

**COMMUNITY TITLES INSTITUTE OF
SOUTH AUSTRALIA INCORPORATED**

CONSTITUTION

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CONTENTS

1. NAME	PAGE 2
2. OBJECTS	PAGE 2
3. DEFINITIONS	PAGE 3
4. POWERS OF THE INSTITUTE	PAGE 3
5. MEMBERSHIP	PAGE 4
6. CLASSES OF MEMBERSHIP	PAGE 4
7. POST NOMINALS	PAGE 6
8. CERTIFICATE OF MEMBERSHIP	PAGE 6
9. VOTING RIGHTS	PAGE 6
10. APPLICATION FOR MEMBERSHIP	PAGE 6
11. ENTRANCE FEES AND SUBSCRIPTIONS	PAGE 7
12. MEMBERSHIP RENEWAL	PAGE 7
13. CESSATION OF MEMBERSHIP	PAGE 7
14. SUSPENSION AND EXPULSION OF MEMBERSHIP	PAGE 8
15. REGISTER OF MEMBERS	PAGE 8
16. GENERAL MEETINGS	PAGE 9
17. PROCEEDINGS AT GENERAL MEETINGS	PAGE 9
18. VOTING AT GENERAL MEETINGS	PAGE 10
19. POLL AT GENERAL MEETINGS	PAGE 10
20. MANNER OF DETERMINING IF RESOLUTION CARRIED	PAGE 11
21. PROXIES	PAGE 11
22. THE COUNCIL (INCLUDING OFFICE BEARERS)	PAGE 11
23. OFFICE-BEARERS	PAGE 12
24. ORDINARY MEMBERS OF THE COUNCIL	PAGE 13
25. ELECTION OF THE COUNCIL	PAGE 13
26. VACANCIES	PAGE 14
27. MINUTES OF MEETINGS	PAGE 14
28. FUNDS	PAGE 14
29. SEAL	PAGE 15
30. ACCOUNTS	PAGE 15
31. AUDIT	PAGE 15
32. WINDING-UP	PAGE 16
33. INDEMNITY	PAGE 16
34. CHANGES TO THE CONSTITUTION	PAGE 16

**COMMUNITY TITLES INSTITUTE OF
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CONSTITUTION

1. NAME

The name of the Institute is “COMMUNITY TITLES INSTITUTE OF SOUTH AUSTRALIA INCORPORATED” (hereinafter called “**the Institute**”).

2. OBJECTS

The objects of the Institute are:

- 2.1 To provide representation at a State level for all persons and bodies having an interest in the management of bodies corporate, constituted under Strata Title or Community Title Legislation or their equivalent (“**Bodies Corporate**”);
- 2.2 To provide an avenue for representation at a State and National level for members;
- 2.3 To assist in establishing standards (including standards of conduct) to apply to members of the Institute who are actively engaged in the management of bodies corporate;
- 2.4 To promote the highest standards of professionalism in strata and community title management;
- 2.5 To contribute to community education of matters involving the management of strata and community corporations;
- 2.6 To act as a political lobby group in all matters pertaining to strata and community title living and management;
- 2.7 To promote social inter-action amongst members;
- 2.8 To promote better relations between all participants in the industry;
- 2.9 To do all such other things ancillary or consequential to any of the specific purposes for which the Institute was established;
- 2.10 To conduct education and public seminars for both Institute members and the public on topics related to or relevant to Bodies Corporate or the industry in which they operate; and
- 2.11 To present the view of the members on matters of mutual and joint interest to all authorities which may be concerned in Bodies Corporate.

