

THE
INSTITUTE *of*
ARBITRATORS & MEDIATORS



AUSTRALIA

Australia's leading ADR organisation since 1975



IAMA

constitution

April 2011

The Constitution of the Institute of Arbitrators & Mediators Australia

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Memorandum of Association

- 1** The name of the Company is *The Institute of Arbitrators & Mediators Australia* (hereinafter referred to as 'The Company')
- 2** The registered office of the Company will be situated at Canberra in the Australian Capital Territory or at such other place in the Commonwealth of Australia as the Company shall from time to time determine.
- 3** The objects for which the Company is established are:
 - (a) To promote, encourage and facilitate the practice of dispute settlement by arbitration; mediation and other forms of non-curial dispute resolution processes.
 - (b) To serve the community, commerce and industry by facilitating efficient dispute resolution.
 - (c) To afford means of communicating between professional arbitrators and mediators on matters affecting their various interests.
 - (d) To support and protect the character, status and interests of arbitrators and mediators generally.
 - (e) To promote study of the law and practice relating to arbitration, mediation and non-curial dispute resolution.
 - (f) To diffuse among members, information affecting arbitration and mediation.
 - (g) To form a library for the use of members and to provide suitable hearing rooms for the holding of arbitrations, mediations, other forms of non-curial dispute resolution, lectures and meetings.
 - (h) To provide means for training and testing the qualifications of candidates for admission to professional membership of the Institute by examination and for such purposes to award certificates and to institute and establish scholarships, grants, rewards and prizes.
 - (i) To establish branches in important centres of the States and Territories of the Commonwealth.
 - (j) Subject to the Corporations Act 2001 (Commonwealth), to appeal for accept and receive any property endowment legacy bequest gift or loan for any purposes within the objects of the Company and to act as trustees and managers thereof.
- 4** In furtherance of the objects of the Company, the Company is authorised and empowered to exercise all or any of the following powers:
 - (a) Subject to the Corporations Act 2001 (Commonwealth), or any statutory modification amendment or re-enactment thereof then in force, to invest the moneys and funds of the Company not immediately required in any one or more of the following investments.
 - (i) upon first mortgage of freehold property in any part of Australia.
 - (ii) in the purchase of or advances upon public municipal or Government securities of the Commonwealth of Australia or of any of the States thereof.
 - (iii) in the purchase or acquisition of equities of redemption or any other outstanding interest in respect of any property the subject of a security held by the Company under which default has been made.
 - (iv) on deposit with any bank carrying on business in Australia.
 - (v) in advance upon the security of city, municipal, shire, borough or other rates, tolls or dues which may be authorised to be raised or charged by or under the authority of any Act of the Commonwealth of Australia or any State therein.

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- (vi) in the purchase of or advances upon any bonds, debentures, mortgages or other security of any city, municipality, shire or other public body, corporation or company secured upon any undertaking or works or upon rates, tolls, dues or revenues derivable or obtainable therefrom and to vary any such investments from time to time for any other or others of the kind described and to sell any real property so purchased for money or for valuable consideration and invest the proceeds of the sale, and also to leave money for any period at current account deposit or on call with any bank.
- (b) To borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit.
- (c) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.
- (d) To sell, let, mortgage or dispose of all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.
- (e) To do all such other things as the Company may think incidental or conducive to the attainment of its objects or any of them.

5 The income and property of the Company however derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association 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 the members of the Company provided however that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or servant of the Company or to any member thereof or other person in return for any service actually rendered to the Company nor prevent the payment to members of the Company of interest or any money borrowed from such members for any purpose of the Company or reasonable and proper rent for premises leased by any member to the Company but so that no member of the Council or governing body of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Council or governing body except repayment of reasonable out-of-pocket expenses and interest on money lent or reasonable and proper rent for premises demised or let to the Company provided that the provision last aforesaid shall not apply to any payment to any railway gas electric lighting water cable or telephone company of which a member of the Council or governing body may be a member or to any other company in which such member shall hold less than one-hundredth part of the capital and such member shall not be bound to account for any shares of profits he or she may receive in respect of such payments.

6 The liability of the members is limited.

7 Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time he or she is a member or within a year afterwards for payment of debts and liabilities of the company contracted before the time at which he or she ceases to be a member and the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories among themselves such amounts as may be required not exceeding twenty five dollars (\$25.00)

8 If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof such institution or institutions to be determined by the members of the Company at or before the time of dissolution and in default thereof by a Judge of the Supreme Court of the Australian Capital Territory and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

9 True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditures take place and of the property assets and liabilities of the Company and subject to any reasonable restrictions as to the time and manner of

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inspecting the same that may be imposed in accordance with the regulations of the Company for the time being shall be open to the inspection of the members. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

10 The provisions of the Corporations Act 2001, or any statutory modification amendment or re-enactment thereof then in force, shall apply to any addition alteration or amendment to this Constitution.

11 The full names and addresses and occupations of the Subscribers to the Memorandum are:

John Lewis Doust
16 Altona Street
West Perth WA
Company Director

Emile Joseph McMahon
26 Moonbie Street
Summer Hill NSW
Company Director

Peter Joseph Bryant
20 Plummer Street
Weetangera ACT
Executive Officer

Grandison Cullis Hill
49 Hume Street
Crows Nest NSW
Architect

Robert Alec Eggleston
215 Grattan Street
Carlton VIC
Architect

Richard Butterworth
30 Howe Crescent
South Melbourne VIC
Architect

WE, the several persons whose names and addresses are subscribed hereto being subscribers to the Memorandum of Association of The Institute of Arbitrators Australia hereby agree to the foregoing Articles of Association

Names, Addresses and Descriptions to Subscribers

Witness to Signature

John Lewis Doust
22 Jutland Parade
Dalkeith WA
Company Director

Emile Joseph McMahon
26 Moonbie Street
Summer Hill NSW
Company Director

A H Gordon
Executive Director
217 Northbourne Avenue
Canberra

Peter Joseph Bryant
20 Plummer Street
Weetangera ACT
Executive Officer

Grandison Cullis Hill
49 Hume Street
Crows Nest NSW
Architect

Robert Alex Eggleston
215 Grattan Street
Carlton Victoria
Architect

D C R Bailey
RAIA
2A Mugga Way
Red Hill ACT

Richard Butterworth
30 Howe Crescent
South Melbourne Victoria
Architect

Dated this fourth day of September 1975.

