

CONSTITUTION OF THE
PROFESSIONAL SURVEYORS' OCCUPATIONAL ASSOCIATION NSW
INC.

1. **Name**

The name of the association shall be **The Professional Surveyors' Occupational Association NSW Inc.** (referred to in these rules as "the Association").

2. **Objects**

The objects of the Association shall be

- a) To raise standards in the profession of Surveying for the benefit of the public in general
- b) To educate members in best practice in the conduct of Surveying Practices
- c) To educate employees of Surveying Practices in best practice in relation to the profession of Surveying
- d) To establish a scheme for the capping of members liability under the NSW legislation "Professional Standards Act 1994" and any other Legislation as may be recognised by the Board from time to time.
- e) To administer and manage any such scheme and to implement and encourage risk management and monitoring of claims notifications.

3. **Membership**

- a) A person who is a sole practitioner owning a surveying practice shall be eligible to be a member of the Association on the production of evidence to the satisfaction of the Board that:
 - i) he/she is the holder of an approved Bachelor Degree Award, or equivalent, in a discipline of surveying or, is registered/licensed as a surveyor by a state board or, holds a qualification that would entitle such registration/licence, and
 - ii) he/she is covered by professional indemnity insurance to the limit as required in the appropriate class as defined in the Scheme, and
 - iii) he/she has business assets the net market value of which is sufficient to meet the full costs of the amount of deductible (insurance excess) applicable under the said insurance policy, and
 - iv) the surveying practice has gross revenue of at least 900 units and
 - v) he/she only conducts a practice in the areas of work for which a registered surveyor is professionally trained or in which a registered surveyor usually practises.
- b) A person who is a member of a partnership which owns a surveying practice shall be eligible to be a member of the Association on the production of evidence to the satisfaction of the Board that:

- i) he/she is the holder of an approved Bachelor Degree Award, or equivalent, in a discipline of surveying or, is registered/licensed as a surveyor by a state board or, holds a qualification that would entitle such registration/licence, and
 - ii) the members of the partnership are covered by professional indemnity insurance to the limit as required in the appropriate class as defined in the Scheme, and
 - iii) the members of the partnership have business assets the net market value of which is sufficient to meet the full costs of the amount of deductible (insurance excess) applicable under the said insurance policy, and
 - iv) the surveying practice has gross revenue of at least 900 units and
 - v) the members of the partnership only conduct a practice in the areas of work for which a registered surveyor is professionally trained or in which a registered surveyor usually practises, and
 - vi) all eligible surveyor members of the partnership are members of the Association.

- c) A corporation shall be eligible to be a member of the Association on the production of evidence to the satisfaction of the Board that:
 - i) the corporation is covered by professional indemnity insurance to the limit as required in the appropriate class as defined in the Scheme, and
 - ii) the corporation has business assets in the net market value of which is sufficient to meet the full costs of the amount of deductible (insurance excess) applicable under the insurance policy, and
 - iii) an officer of the corporation is the holder of an approved Bachelor Degree Award, or equivalent, in a discipline of surveying or a TAFE qualification in the discipline of surveying or, is registered/licensed as a surveyor by a state board or, holds a qualification that would entitle such registration/licence and
 - iv) The surveying practice has gross revenues of at least 900 units and
 - v) the corporation only conducts a practice in the areas of work for which a registered surveyor is professionally trained or in which a registered surveyor usually practises.

- d) Persons and corporations seeking to become members of the Association shall apply to the Board for membership in the approved manner.

- e) The Board shall determine whether or not to accept an application for membership. The Board is not required to supply reasons for accepting or rejecting an application for membership.

- f) Members shall pay such fees as are determined by the Association at a general meeting.

- g) A register of members shall be kept by the Association showing the name, address and date of commencement of membership for each member. Provision

for noting the date of cessation of membership shall also be contained in the register.

- h) Membership of the Association shall cease upon receipt by the Association of a written application from the member. Also a member will be excluded from the Association upon failure to remit payment for fees as required by the Association and on written notice from the Board.
- i) Membership fees shall fall due on the first day of each financial year of the Association. The financial year of the Association shall run from July 1 to June 30.
- j) Members shall comply with any insurance requirements and adhere to the risk management strategies as required by the Association from time to time including the requirement that all professional staff agree to abide by the Code of Ethics.
- k) Members of the Association must disclose their membership of the Association in an approved manner on letterheads, reports and plans. This disclosure must stop when a membership of the Association ceases.

4. **Members' Liability**

The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of any unpaid membership fees.

5. **Complaints Against Members**

- a) Any complaints against members must be in writing and will be received by the Board.
 - i) The Board will maintain a register of all such complaints.
 - ii) The Board will consider and deal with all such complaints in the manner detailed in the Disciplinary Regulations as are in force from time to time.
- b) Following determination of any complaint a member may be expelled from membership of the Association (or otherwise disciplined) by the Board, if in the opinion of the Board, after affording the member either in person or through an agent an opportunity of offering an explanation of the member's conduct, the conduct is regarded as being detrimental to the interests of the Association.
- c) A member who wishes to appeal against a decision expelling or otherwise disciplining them may do so in accordance with the Disciplinary Regulations in force at the time of the complaint.