3. DEFINITIONS

3.1 In this Constitution:

- (a) “**Act**” means the Associations Incorporation Act 1985 (SA), as amended;
- (b) “**Bodies Corporate**” has the meaning given in **clause 2** and “**Body Corporate**” has a similar meaning;
- (c) “**Body Corporate Manager**” means a person engaged in Body Corporate Management;
- (d) “**Body Corporate Management**” means the provision of external management services to Bodies Corporate;
- (e) “**Council**” means the governing council of the Institute;
- (f) “**Financial Year**” means the period ending on the next 30 June following incorporation, and thereafter a period of twelve (12) months commencing on 1 July and ending on 30 June of each year;
- (g) “**General Meeting**” means a general meeting of members convened in accordance with **clause 16** of this Constitution;
- (h) “**Seal**” means the common seal of the Institute;
- (i) “**Secretary**” means any person appointed to perform the duties of a secretary of the Institute;
- (j) “**Special Resolution**” is a resolution passed at a general meeting of the Institute by a vote of three quarters of members represented at the meeting provided a quorum is achieved and at least twenty one (21) days written notice of the motion has been provided;
- (k) “**State**” means the State of South Australia.

4. POWERS OF THE INSTITUTE

4.1 The Institute shall have all the powers conferred on it by section 25 of the Act.

5. MEMBERSHIP

- 5.1 All members shall comply with any code of professional conduct adopted by the Institute and any other guideline or standard formally approved and adopted by the Institute.
- 5.2 No person or group entity shall remain a member of the Institute if that person or any member of that group entity has been convicted of an indictable offence or has been declared bankrupt. A person or group entity shall, subject to the provisions of this Constitution, be eligible for consideration for membership.
- 5.3 Corporate membership shall include any required compliance of audit or professional indemnity insurance certification as prescribed by the council from time to time as per **clause 6.2**.

6. CLASSES OF MEMBERSHIP

Membership of the Institute shall be divided into the following classes:

- (a) Fellow Members;
 - (b) Corporate Members;
 - (c) Practising Members;
 - (d) Student Members;
 - (e) Associate Members;
 - (f) Body Corporate Members; and
 - (g) Corporate Service Provider.
- 6.1 A **Fellow Member** is a person that fulfils the requirements of a Practising Member and has been a member of the Institute for a continuous period of ten years and is recommended for such class of membership by the Council in view of their meritorious service to the institute.
 - 6.2 A **Corporate Membership** is available to any firm practising in the business of Body Corporate Management accepted by the Council upon such conditions and fees as may from time to time be set pursuant to **clause 11** of this Constitution.

A Corporate Member must provide evidence of current audit of trust accounts held on behalf of bodies corporate and professional indemnity insurance cover in relation to the conduct of its business of Body Corporate Management to the level of cover determined by the Council from time to time as a condition of making an application for membership or to renew annual membership.

Where a firm is granted membership as a Corporate Member, the principal of that firm, or one of its nominated directors, will be given one vote, without further payment of membership fees. A Corporate Membership will require payment of membership fees for all current practicing managers in the employ of the Corporate Member. A Corporate Member will be required to supply to the Secretary at the end of each financial year a registry for the calculation of membership fees.

- 6.3 A **Practising Member** is a person who is a member of a company or organisation that is a current Corporate Member and has:
- (a) passed the course of instruction and examination in Body Corporate Management as prescribed by the Council; or
 - (b) achieved practical experience in Body Corporate Management acceptable to the Council or has attained such other academic qualifications and achieved such practicable experience in Body Corporate Management considered appropriate by the Council.

The Institute may enter into an understanding with the National Community Titles Institute or any other body recognised by the National Training Board as having the authority to determine qualifications, accreditation and competency standards for the Body Corporate Management industry and, in such event, the qualifications for membership as a Practising Member may be those academic, professional or experiential standards established by such national organisation.

- 6.4 A **Student Member** is a person who is a member of a company or organisation that is a current Corporate Member and in the opinion of the Council is actively involved in Body Corporate Management, and engaged in full or part-time tertiary study of a discipline associated with Body Corporate Management.

Student members who consider they have met the conditions as set out in **clause 6.3** may make application to the Council to become a Practising Member in such form as the Council may require.

- 6.5 An **Associate Member** is a person who has been admitted to a professional association or has some other standing in the community, which the Council believes, makes that person suitable to hold this category of membership.
- 6.6 A “**Body Corporate Member**” is a person who as a duly elected office bearer of a Body Corporate under the Strata Titles or Community Titles Acts, may be permitted as a non-voting member of the Institute.
- 6.7 A **Corporate Service Provider** is a person who is engaged in the provision of ancillary services to Body Corporate Management, and who, in the opinion of the Council, should be permitted to be a member of the Institute.