Articles of Association

Introduction

- 1** In these Articles, unless there be something in the subject or context inconsistent therewith, the following words and expressions shall have the several meanings hereby assigned to them that is to say:
- (a) ‘The Corporations Act’ means the Corporations Act 2001 (Commonwealth), or any statutory modification amendment or re-enactment thereof then in force.
 - (b) ‘The Institute’ means the Company registered as *The Institute of Arbitrators & Mediators Australia*.
 - (c) ‘The Council’ is the governing body of the Institute referred to in these Articles and includes ‘the interim Council’ referred to herein.
 - (d) ‘Articles’ means these Articles of Association.
 - (e) ‘Annual General Meeting’ means the General Meeting of the Institute held each year in accordance with the provisions of these Articles.
 - (f) ‘Rule’ means any advice direction or instruction which shall seem requisite and convenient for the regulation government and advantage of the Institute its members and property and for the furtherance of its objects and purposes issued by the Council under any provision of these Articles for the guidance of members and others and includes any by-law or regulation.
 - (g) ‘The Register’ means the Register of members kept pursuant to these Articles.
 - (h) ‘Chief Executive Officer’ includes the Executive Director or Secretary of the Institute or any person appointed to perform the duties of a chief executive officer. The Chief Executive Officer may be appointed on an honorary basis or on such other terms and conditions as the Council may from time to time determine.
 - (i) Expressions included in the Corporations Act shall have the meanings so defined in that Act. Words importing the singular number include the plural and vice versa. Words importing only the masculine gender also include the feminine and neuter genders, and words referring to individuals shall wherever applicable refer also to corporations and public bodies.

Members

- 2** For the purposes of registration only and not so as to limit in any way the number of persons who may be admitted to membership of the Institute in accordance with these Articles or the Rules of the Institute, the number of members of the Institute is declared to be 100.

Categories of Membership

- 3** Unless and until these Articles or the Rules of the Institute shall otherwise provide, there shall be the following categories of membership:
- (a) Foundation Members
 - (b) Honorary Fellows
 - (c) Fellows
 - (d) Life Fellows
 - (e) Retired Fellows
 - (f) Members

- (g) Retired Members
- (h) Associates
- (i) Retired Associates
- (j) Students
- (k) Corporate Members

Foundation Members

- 4**
- (a) Foundation Members shall be those persons who by reason of their wide knowledge and experience of the Law and Practice of Arbitration have been nominated by one of the bodies named in the Schedule hereto for admission to the Institute as Foundation Members, or who have accepted an invitation by the Interim Council or the Council to become Foundation Members.
 - (b) Any person so nominated as foresaid shall, unless the Council shall otherwise determine, be a member (irrespective of class) of the body nominating him.
 - (c) Any such nomination shall be in the form and otherwise comply with the conditions from time to time prescribed by the Council and shall be accompanied by the appropriate fee.
 - (d) No person shall be admitted as a Foundation Member after the expiration of 12 months from the date of incorporation of the Institute.
 - (e) A Foundation Member shall *ipso facto* have the status of and be entitled to the same privileges as a Fellow of the Institute.

Honorary Fellows

- 5**
- (a) An Honorary Fellow shall be either:
 - (i) a person who by reason of his or her position and experience in arbitration, mediation, adjudication, probity services or other fields of dispute resolution and avoidance; or
 - (ii) a person who appears to the Council as able to tender assistance in promoting the objects of the Institute; and
 - (iii) who has been nominated as an Honorary Fellow by not less than 5 members not being Honorary Fellows, and who shall be elected an Honorary Fellow of the Institute.
 - (b) The number of Honorary Fellows shall not at any time exceed 10, and not more than 1 Honorary Fellow shall be elected in any one year.
 - (c) At least three quarters of the Councillors present at the meeting at which the nomination is considered must be in favour of the nomination to secure its approval.
 - (d) An Honorary Fellow shall not be required to pay any entrance fee or annual subscription.
 - (e) An Honorary Fellow shall not be entitled to vote at any General Meeting of the Institute or any Chapter.
 - (f) An Honorary Fellow shall not be eligible for election to the Council of the Institute.

Fellows

- 6** (1) A Fellow shall be a person who:
- (a) has such wide knowledge and experience of the Law and Practice of arbitration, mediation, adjudication, probity services or other fields of dispute resolution and avoidance as the Council may deem sufficient to qualify him or her to become a Fellow; and
 - (b) subject to sub-clause (2) hereof, being a Member for a period of not less than 5 years has made application for transfer from Membership to Fellowship; and
 - (c) who shall be approved by the Council
- (2) Where the Council (and not a Chapter or Committee acting on behalf of the Council) is satisfied about the special qualifications both academic and practical, of a person applying for Fellowship, that person may be admitted as a Fellow notwithstanding that such person does not comply with the requirements of clause (1)(b) of this Article.
- (3) Council may allow a Fellow of the Chartered Institute of Arbitrators to be admitted as a Fellow.
- (4) A Life Fellow shall be a person who, according to an affirmative vote of 75% of the members or the Council present and voting at a meeting:
- (a) has performed long and distinguished service to the Institute, such callings as the Institute seeks to serve and the community generally; and
 - (b) is elected as a Life Fellow by the Council.
 - (c) a Life Fellow shall not be required to pay annual subscription fees.
- (5) (a) A Retired Fellow shall be a person who, in the opinion of the Council:
- (i) is not engaged in any income earning activities in his or her profession or occupation, or as a practitioner in arbitration, mediation, adjudication, probity services or other fields of dispute resolution and avoidance;
 - (ii) has been a Fellow of the Institute;
 - (iii) is recommended by the Committee of the Chapter to which he or she belongs for transfer to the category of Retired Fellow.
- (b) A Retired Fellow shall not be entitled to be on the Registers kept under clauses (b) and (c) of Article 35.
- (c) A Retired Fellow shall not be entitled to vote at any General Meeting of the Institute or any Chapter.
- (d) A Retired Fellow shall not be eligible for election to the Council of the Institute.
- (e) If a Retired Fellow does engage in any income earning activities in his or her profession or occupation or as a practitioner in arbitration, mediation, adjudication, probity services or other fields of dispute resolution and avoidance, he or she shall forthwith give written notice to the Chief Executive Officer. If he or she wishes to remain a member of the Institute, he or she shall apply for reinstatement as a Fellow.