6. **Disputes between Members**

- a) Any dispute between members or between members and the Association will be referred to nominated representatives of those in dispute. The nominated representatives must not directly be involved in the dispute and shall attempt to settle the dispute by negotiation.

- b) Should the members with the assistance of the nominated representatives fail to settle the dispute within 14 days (or such other period as they may agree upon) the dispute shall be referred to a person mutually agreed upon for mediation.
- c) If the dispute is not resolved by the above procedures it shall be referred to a Community Justice Centre for mediation in accordance with the Community Justice Centres Act 1983.

7. Management by the Board

a) The Association shall have its affairs controlled and managed by the office bearers and other members comprising the Board. The Board shall consist of 7 persons (2 nominated and 3 elected and 2 appointed by the Board) as follows:

i) Nominated Persons:

One ACS NSW Member – nominated by the board of ACS NSW
One IS NSW Member – nominated by the board of IS NSW

- ii) Appointed Persons: 2 persons to be appointed by the Board;
- iii) Elected Persons: Three persons elected annually at each annual general meeting, being either members or officers of corporation members;
- (iv) Not more than one person from each surveying practice may serve as a Board member at any given time

- b) The office bearers shall be a chairperson, vice chairperson and treasurer. The chairperson, vice chairperson and treasurer will be elected from and by the Board members.
- c) Any casual vacancy occurring on the Board may be filled by a person appointed by the Board.
- d) Each member of the Board shall hold office from the date of their election or appointment until the next annual general meeting.
- e) Retiring Board members are eligible for re-election or re-appointment.
- f) The Board shall meet as often as necessary to conduct the business of the Association and not less than six times in a financial year.
- g) The quorum for meetings of the Board shall be 4 Board members.
- h) Notice of Board meetings shall be given at the previous Board meeting or by such other means as the Board may decide upon.
- i) A member of the Board shall cease to hold office upon resignation in writing, or if an elected Board member by removal as a member of the Association either of the person or the corporation of which s/he is an officer or by absence from three successive Board meetings without approval by the Board.

- j) The Board may function validly provided its number is not reduced below the quorum. Should Board numbers fall below the quorum the remaining Board members may act only to appoint new Board members.
- k) Questions arising at any meeting of the Board shall be decided by the majority of votes of those present. In the case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.
- l) If within half-an-hour of the time appointed for a Board meeting a quorum is not present the meeting shall be dissolved.
- m) Additional meetings of the Board may be convened by the Chairperson or any two members of the Board.

8. General Meetings

- a) An annual general meeting of the Association shall be held each year within six months from the end of the financial year of the Association.
- b) The Board may, whenever it thinks fit, convene a general meeting of the Association. A general meeting must be convened by the Board within three months of receiving a written request to do so from at least five per cent of the membership of the Association.
- c) At least 14 days' notice of all general meetings and notices of motion shall be given to members. In the case of general meetings where a special resolution is to be proposed, notice of the resolution shall be given to members at least 21 days before the meeting.
- d) In the case of the annual general meeting the following business shall be transacted:
 - i) confirmation of the minutes of the last annual general meeting and any recent special general meeting;
 - ii) receipt of the Board's report upon the activities of the Association in the last financial year;
 - iii) election of members of the Board;
 - iv) receipt and consideration of a statement from the Board which gives a true and fair view for the last financial year of the Association's:
 - income and expenditure;
 - assets and liabilities;
 - mortgages, charges and other securities; and
 - trust properties
- e) The quorum for a general meeting shall be five members present in person or through an agent or by telephone link. If within half-an-hour of the time appointed for a general meeting a quorum is not present the meeting shall be dissolved.
- f) Voting at general meetings shall be by a show of hands unless a secret ballot is demanded. Each member shall have one vote and corporation members shall vote through an agent authorised in writing prior to the meeting. Decisions shall be made by a simple majority vote by financial members except for those matters

which must be decided by special resolution where a three-quarter majority is required.

- g) All votes shall be given personally or by proxy in a manner determined as per a form to be approved by the Board.
- h) In the case of an equality of votes the person appointed to chair the general meeting shall have a second or casting vote.
- i) Nominations of candidates for elected Board members may be made at the annual general meeting or in such other ways as may be determined by the Association at a general meeting.
- j) Written notice of all general meetings shall be given to members either personally or by post.
- k) Members who have items of business they wish considered at a general meeting shall give written notice of such business to the public officer. The public officer shall include that business in the next notice calling a general meeting.
- l) In all cases of dispute, doubt or difficulty respecting or arising out of matters of procedure or order the decision of the Chairperson shall be final and conclusive.