7. POST NOMINALS

- 7.1 Practising Members and Fellows may use the post nominals M.C.T.I. (SA) or alternatively any post nominals, approved as a consequence of their membership of the National Community Titles Institute.
- 7.2 Subject to clause 7.3, Corporate Members, Student Members, Associate Members, Body Corporate Members and Corporate Service Providers may not use post nominals identifying them as Institute members.
- 7.3 Corporate Members and Corporate Service Providers may use M.C.T.I. (SA) in promotional materials.

8. CERTIFICATE OF MEMBERSHIP

- 8.1 The Council may issue a "Certificate of Membership" to all members indicating their class of membership.
- 8.2 The Certificate of Membership shall remain the property of the Institute and shall be returned to the Secretary on demand or upon cessation of membership.

9. VOTING RIGHTS

- 9.1 A Fellow Member, Corporate Member, Practising Member and Corporate Service Provider shall each have one vote at a meeting of the Institute.
- 9.2 A Student Member, Associate Member and a Body Corporate Member shall not have the right to vote at any meeting of the Institute.

10. APPLICATION FOR MEMBERSHIP

- 10.1 Every application for membership shall be made in writing signed by the applicant and shall be in such a form as the Council from time to time shall prescribe.
- 10.2 At the next meeting of the Council after the receipt of any application for membership, such application shall be considered by the Council who, at its absolute discretion, shall thereupon determine upon the admission or rejection of the applicant.

11. ENTRANCE FEES AND SUBSCRIPTIONS

- 11.1 Where an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of acceptance and a request for payment of an entrance fee and first annual subscription.
- 11.2 Upon payment of the entrance fee and first annual subscription the applicant shall become a member of the Institute provided nevertheless that if such payment not be made within two (2) calendar months after the date of the notice, the Council may in its discretion cancel its acceptance of the applicant for membership of the Institute.
- 11.3 The entrance fee and annual subscription payable by members of the Institute shall be determined by the Council of the Institute and payable in instalments as determined from time to time.

12. MEMBERSHIP RENEWAL

- 12.1 The Council shall reserve the right to request renewal of membership by annual application, conditional on the member satisfying the Council that the conditions of membership contained in this Constitution have continued to be met.
- 12.2 The application for renewal of annual membership shall be in such a form as is prescribed by the Council from time to time and may include any required compliance of audit or professional indemnity insurance certification.

13. CESSATION OF MEMBERSHIP

- 13.1 If the subscription of a member (or any instalment payable thereof) shall remain unpaid for a period of two (2) calendar months after it becomes due, then the member may after notice of the default having been sent to him by the Secretary or Treasurer, be debarred by resolution of the Council from all privileges of membership. In addition their name may be removed by the Council from the Register of Members provided that the Council may reinstate the member and restore their name to the Register on payment of all arrears if the Council thinks fit to do so.
- 13.2 At any time a member may by give notice in writing to the Secretary to resign their membership of the Institute but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of resignation and for all other moneys due to the Institute.

14. SUSPENSION AND EXPULSION FROM MEMBERSHIP

- 14.1 If any member wilfully refuses or neglects to comply with the provisions of this Constitution or is guilty of any conduct which in the opinion of the Council is unbecoming of a member, or prejudicial to the interests of the Institute, the Council shall have power by resolution to suspend or expel the member from the Institute.
- 14.2 In considering disciplinary action the following procedures will be undertaken:
- 14.2.1 The Council shall meet within twenty eight (28) days of receiving a request for disciplinary action.
- 14.2.2 A suspended or expelled member may notify the Council of a decision to appeal against a suspension or expulsion, in writing within (14) days of the suspension or expulsion.
- 14.2.3 The Council shall convene an Extraordinary General Meeting of the Institute's members at which the only business to be conducted shall be the appeal against the suspension or expulsion. The suspended member shall be invited to be present at the specially convened meeting. A vote to suspend or expel the member must be carried in accordance with a Special Resolution with voting being conducted by ballot.
- 14.2.4 However, in the event that the suspended or expelled member declines the invitation to attend the Extraordinary General Meeting, a decision on the suspension or expulsion (or reinstatement) shall be made and be final.