Member

- 7** (1) A Member shall be a person who:
- (a) is a graded or accredited practitioner registered with the Institute in the fields of arbitration, mediation, adjudication, probity services or other fields of dispute resolution and avoidance ;

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- (b) has such knowledge of an interest in the subject of arbitration, mediation, adjudication, probity services or other fields of dispute resolution and avoidance as the Council may deem sufficient to qualify him or her for admission as a Member; and who shall be elected as a Member by Council.
- (2) (a) A Retired Member shall be a person who, in the opinion of the Council:
 - (i) is not engaged in any income earning activities in his or her profession or occupation, or as a practitioner in arbitration, mediation, adjudication, probity services or other fields of dispute resolution and avoidance;
 - (ii) has been a Member of the Institute;
 - (iii) is recommended by the Committee of the Chapter to which he or she belongs for transfer to the category of Retired Member.
- (b) A Retired Member shall not be entitled to be on the Registers kept under clauses (b) and (c) of Article 35.
- (c) A Retired Member shall not be entitled to vote at any General Meeting of the Institute or any Chapter.
- (d) A Retired Member shall not be eligible for election to the Council.
- (e) If a Retired Member does engage in any income earning activities in his or her profession or occupation or as a practitioner in arbitration, mediation, adjudication, probity services or other fields of dispute resolution and avoidance, he or she shall forthwith give written notice to the Chief Executive Officer. If he or she wishes to remain a member of the Institute, he or she shall apply for reinstatement as a Member.

Associate

- 8** (1) An Associate shall be a person who has such knowledge of and interest in the subject of arbitration and/or mediation and/or adjudication as the Council may deem sufficient to qualify him or her for admission as an Associate and who shall be elected as an Associate by the Council.
- (2) (a) A Retired Associate shall be a person who, in the opinion of the Council:
 - (i) is not engaged in any income earning activities in his or her profession or occupation, or as a practitioner in arbitration, mediation, adjudication, probity services or other fields of dispute resolution and avoidance;
 - (ii) has been an Associate of the Institute;
 - (iii) is recommended by the Committee of the Chapter to which he or she belongs for transfer to the category of Retired Associate.
- (b) A Retired Associate shall not be entitled to be on the Registers kept under clauses (b) and (c) of Article 35.
- (c) A Retired Associate shall not be entitled to vote at any General Meeting of the Institute or any Chapter.
- (d) A Retired Associate shall not be eligible for election to the Council of the Institute.
- (e) If a Retired Associate does engage in any income earning activities in his or her profession or occupation or as a practitioner in arbitration, mediation, adjudication, probity services or other fields of dispute resolution and avoidance, he or she shall forthwith give written notice to the Chief Executive Officer. If he or she wishes to remain a member of the Institute, he or she shall apply for reinstatement as an Associate.

Student

- 8A** A Student shall be a person who shall be elected as a Student by the Council and who:
- (a) is a student on a full time basis and is not engaged in employment other than on a part time basis;
 - (b) holds such professional qualifications or has passed such examination as the Council may prescribe; and
 - (c) has such knowledge of and interest in the subject of arbitration, mediation, adjudication, probity services or other fields of dispute resolution and avoidance as the Council may deem sufficient to qualify him or her for admission as a Student.

Corporate Members

- 8B** A Corporate Member shall be a corporation or partnership or other business or government entity which shall be elected as a Corporate Member by the Council.

Council

- 9** There shall be a Council of the Institute (hereinafter called 'The Council') which shall be the governing body of the Institute.
- 10**
- (a) The Council (other than the first Council) shall consist of 12 Councillors.
 - (b) The Council of the Institute (other than the first Council) shall be elected by members of the Institute entitled to vote in the manner following, namely:
 - (i) At least 90 days prior to the Annual General Meeting, the Chief Executive Officer shall forward to members of the Institute who are entitled to vote a nomination form with a notification thereon or therewith of the closing date and time of such nomination. The aforesaid notification shall also state:
 - (A) that nominations will not be received by him or her after the closing date so fixed;
 - (B) that a nomination will not be valid unless in writing proposed and seconded by members of the Institute who are entitled to vote and consented to by the nominee;
 - (C) the address to which nominations are to be forwarded;
 - (D) that the nominee must be a current financial member of the Institute who is entitled to vote and to be elected to the Council.
 - (ii) Nominations shall be forwarded to the Chief Executive Officer so as to reach him or her not later than 4:00pm on the 65th day prior to the Annual General Meeting.
 - (iii) Any nomination which does not comply with the requirements set out in paragraphs (A) to (D) of clause (b) (i) above shall be invalid and shall be excluded.
 - (iv) The Chief Executive Officer shall inspect the nominations received at the closing date and time and satisfy himself or herself so far as practicable that each of them is valid.
 - (v) Where the number of valid nominations received as aforesaid shall be equal to or less than the number of Councillors to be elected, the Chief Executive Officer will so certify to the President of the Institute or the Chairman of the Interim Council and the persons so nominated shall be elected unopposed. The Chief Executive Officer shall declare the said nominees duly elected at the Annual General Meeting.
 - (vi) Where the number of valid nominations received as aforesaid shall be less than the number of Councillors to be elected, the Chief Executive Officer shall immediately call for nominations for the remaining positions in the manner set out in sub-clauses (i)(A) to (D)

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above, with those nominations to close at 4:00pm on the 58th day prior to the Annual General Meeting. The provisions of sub-clauses (iii) and (iv) above shall apply to those further nominations. If only the required number of valid nominations is received, then such further nominees shall be declared duly elected at the Annual General Meeting. If there are still less than the required number of Councillors, the Council shall determine the member or members to fill any vacancies.