9. **Office Bearers**

- a) The Chairperson or, in the Chairperson's absence, the Vice Chairperson shall chair each general meeting and Board meeting of the Association.
- b) If the Chairperson and Vice Chairperson are absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to chair the meeting.
- c) The Public Officer shall ensure that records of the business of the Association including the rules, register of members, minutes of all general and Board meetings and a file of correspondence are kept. These records shall be available for inspection by any member.
- d) The Treasurer shall ensure that all money received by the Association is paid into an account in the Association's name. Payments shall be made through a petty cash system or by cheque signed by two signatories authorised by the Board. Major or unusual expenditures shall be authorised in advance by the Board or a general meeting.
- e) The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Association. These records shall be available for inspection by any member.

10. **Special Resolutions**

- a) A special resolution must be passed by a general meeting of the Association to effect the following changes:
 - i) a change in the constitution.
 - ii) to apply for registration as a company or a co-operative.
- b) A special resolution shall be passed in the following manner:

- i) a notice must be sent to all members advising that a general meeting is to be held to consider a special resolution;
 - ii) the notice must give details of the proposed special resolution and give at least 21 days notice of the meeting;
 - iii) a quorum must be present at the meeting; and
 - iv) at least three quarters of those present must vote in favour of the resolution.
- c) In situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Department of Fair Trading or its successor for permission to pass the resolution in some other way and the resolution may be passed in the manner nominated by the Department.

11. Public Officer

- a) The Board will appoint a Public Officer.
- b) The Board may at any time remove the public officer and appoint a new Public Officer provided the person appointed is 18 years-of-age or older and a resident of New South Wales.
- c) The Public Officer shall be deemed to have vacated their position in the following circumstances:
 - i) death;
 - ii) resignation;
 - iii) removal by the Board or at a general meeting;
 - iv) bankruptcy or financial insolvency;
 - v) mental illness or incapacity or;
 - vi) residency outside New South Wales.
- d) When a vacancy occurs in the position of Public Officer the Board shall within 14 days notify the Department of Fair Trading by the prescribed form and appoint a new Public Officer.
- e) The Public Officer is required to notify the Department of Fair Trading by the prescribed form in the following circumstances:
 - i) appointment (within 14 days);
 - ii) a change of residential address; (within 14 days);
 - iii) a change in the Association's objects or rules (within one month);
 - iv) of the Association's financial affairs (within one month after the annual general meeting)
 - v) a change in the Association's name (within one month)
- f) The Public Officer may be an office bearer, Board member or any other person regarded as suitable for the position by the Board.
- g) The Public Officer shall ensure a register of members of the Board is kept which must:
 - i) contain the name and residential address of each Board member and the date on which they became a member of the Board;
 - ii) be updated within one month of any change taking place; and

- iii) be made available for inspection by any person, at all reasonable hours and free of charge.

13. **Miscellaneous**

- a) The Association shall effect and maintain insurance as is required under the **Associations Incorporation Act 1984** together with any other insurance which may be required by law or regarded as necessary by the Association.
- b) The funds of the Association shall be derived from the fees of members donations, grants, assessment fees and such other sources approved by the Association.
- c) In the event that the Association should be wound up or have its incorporation cancelled any surplus property shall be distributed in accordance with the provisions of the **Associations Incorporation Act 1984**.
- e) Service of documents on the Association is effected by serving them on the Association at the registered address of the Association.
- f) Notices sent by post shall be deemed to have been received two days after the date of posting.
- g) The income and property of the Association shall be used only for promotion of the objects of the Association and shall not be paid or transferred to members by way of dividend, bonus or profit.
- h) The Board may purchase, sell, improve, lease, mortgage, dispose of, or otherwise deal with, all or any part of the property of the Association.

13. **Indemnity of Officers**

- a) Every member of the Board, and other officers for the time being of the Association shall be indemnified out of the assets of the Association, against any liability arising out of the execution of the duties of his/her office which is incurred in defending any proceedings whether civil or criminal, in which judgement is given in his/her favour or in which s/he is acquitted or in connection with any application under the Act in which relief is granted to him/her by the court in respect of any negligence default breach of duty or beach of trust.

14. **Definitions**

- a) **IS NSW** means the Institution of Surveyors NSW Incorporated.
ACN: 000 001 329
- b) **ACS NSW** means the Association of Consulting Surveyors New South Wales Incorporated. Reg: Y 0289-15
- c) **The Board** means the Board of Directors of the Professional Surveyors Occupational Association NSW Inc.
- e) **Financial Member** means a member who is not in arrears.
- f) **CPD** means Continuing Professional Development.

- g) Post** means by mail, document exchange or e-mail.
- h) One unit** is equivalent to \$100 at 17 October 2006 to change on 1 July 2007 and concurrent years by the Consumer Price Index for Sydney for that year.