15 REGISTER OF MEMBERS

- 15.1 A register of members must be kept by the Institute and shall contain:
- 15.1.1 the name and address and contact details of each member;
- 15.1.2 the date on which each member was admitted to the Institute;
- 15.1.3 the amount of subscription fees (if any) due and payable by each member to the Institute;
- 15.1.4 if applicable, the date of and reason(s) for any fine, suspension or termination of the member; and
- 15.1.5 any other information determined by the Council.

16 GENERAL MEETINGS

- 16.1 The first annual general meeting of the Institute shall be held at such time not being more than eighteen (18) months after the incorporation of the Institute and at such place as Council may determine.
- 16.2 Subject to clause 16.1, an annual general meeting of the Institute shall be held in each calendar year, within five (5) months of the end of the Financial Year. All general meetings, other than the annual general meetings, shall be called extraordinary general meetings.
- 16.3 Any three members of the Council may whenever they think fit convene an extraordinary general meeting of the Institute and such extraordinary general meeting shall be convened on such requisition.
- 16.4 Upon request in writing of not less than ten per cent (10%) of the total number of members of the Institute, the Council shall within one month of the receipt of the request, convene an extraordinary general meeting for the purpose specified in the request.
- 16.5 Fourteen (14) days notice of any general meeting of members specifying the place, the day and the time of any general meeting and in case of special business the general nature of that business shall be given to such persons entitled to receive such notices from the Institute. Notice of a meeting at which a Special Resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- 16.6 For the purpose of the previous clause, all business that is transacted at an extraordinary general meeting shall be special. In addition, all business that is transacted at an annual general meeting shall be special with the exception of the consideration of the accounts, balance sheets and the report of the Council and auditors, the election of officers and other members of the Council in the place of those retiring and the appointment of the auditors.
- 16.7 Notice of general meeting may be sent by prepaid post to the address appearing in the register of members or, if the member requests, by facsimile transmission or electronic transmission.

17 PROCEEDINGS AT GENERAL MEETINGS

- 17.1 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting is due to commence. Not less than half the voting members of the Institute, present in person or by proxy, shall be a quorum. For the purpose of this clause “member” includes a person attending as a proxy.
- 17.2 If a quorum is not present within half an hour of the appointed time, the meeting convened, upon the request of voting members shall be dissolved. In any other case

it shall stand adjourned up to thirty (30) days and be set at a place and time as the Council may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the voting members present shall be a quorum.

- 17.3 The president of the Institute shall preside as Chairperson at every general meeting. If there is no president or if the president is not present within fifteen (15) minutes after the time appointed for the holding of the meeting, or is unwilling to act the vice-president shall be the Chairperson. If the vice-president is not present or is unwilling to act then the voting members of the Council present shall elect one member of the Council to be Chairperson of the meeting.
- 17.4 The Chairperson may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place. No business may be conducted at any adjourned meeting other than the unfinished business from the meeting that was adjourned.

18 VOTING AT GENERAL MEETINGS

- 18.1 Upon any item of business arising at a general meeting of the Institute, each voting member as per **clause 9** has one vote. No other member has any entitlement to vote upon any item of business arising at a general meeting of the Institute.
- 18.2 Subject to the other provisions of this Constitution, a question for decision at a general meeting, other than a Special Resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy as per **clause 21**. In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 18.3 Unless a poll is demanded as per clause 19.1 or otherwise directed by the Chairperson, a question for decision at a general meeting must be determined by a show of hands.
- 18.4 A voting member as per **clause 9** is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Institute have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

19 POLL AT GENERAL MEETINGS

- 19.1 If at a meeting a poll on any question is demanded by 50% or more of the voting members present at such meeting, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

19.2 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

20 MANNER OF DETERMINING WHETHER RESOLUTION CARRIED

20.1 If a resolution arising at a general meeting is determined on a show of hands – a declaration by the Chairperson that a resolution has been-

20.1.1 carried; or

20.1.2 carried unanimously; or

20.1.3 carried by a particular majority; or

20.1.4 lost; and

an entry to that effect in the minutes of the Institute is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

21 PROXIES

21.1 Each voting member as per **clause 9** is entitled to appoint another member of the Institute to be their proxy, to attend and vote at any general meeting of the Institute, by written notice given to the Secretary no later than twenty four (24) hours before the time of the meeting in respect of which the proxy is appointed.