- (vii) Where the number of valid nominations received as aforesaid is greater than the number of Councillors to be elected, the Chief Executive Officer shall not less than 51 days prior to the Annual General Meeting forward by post to every member of the Institute entitled to vote a ballot paper bearing his or her initials, the names of the persons so nominated and the number of positions to be filled. Such ballot paper shall be accompanied by an envelope marked 'Ballot Paper Only' suitable to contain the ballot paper and not disclosing otherwise any identification and a further envelope suitable to contain the before-mentioned envelope addressed to the Chief Executive Officer at an address arranged by him or her for the return of ballot papers. The last mentioned envelope shall also provide for the signature of the voter.
- (viii) The closing date for the receipt of returned ballot papers shall be 4:00 pm on the 37th day prior to the Annual General Meeting and shall be endorsed upon the ballot paper.
- (ix) In any ballot for the election of a Councillor (whether under sub-clause (vi) or sub-clause (vii) hereof) each member of the Institute entitled to vote shall mark the ballot paper by crossing out or deleting such number of candidates as will leave on the said ballot paper not less than one candidate and not more than such number of candidates as there are positions to be filled.
- (x) If the ballot paper includes a candidate from a Chapter with more than 40 members ('*Large Chapter*') and that candidate is the only candidate from the Large Chapter, that Candidate will be declared duly elected at the Annual General Meeting. If the ballot paper includes more than one candidate from a particular Large Chapter, the candidate from that Large Chapter who receives the highest number of votes shall be declared duly elected at the Annual General Meeting.
- (xi) Where the number of candidates to be declared elected at the Annual General Meeting pursuant to clause (b)(x) above is less than the number of Councillors to be elected, the remaining positions will be filled by the candidates receiving the highest number of votes who shall be declared duly elected at the Annual General Meeting, regardless of the Chapter in which those persons are members.
- (xii) Members of the Council shall hold office for a period of 2 years, from the declaration of their election at the Annual General Meeting at which they were elected, provided that any person filling a casual vacancy pursuant to Article 13 (b) shall hold office from the date of the first Council Meeting attended by that person after they fill that casual vacancy.

Office Bearers

- 11** (a) The Council shall elect from its own numbers the following Office Bearers:
- (i) a President;
 - (ii) a Senior Vice-President;
 - (iii) a Vice-President;
 - (iv) an Honorary Treasurer,

each of whom shall hold office from the time of the installation of the President at the Annual General Meeting until the installation of the President at the next Annual General Meeting.

- (b) The Councillors who are to be declared elected at an Annual General Meeting may meet in the 7 days prior to the Annual General Meeting for the purpose only of electing office bearers. Such a meeting shall be taken to be a meeting of the Council for the purposes of clause (a) of this Article 11.

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- (c) The Council elected at the Annual General Meeting shall meet as soon as practicable after the date of the Annual General Meeting for the purpose of conducting such business as all Councillors shall agree.
- (d) The Immediate Past President shall be ex officio a member of the Council but he or she shall not be counted in the number of Councillors to comprise the Council in accordance with clause (a) of Article 10. The provisions of Article 18(a)(ii) shall apply to any vacancy in the office of Immediate Past President.
- (e) The Chairman of the Interim Council if not elected a Councillor of the first Council shall be ex officio a member thereof.
- (f) No person other than one of the grade of Fellow, Life Fellow or Member of the Institute shall be eligible for election to the office of President, Senior Vice-President or Vice-President.

First Council

- 12** (a) The first Council of the Institute shall consist of 10 Councillors who shall elect from their own number the following Office Bearers:
- (i) a President;
 - (ii) a Senior Vice-President;
 - (iii) a Vice-President;
 - (iv) an Honorary Treasurer,
- each of whom shall hold office for the period from the date of their election until the thirtieth day of June then next following.
- (b) The Councillors of the first Council shall be elected by the Foundation Members of the Institute from their own number and they shall hold office for the period from the date of their election until the thirtieth day of June next following.
 - (c) The procedure for election set out in Article 10 hereof shall so far as necessary apply to the election of Councillors for the first Council of the Institute.
 - (d) The first Council so elected as aforesaid shall meet as soon as practicable after the date of its election for the purpose only of electing the said Office Bearers.

Casual Vacancies

- 13** (a) If through any cause whatsoever any of the Offices referred to in clause (a) of Article 11 shall become vacant, the Council shall elect from its own number a successor for the unexpired portion of the term of that Office Bearer.
- (b) Any casual vacancy on the Council shall be filled at the next meeting of the Council in the manner following:
 - (i) if the Councillor whose position has become vacant is the only Councillor from a Large Chapter [as that term is defined in clause (b)(x) of Article 10], the Committee of the Chapter from which that Councillor came shall appoint one of the members of the Chapter to fill the vacancy.
 - (ii) subject to sub-clause (i) of this clause, by the declaration of the Chief Executive Officer of the person who would next have been elected at the election of Councillors had one further Councillor been required and, in the event of that person not being willing to accept the office, then the next succeeding person according to the ballot;
 - (iii) in the event of there being insufficient candidates at the aforesaid ballot to fill a vacancy to be filled under subclause (ii) of this clause, the Council shall determine the member to fill the casual vacancy.

Chief Executive Officer

- 14** (a) There shall be a Chief Executive Officer of the Institute who shall be employed for such term and on such conditions as the Council may from time to time determine.
- (b) The Chief Executive Officer shall, under the direction of the Council:
- (i) conduct the ordinary business of the Institute in accordance with these Rules;
 - (ii) supervise the staff of the Institute;
 - (iii) keep an accurate record of the proceedings of the Institute, the Council and any Committees;
 - (iv) keep the Registers of the Institute referred to in Article 35;
 - (v) direct the collection of fees and subscriptions, the preparation of books of account and present all accounts to the Council for inspection and approval;
 - (vi) keep a current account at such Bank or Banks as the Council may direct and pay into such account all monies received on behalf of the Institute;
 - (vii) furnish a properly audited account and balance sheet to accompany each Annual Report;
 - (viii) give notice of all meetings of the Council and General Meetings the Institute;
 - (ix) present to the Annual General Meeting of the Institute a report of its activities during the preceding financial year;
 - (x) act as the Public Officer of the Institute;
 - (xi) act as the Returning Officer at any election of the Institute.

Management

- 15** The location of the National Office of the Institute shall be determined from time to time by the Council.
- 16** The 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 these Rules.
- 17** (a) Meetings of the Council shall be held at least 3 times in each year.
- (b) The President or, in the absence of the President, the Senior Vice-President shall convene meetings of Council.
- (c) Special Meetings of Council shall be convened on the requisition of not less than 3 members of the Council.
- (d) A quorum of the Council shall be determined in accordance with Article 62.
- (e) At every meeting of the Council, the President, or in the absence of the President, the Senior Vice-President, or in his or her absence the Vice- President, or failing him or her a Councillor chosen by those present, shall be Chairman. The Chairman shall have both a deliberative and a casting vote.
- (f) A Council meeting may be held by the Councillors communicating with each other by any technological means as may be approved for that purpose by the Council. The Councillors need not all be physically present in the same place for a Council meeting to be held. A Councillor who participates in a meeting held in accordance with this sub-paragraph is taken to be present and entitled to vote at the meeting. A Councillor may vote in person or by proxy at such a meeting.

