute.
65. Divisional accounts shall be kept and made accessible in accordance with the provisions of Clauses 60 to 64 above.

**AUDIT**

66. An Auditor acceptable to the requirements of the Australian Securities and Investments Commission shall be elected by the members at each Annual General Meeting (National and Divisional) and his or her duties regulated in accordance with the Law.

**NOTICES**

67. Any notice required by law or by or under this Constitution to be given to any member shall be given by sending it by post to him at his registered address, or (if he has no registered address within the State) to the address, if any, within the State supplied by the member to the Institute for the giving of notices to the member by post. 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 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.

Notices may also be forwarded by email where such email address has been supplied by the members.

- (1) Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- (a) every member who has provided an address within Australia to which such notices can be directed.
  - (b) the auditor for the time being of the Institute.
- (2) No other person shall be entitled to receive notices of general meetings.

**PRIVILEGED COMMUNICATIONS**

68. 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 forfeiture of membership, or to other proceedings under Clause 20 shall be privileged and confidential.

**INDEMNITY OF OFFICERS**

69. (1) Every person who is or has been a director, secretary or executive officer of the MSIA is entitled to be indemnified, to the maximum extent permitted by law, out of the property of the MSIA against any liabilities for costs and expenses incurred by that person:
- (a) in defending any proceedings relating to that person's position with the MSIA, whether civil or criminal, in which judgement is given in that person's favour or in which that person is acquitted or which are withdrawn before judgement; or
  - (b) in connection with any administrative proceedings relating to that person's position with the MSIA, except proceedings which give rise to civil or criminal proceedings against that person in which judgement is not given in that person's favour or in which that person is not acquitted or which arise out of conduct involving a lack of good faith; or
  - (c) in connection with any application in relation to proceedings relating to that person's position in the MSIA, whether civil or criminal, in which relief is granted to that person under the Corporations Law by the court.

- (2) Every person who is or has been a director, secretary or principal executive officer of the MSIA is entitled to be indemnified, to the maximum extent permitted by law, out of the property of the MSIA against any liability to another person (other than the MSIA) as such an officer unless the liability arises out of conduct involving a lack of good faith.

The MSIA may pay a premium for a contract insuring a person who is or has been a director, secretary or principal executive officer of the MSIA against:

- (a) any liability incurred by that person as such an officer which does not arise out of conduct involving a wilful breach of duty in relation to the MSIA or a contravention of sections 232(5) or (6) of the Corporations Law; and
- (b) any liability for costs and expenses incurred by that person in defending proceedings relating to that person's position with the MSIA, whether civil or criminal, and whatever their outcome.

**OPERATIONAL PROCEDURES**

70. National Council may make operational procedures from time to time and amend and vary such operational procedures to regulate the affairs of the Institute provided they are not inconsistent with any of these articles. These operational procedures will be recorded in the Institute's Manual of Procedures as the operational document of the Institute.