22 THE COUNCIL (INCLUDING OFFICE BEARERS)

22.1 The office-bearers of the Institute shall consist of a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be voting members of the Institute.

22.2 The Treasurer shall be the public officer of the Institute for the purposes of the Act and for taxation purposes. The Council must notify the relevant government department of the particulars of any change in the identity or address of the public officer of the Institute in accordance with the Act.

22.3 The Council shall consist of the office-bearers and up to six (6) other voting members of the Institute all of whom shall be elected as herein provided.

22.4 Council membership shall be restricted to no more than two representatives only from any one firm or company including any associated firm or company.

- 22.5 For the purpose of clause 22.4 “associated firm or company” is defined as any firm or company which has a financial interest in any other firm or company engaged in Body Corporate Management.
- 22.6 The members of the first Council of the Institute shall be appointed from the promoters of the Institute or be comprised of such persons as hold office prior to incorporation and shall hold office until the first annual general meeting. At the first annual general meeting of the Institute and at the annual general meeting of the Institute in each year thereafter, the office-bearers and other members of the Council shall be elected from among the voting members. Subject to clause 23.1, such office-bearers and other members of the Council shall hold office until the next annual general meeting when they shall retire but shall be eligible for re-election.
- 22.7 The affairs of the Institute shall be managed and controlled by the Council which, in addition to any powers and authorities conferred by this Constitution, may exercise all such powers and do all such things as are within the objects of the Institute, and are not by the Act or this Constitution required to be done by the Institute in general meeting.
- 22.8 The Council has the control of the funds and other property of the Institute.
- 22.9 The Council shall have the authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the Institute on which this Constitution is silent.
- 22.10 The Council shall meet together for the dispatch of business at least bi-monthly.
- 22.11 Questions arising at any meeting of the Council shall be decided by a majority of votes, and in the event of equality of votes the President shall have a casting vote in addition to a deliberative vote.
- 22.12 A quorum for a meeting of the Council shall be one half of the members of the Council.

23 OFFICE-BEARERS

- 23.1 President shall be elected by voting members of the Institute at an annual general meeting for a term of four (4) years until the annual general meeting in the fourth calendar year after his or her election and may be nominated for a further four (4) years subject to re-election at the annual general meeting. No person shall hold the office of President for more than two successive four (4) year terms.
- 23.2 The President shall automatically be appointed to the role of delegate at the National Community Titles Institute for their term of office and should they be

unable to assume that role, then a vote will be taken at a meeting of the Council to elect another delegate from the Council members.

- 23.3 Each office-bearer of the Institute, with the exception of the President, shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- 23.4 In the event of a casual vacancy in any office-bearing position, the Council may appoint one of the ordinary members of the Council to the vacant office. The person appointed may hold office until the annual general meeting next after the date of the appointment.

24 ORDINARY MEMBERS OF THE COUNCIL

- 24.1 Subject to this Constitution, each ordinary member of the Council shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- 24.2 In the event of a casual vacancy occurring in the position of an ordinary member of the Council, the Council may appoint an individual voting member of the Institute to fill the vacancy. The appointed individual shall, subject to this Constitution, hold office until the annual general meeting next after the date of appointment.

25 ELECTION OF THE COUNCIL

- 25.1 A retiring office-bearer or ordinary member of Council shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election at an annual general meeting unless a written nomination in accordance with clause 25.2 has been delivered to the Secretary at least 28 days before the meeting.
- 25.2 Nominations of candidates for election as office-bearers or ordinary members of Council must be:
 - 25.2.1 made in writing and
 - 25.2.2 accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - 25.2.3 signed by a voting member (as proposer).
- 25.3 A candidate may only be nominated for one position, either as a particular office bearer or ordinary member of Council.