Executive Committee

- 18** (a) (i) The affairs of the Council shall be carried on between meetings by an Executive Committee, consisting of the President, the Senior Vice-President, the Vice-President, the Immediate Past President and the Treasurer.
- (ii) If, through any cause whatsoever, the Immediate Past President ceases to be a member of the Executive Committee and the Council, the Council may appoint another Past President of the Institute to the Executive Committee and the Council in his or her stead.
- (iii) A quorum of the Executive Committee shall be determined in accordance with Article 62.
- (iv) Meetings of the Executive Committee may be held in the manner indicated in clause (f) of Article 17 above.
- (b) Decisions taken by the Executive Committee but not action thereon shall be subject to ratification by the Council at its next meeting.

Council & Executive Committee Minutes

- 19** The Chief Executive Officer shall cause minutes to be made in books kept for the purposes:
- (a) of all appointments of officers made by the Council;
- (b) of the names of the members present at each meeting of the Council, the Executive Committee and other Committees formed by the Council, as the case may be;
- (c) of all resolutions and proceedings at all meetings of the Institute, the Council, the Executive Committee and other Committees formed by the Council.

Finance

- 20** The Council shall cause true accounts to be kept of all sums of money received and expended by the Institute and of matters in respect of which such receipts and expenditure takes place and of all the property credits and liabilities of the Institute. The accounts shall be kept at the National Office of the Institute, or at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
- 21** All moneys belonging to and received by the Institute shall be deposited in the account of the Institute to be opened at a bank approved by the Council and payments of all accounts shall be made therefrom by cheque on such bank signed, or by electronic funds transfer approved, by any two of the following, namely the Honorary Treasurer, The Chief Executive Officer of the Institute, and any members of the Council or staff appointed by resolution of the Council for that purpose.
- 22** The financial year of the Institute shall close on the thirty first day of December in each year until otherwise determined by the Council.

Audit and Auditors

- 23** (a) At least once in every year, the accounts of the Institute shall be audited by a qualified auditor or auditors appointed by the Institute in accordance with Article 24 hereof, and the Council shall at each Annual General Meeting lay before the members the audited statements of account so prepared together with a report of the state and progress of the Institute.
- (b) A copy of every balance sheet which is to be laid before the Institute in general meeting shall not less than 7 days before the date of meeting be sent to all persons entitled to receive notice of a General Meeting of the Institute.
- 24** Each auditor shall retire at the Annual General Meeting following his or her appointment but shall be eligible for re-election. A nomination for the office of auditor shall be submitted by the Council to the

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Annual General Meeting, when members may make a further nomination or nominations. In the event of no appointment being made at such meeting or an adjournment thereof, the Council shall appoint a properly qualified auditor. In the event of an elected auditor being unable to act, the Council may appoint an auditor in his or her place. A member of the Council or officer of the Institute shall not be eligible for election as auditor.

- 25** (a) The auditors of the Institute shall have the right of access at all times to the books of account and all relevant documents of the Institute, and shall be entitled to require from the Council and officers of the Institute such information and explanations as may be necessary for the performance of their duties as auditors.
- (b) As required by Article 23 and as the Council may direct, the auditors shall make a report to the Council on the accounts examined by them and on other records which the Institute is required to keep by its Rules, and in connection with every balance sheet so prepared the report shall state:
- (i) whether or not they have obtained all the information and explanations they have required;
 - (ii) whether in their opinion the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Institute's affairs according to the best of their information and the explanations given to them and as shown by the books of the Institute; and
 - (iii) whether in their opinion the records which the Institute is required to keep by these Articles or its Rules have been properly kept.

Inspection of Accounts Documents and Books of the Institute

- 26** (a) Subject to clause (b) below, the Council shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts, documents and books of the Institute or any of them shall be open to the inspection of members.
- (b) No member not being a member of the Council shall have any right of inspecting any of the financial records of the Institute except as authorised by the Council or by the members in general meeting.
- (c) The accounts, documents and books of the Institute or any of them shall be open to the inspection of the Chief Executive Officer of the Institute and such other officer of the Institute as may be authorised by the Council for this purpose.

The Seal

- 27** (a) The Common Seal of the Institute shall be in the custody of the Council.
- (b) It shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of a Councillor and of the Chief Executive Officer of the Institute, or such other person as the Council may appoint for the purpose. That Councillor and Chief Executive Officer of the Institute or other person as aforesaid shall sign every instrument to which the seal of the Institute is so affixed in their presence.

Privileged Communications

- 28** All communications, correspondence, reports, minutes and other papers and documents relating to the admission or advancement of members (including the reports of the examining committees relating to the suspension or forfeiture of membership by any member) shall be privileged and confidential.

Indemnity of Officers

29 Subject to the provisions of the Corporations Act, no Councillor, Office Bearer, Auditor, Chief Executive Officer or other officer of the Institute shall be liable for:

- (a) the acts, receipts, neglects or defaults of any other Councillor, Office Bearer, officer, or committee; or
- (b) for joining in any receipt or other act for conformity or for any loss of expense happening to the Institute through the insufficiency or deficiency of title to any property acquired by or on behalf of the Institute or for the Institute; or
- (c) for the insufficiency or deficiency of any security in or upon which any of the moneys of the Institute shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any persons with whom any moneys, securities or effects shall be deposited; or
- (d) for any loss or error of judgment, omission, default or oversight on his or her own part; or
- (e) for any other loss, damage or misfortune whatever which shall happen in relation to the execution of the duties of his or her office or in relation thereto,

unless that happens in consequence of his or her own wilful default or neglect.

Application for Membership

30 (a) Applications for admission to membership or for transfer from one category of membership to another shall be made in the form and on the conditions from time to time prescribed by the Council. The appropriate fee and/or subscription shall accompany each application.

(b) The Executive shall determine, on behalf of the Council, the election of persons as Associates under Article 8, and as Students under Article 8A.

31 Every Foundation Member shall receive, and every Fellow, Member or Associate shall receive on election, a certificate of membership and shall, so long as he or she remains a member, be entitled to hold the said certificate subject to annual notification of its renewal by the Council upon payment in advance of his or her annual subscription. Every such certificate shall remain the property of the Institute. In the event of cessation of membership, it shall be returned to the Council unless the Council shall assent to it remaining in the possession of the former member.

32 Life Fellows, Fellows, Members and Associates shall be entitled to use the designation LFIAMA, FIAMA, MIAMA and AIAMA respectively. Retired Fellows, Retired Members and Retired Associates may continue to use the designation FIAMA, MIAMA and AIAMA respectively.

33 Every member shall notify to the Chief Executive Officer a place of business or residence to be registered as his or her place of address, and the address so notified from time to time shall be deemed to be his or her registered address.

Registration Upon Election or Transfer

34 (a) When a candidate is elected or transferred he or she shall be notified according to a prescribed form and his or her name shall be entered on the Register of the Institute kept under Article 35(a), subject to the payment of the entrance or transfer fee and the annual subscription for the current year (or the increase thereof in the case of transfer) within 2 months after the date of the notification of his or her election or transfer which otherwise shall become void. The Council may in particular cases extend the time.

(b) Every person shall upon notification of his or her election be deemed to have entered into an agreement to abide by and be bound by these Articles and the Rules of the Institute.

Registers

- 35** (a) The Chief Executive Officer of the Institute shall keep a Register of all members in which shall be recorded:
- (i) the full surname and given names of the member, together with his or her address and contact details;
 - (ii) the category of his or her membership of the Institute;
 - (iii) the date of his or her admission to a category of membership;
 - (iv) the profession or occupation of the member;
 - (v) particulars of any special training and experience qualifying him or her to act as a practitioner in arbitration, mediation, adjudication, probity services or other fields of dispute resolution and avoidance;
 - (vi) such other particulars as the Council may from time to time prescribe.
- (b) The Chief Executive Officer of the Institute shall keep Registers of Practising Arbitrators and Accredited Mediators, which shall contain such of the information described in sub-clauses (a)(i) to (vi) above as the Council may deem appropriate.
- (c) The Council may determine that the Chief Executive Officer of the Institute shall keep Registers of other categories of practitioners in dispute resolution or avoidance and provision of probity services. Any such Register shall contain such of the information described in sub-clauses (a)(i) to (vi) above as the Council may deem appropriate.
- (d) A name shall only be entered in, or removed from, a Register kept under clauses (a), (b) or (c) of this Article by resolution of the Council.
- (e) Every member shall furnish to the Chief Executive Officer all such information reasonably required for compliance with the provisions of clauses (a), (b) and (c) of this Article.

Resignation

- 36** (a) A member desiring to discontinue his or her membership of the Institute shall tender his or her resignation in writing to the Chief Executive Officer, who shall notify the Council at its next meeting.
- (b) If all of the member's subscriptions, fees and other indebtedness have been paid, then:
- (i) The member shall have no further liability in respect of subscriptions or fees as from the date of receipt of the resignation.
 - (ii) The member's resignation shall be accepted by the Council, and the Chief Executive Officer shall notify the member accordingly.
- (c) If all of the member's subscriptions, fees and other indebtedness have not been paid:
- (i) The member's resignation shall not be accepted by the Council, except as provided in sub-clause (ii).
 - (ii) If the Council considers that there are extenuating circumstances for the member's failure to make such payment, the Council may accept the resignation on such conditions as the Council considers appropriate.
- (d) A member's name shall be removed from the Register as from the date when his or her resignation is accepted by the Council.

- (e) Where a Fellow who has resigned from his or her membership of the Institute subsequently re-applies for membership, Council may reinstate that person as a Fellow on such conditions as the Council considers appropriate.

Suspension or Forfeiture of Membership etc.

37A (a) Subject to sub-paragraph (d) of this Article:

(i) if, in the opinion of the Council:

- (A) a member has been guilty of any breach or failure to observe the provisions of any of these Articles or any Rules made under these Articles; or
- (B) a member has engaged in dishonourable conduct or other conduct such as renders the member unfit to remain a member of the Institute; or
- (C) the admission of a member was obtained by improper means;

(ii) or if the member becomes bankrupt or insolvent or makes an assignment for the benefit of his or her creditors or takes or attempts to take the benefit of any statutory provision for the liquidation of his or her assets or affairs,

then

(iii) the Council may, if satisfied of any such matter, then resolve:

- (A) to suspend that member from the privileges of membership for such period and on such terms as Council may determine;
- (B) to declare that member's membership be forfeited, in which case he or she shall cease to be a member and his or her name shall be removed from the Register;
- (C) to admonish or censure that member.

(iv) Written notice of the resolution shall be given by the Chief Executive Officer to the member concerned as soon as reasonably practicable.

(b) A resolution pursuant to this Article shall require an affirmative vote by not less than two-thirds of the Councillors present and voting in person or by proxy on the resolution at a Council meeting.

(c) The Council may appoint a Committee of one or more persons for the purpose of investigating and reporting on any matter which is being, or is about to be, or is proposed to be, considered by the Council of the Institute under this Article. Any such Committee may include members of the Institute who are not members of the Council. A member of the Council who is or has been a member of any such Committee shall not by reason thereof be debarred from taking part or voting at any meeting of the Council at which a matter under this Article is being considered.

(d) Before proceeding in the manner set out in clause (a) of this Article, the Council shall cause an enquiry to be held, which shall be conducted in the following manner:

- (i) The enquiry shall be conducted by a Committee appointed by the Council under clause (c) of this Article.
- (ii) Written notice of the enquiry shall be given to the member concerned by pre-paid post to his or her address as recorded in the Register of the Institute, giving not less than one month's notice of when and where the enquiry will be conducted, and specifying the conduct to be considered under this Article.
- (iii) The Committee may, in its absolute discretion, postpone the enquiry on giving reasonable notice to the member concerned, or may determine that further hearing of the enquiry shall be adjourned to another date or time.

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- (iv) Upon the hearing of the enquiry, the member concerned shall be given the opportunity to present such evidence and make such submissions as he or she thinks fit.
- (e) The Institute, the Council and the Committee shall not be under any obligation to disclose to the member concerned or any other member the source of any information giving rise to any action under this Article.