- 25.4 Notice of all nominated candidates shall be included with the notice of general meeting sent to all persons entitled to such notice.
- 25.5 Balloting lists shall be prepared (if necessary) containing the names of the candidates only, in alphabetical order and each voting member present at the annual general meeting shall be entitled to vote, for any number of such candidates not exceeding the number of vacancies.
- 25.6 Where an election is required, the successful nominee will be determined by the preferential method of voting to ensure the election of the candidate obtaining majority support.
- 25.7 Subject to this Constitution, the ballot for elections must be conducted at an annual general meeting in such manner as the Council may direct.

26 VACANCIES

- 26.1 The position of a Council member becomes vacant if the Council member:
 - 26.1.1 ceases to be a voting member of the Institute as per clause 9; or
 - 26.1.2 becomes an insolvent under administration within the meaning of the Corporations Act 2001; or
 - 26.1.3 resigns by notice in writing given to the Secretary.

27 MINUTES OF MEETINGS

- 27.1 The Secretary of the Institute must keep minutes of the resolutions and proceedings of each general meeting of the Institute and each Council meeting together with a record of the names of persons present at Council meetings.

28 FUNDS

- 28.1 The Treasurer of the Institute must:
 - 28.1.1 collect and receive all moneys due to the Institute and make all payments authorised by the Institute; and
 - 28.1.2 keep correct accounts and books showing the financial affairs of the Institute with full details of all receipts and expenditure connected with the activities of the Institute.

- 28.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the President or the Treasurer, or as determined by the Council.
- 28.3 The funds of the Institute shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Council determines.

29 SEAL

- 29.1 The Institute shall have a Seal and the Council shall provide for the safe custody of the Seal, which shall only be used by the authority of the Council or of a sub-committee of members of the Council authorised by the Council on their behalf. Every instrument to which the Seal is affixed shall be signed by a member of the Council and shall be counter signed by the Secretary or by a second member of the Council.

30 ACCOUNTS

- 30.1 The Treasurer shall cause proper accounting and other records to be kept and shall arrange for the accounts, together with the auditor's report on the accounts (if applicable), to be laid before members at the annual general meeting.
- 30.2 The Treasurer shall prepare or arrange for the preparation of accounts within thirty (30) days of the end of the Financial Year, and in any event within sufficient time to enable the accounts to be tabled at the annual general meeting.

31 AUDIT

- 31.1 At each annual general meeting, the members of the Institute may appoint an auditor or auditors to audit the accounts of the Institute who shall be either:
- 31.1.1 A registered company auditor;
 - 31.1.2 A firm of registered company auditors;
 - 31.1.3 A member of the Australian Society of Accountants; or
 - 31.1.4 A member of the Institute of Chartered Accountants in Australia
- 31.2 If an auditor is appointed:
- 31.2.1 the auditor shall hold office until the next annual general meeting of the Institute at which time they shall be eligible for re-appointment;
 - 31.2.2 the Council shall allow the auditor full access to the account of the Institute to enable it to perform its functions as auditor of the Institute.

32 WINDING-UP

- 32.1 The Institute may be wound up in the manner provided for in the Act.

33 INDEMNITY

- 33.1 Each member of the Council shall be insured by the Institute taking out and maintaining Directors and Office-Bearers Liability insurance (including legal defence costs) against any liability arising out of the execution of the duties of their office.
- 33.2 The Institute will indemnify each member of the Council to the fullest extent permitted by the Act.

34 CHANGES TO THE CONSTITUTION

- 34.1 This Constitution may be amended by a Special Resolution of members of the Institute .
- 34.2 Any amendments to the Constitution of the Institute shall be registered with the relevant government body as required by the Act.
- 34.3 The registered Constitution shall bind the Institute and every member to the same extent as if they have respectively signed and sealed it, and agreed to be bound by all of the provisions thereof.