37B (a) Any member dealt with under Article 37A may appeal to an Extraordinary General Meeting of the Institute against the resolution of the Council as follows:

- (i) Within 14 days of receiving written notice of Council's resolution, the member concerned shall lodge with the Chief Executive Officer a written Notice of Appeal setting out the grounds of appeal and reasonable particulars thereof.
 - (ii) The written Notice of Appeal shall be accompanied by a security deposit for the reasonable costs of the meeting in such amount as the Council shall determine.
 - (iii) Within 14 days of receiving the written Notice of Appeal and security deposit, the Chief Executive Officer shall convene an Extraordinary General Meeting to be held at a time and place determined by the Council, being not later than 2 months after receipt of the written Notice of Appeal and security deposit. In giving notice of an Extraordinary General Meeting under this Article, the Chief Executive Officer shall include a copy of the written Notice of Appeal.
- (b) The appeal shall be decided by a simple majority of members present in person and entitled to vote at the Extraordinary General Meeting, and that decision shall be final and binding on the member concerned. If the appeal is rejected, the Institute shall retain the security deposit paid under sub-clause (a)(ii) of this Article. If the appeal is successful, the Institute shall refund the security deposit to the member concerned.

Duties Rights and Privileges of Membership

38 The rights and privileges of a member of the Institute shall be personal to that member, and shall not be transferable nor transmittable by his or her own act or by operation of law. All such rights and privileges shall cease immediately upon the removal of the member's name from the Register.

39 Every member shall be bound, to the best of his or her ability, to further the objects, interests and influence of the Institute, and shall observe the rules of professional conduct and all rules, regulations and by-laws of the Institute in force from time to time.

40 The rights, privileges and obligations of members as prescribed by these Rules shall be common to all members of the Institute except as otherwise expressly stated.

Corporate Members

40A (a) A Corporate Member:

- (i) shall not be entitled to vote for office bearers, hold office, be graded or accredited as a practitioner in arbitration, mediation, adjudication, probity services or other fields of dispute resolution and avoidance, or be entered upon the Registers kept under clauses (b) and (c) of Article 35;
 - (ii) shall be entitled to appoint a proxy to attend and vote for the Corporate Member at meetings in the same manner as an absent individual member;
 - (iii) shall be entitled to nominate for admission to membership (upon election by Council) the numbers of candidates for membership from its personnel, whose fees and subscriptions pursuant to Article 41 are deemed to be included within the Corporate Member's fees and subscriptions in accordance with the level of subscription paid as a Corporate Member.
- (b) Candidates for membership nominated by a Corporate Member shall be liable for their fees and subscriptions to the extent that such fees and subscriptions are not met by the Corporate Member,

and their individual membership shall not be affected by any cessation of membership by the Corporate Member.

- (c) The Corporate Member shall be bound by the Rules of Professional Conduct and any other Rules under these Articles, and shall be responsible for ensuring its personnel nominated in accordance with this Article 40A comply with such Rules in the course of their duties.
- (d) For the purpose of this Article, "personnel" shall include partners, directors, officers, agents and employees (including support staff).

Fees and Subscriptions

- 41** (a) Fees and subscriptions shall be payable by members in the following circumstances:
- (i) on nomination as a Foundation Member, Fellow, Member, Associate, Student or Corporate Member;
 - (ii) on application for transfer to Fellow, Member or Associate;
 - (iii) annually as a Foundation Member, Fellow, Member, Associate, Student or Corporate Member;
 - (iv) annually as a Retired Fellow, Retired Member or Retired Associate;
 - (v) for any course or examination.
- (b) The amount of the fees and subscriptions payable in each case shall be determined by the Council from time to time, subject to the following:
- (i) The annual subscription payable by a Retired Fellow, Retired Member or Retired Associate shall be 30% of the fee payable by a Fellow, Member or Associate respectively.
 - (ii) There shall be a reduction in the annual subscription payable by a Fellow, Member, Associate, Student or Corporate Member who is located outside the Commonwealth of Australia, in such amount as the Council shall determine.
 - (iii) The annual subscription payable by a Corporate Member (\$AS) shall be calculated using the following formula:

$$\$AS = \$400 + (\$375 \times N) + (\$25 \times M) + (\$75 \times F)$$

where N is the number of members of all classes nominated by the Corporate Member, M is the number of members who are Members nominated by the Corporate Member, and F is the number of members who are Fellows nominated by the Corporate Member. The amounts of \$400, \$375, \$25 and \$75 referred to in the formula may be varied by Council from time to time.*

** The amounts stated in the above Formula were varied by resolution of Council on 17 October 2013 that as from the 1 January 2014 membership year the Formula shall be:*
$$\$AS = \$400 + (\$395 \times N) + (\$35 \times M) + (\$200 \times F)$$

- 42** (a) Subscriptions shall be payable in advance on the first day of January each year.
- (b) The annual subscriptions payable in advance by a Fellow, Member, Associate or Student on joining the Institute will be reduced as follows:

Joining 1 July - 30 September: 50% of annual subscription

Joining 1 October - 31 December: 25% of annual subscription

- 43** (a) Members of the Institute whose annual subscriptions are in arrears for 3 months may, after one month's written notice from the Chief Executive Officer, be suspended from membership by the Council. Such members shall continue to be liable for payment of the arrears. The Council may

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reinstate any such member on payment of the arrears together with a fee for the reasonable expenses incurred by the Institute in recovering the arrears.

- (b) (i) The Chief Executive Officer shall notify the Council at its first meeting after 30 April in each year of the names of any members who, having received notice pursuant to paragraph (a) of this Article, remain in default of payment of their annual subscriptions.
 - (ii) The Council may, in respect of any such member, deem the member to have resigned his or her membership of the Institute effective from the date of the resolution of Council to that effect.
 - (iii) Any such member shall remain liable for payment of any unpaid annual subscriptions provided that, if the Council considers that there are extenuating circumstances for the failure to make payment, the Council may excuse the member from payment of all or any part of the arrears on such terms as the Council considers appropriate.
 - (iv) In each case, the Chief Executive Officer shall notify the member concerned of the Council's decision as soon as reasonably practicable.
- (c) A member who is deemed to have resigned shall be removed from the Register as from the date on which the resignation becomes effective.
 - (d) If a person deemed to have resigned, re-applies for membership, the Council may reinstate such person on payment of:
 - (i) the arrears for the year in which membership was suspended together with a fee for the reasonable expenses of the Institute in seeking recovery of those arrears; and
 - (ii) the annual subscription for the year in which that person re-applies for membership.

Examinations

- 44** (a) The Institute shall conduct such examinations as Council determines are appropriate to further the objects of the Institute as set out in this Constitution.
- (b) Any such examinations shall be conducted in such manner as the Council shall prescribe, including but not limited to the form of such examinations, the rules necessary for their conduct and the fees payable in connection therewith.
- (c) The Council may exempt a person in whole or in part from undertaking an examination conducted by the Institute, on consideration of other qualifications or examinations passed by that person.

General Meetings

45 A General Meeting of the Institute shall mean a meeting to which all members are duly summoned. A General Meeting may be held by the members communicating with each other by any technological means as may be approved for that purpose by the Council. The members need not all be physically present at the same place for a General Meeting to be held. A member who participates in a meeting held in accordance with this Article is taken to be present and entitled to vote at the meeting. A member may vote in person or by proxy at such a meeting.

- 46** (a) A General Meeting to be called the Annual General Meeting of the Institute shall be held in each year within 5 months of the end of the financial year, at such time and place as the Council may determine.
- (b) The business of the Annual General Meeting shall include the presentation of the audited financial statements of account and the report of the Council of the transactions of the past year, the declaration of the results of the ballots for any election of Councillors, the installation of the President, the election of an auditor or auditors, and the consideration of any other business.

47 All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

Extraordinary General Meetings

- 48** (a) The Council may convene an Extraordinary General Meeting whenever it thinks fit.
- (b) The Council shall convene an Extraordinary General Meeting of the Institute on the requisition of members representing not less than one tenth of the total number of members entitled to vote. The requisition shall state the objects of the meeting, be signed by the persons requisitioning the meeting, and shall be delivered to the Chief Executive Officer at the National Office of the Institute.
- (c) Within 21 days of delivery of the requisition, the Chief Executive Officer shall give notice to the members of the Institute of the Extraordinary General Meeting, to be held as soon as practicable but in any case not later than 2 months after receipt by the Institute of the requisition.
- (d) If the Council does not, within 21 days after receipt of the requisition, convene an Extraordinary General Meeting, then the persons requisitioning the meeting or a simple majority of them may themselves, in the same manner as nearly as possible as that in which meetings are to be convened by the Council, give notice convening a meeting. Any meeting so convened shall be held not later than 3 months after giving notice of such meeting.

Proceedings at General Meetings

Notice of General Meetings

- 49** The Council shall, not less than 21 days nor more than 42 days before any General Meeting, send to such persons as are under these Rules entitled to receive such notice from the Institute a notice setting out the date, place and hour of meeting and the business to be considered at that General Meeting. The non-receipt of such notice by any member or the accidental omission to give notice to any member shall not invalidate the proceedings of the meeting.

Services of Notices of Meeting

- 50** Except where otherwise expressly provided in these Articles, a notice may be served upon any member personally, electronically or by pre-paid post addressed to such member at his or her address as entered in the Register of members. To prove service, it shall be sufficient to prove that the communication containing such notice was properly addressed and sent.

Special Business at Meetings

- 51** (a) All business that is transacted at an Extraordinary General Meeting is deemed special business.
- (b) With the exception of:
- (i) the consideration of the accounts, balance sheets, and the reports of the Council and auditors, prescribed by these Articles;
 - (ii) the election of the Council and Office Bearers in the place of those retiring; and
 - (iii) the fixing of remuneration of the auditors, other business conducted at an Annual General Meeting is deemed special business.

Notice of Business to be Brought Forward

- 52** (a) The Council shall determine and include in the notice convening any General Meeting the business to be considered at that meeting.

- (b) Such business shall include any matter of which notice has been given to the Council not less than 42 days before the meeting by any Chapter Committee or by any six or more members.
- (c) Business not appearing in the notice convening the meeting may be brought forward at the meeting either by the Council or, alternatively, by any member with the consent of the meeting.

Chairman of General Meetings

- 53**
- (a) The President shall preside as Chairman at any General Meeting at which he or she is present.
 - (b) In the absence of the President the Senior Vice-President shall preside.
 - (c) In the absence of the President and Senior Vice-President the Vice-President shall preside.
 - (d) In the absence of all of those Office Bearers, the members present shall choose one of their numbers to be Chairman.

Quorum at General Meetings

- 54** Fifteen (15) members personally present at a duly convened General Meeting of the Institute shall constitute a quorum with power to act.

Procedure when Quorum not Present

- 55** If, at any General Meeting a quorum is not present within 30 minutes after the time appointed for the meeting:

- (a) The meeting if convened in accordance with a requisition made under Article 48 shall be dissolved.
- (b) In the case of an Annual General Meeting, the business which may be considered shall be restricted to:
 - (i) the reception of the Annual Report and statements of account;
 - (ii) the declaration of the results of the ballots for the election of Councillors;
 - (iii) the installation of the President; and
 - (iv) the election of an auditor or auditors if the number of nominations for auditor is not in excess of the number to be appointed.

Any other business shall be deferred for consideration at an adjourned meeting.

- (c) In the case of any other General Meeting, the whole of the business of the meeting shall be deferred for consideration at an adjourned meeting.
- (d) An adjourned meeting required on account of the lack of a quorum at any General Meeting shall be held within 14 days of that meeting at the same time and place as that General Meeting or, alternatively, on such date and at such time and places as the members present at that General Meeting shall determine. It shall not be necessary to give notice of such adjourned meeting. If at such adjourned meeting a quorum is not present within 30 minutes of the time appointed, the members present shall constitute a quorum and may consider the business for which the meeting was called.
- (e) If at any time in the course of a General Meeting a quorum is no longer present, on being notified of that fact the Chairman shall adjourn that General Meeting, and the provisions of clause (d) of this Article shall apply to the adjourned meeting.

Adjournment of General Meetings

- 56** (a) If all the business appointed to be done at a General Meeting is not completed, the Chairman may with the consent of the meeting adjourn the meeting to a further time and place.
- (b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Votes and Voting

- 57** (a) Any motion or amendment proposed and seconded at a General Meeting (not being a motion involving any addition alteration or amendments to these Articles) shall be put by the Chairman and decided by a majority of the members present and entitled to vote on a show of hands.
- (b) A declaration by the Chairman that a motion has been carried or carried by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the minutes of General Meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such motion.
- (c) A motion if carried shall be a resolution of the Institute in General Meeting.
- 58** The Chairman of the General Meeting shall in the case of an equality of votes have a second or casting vote.

Appointment of Proxy

- 58A** (a) A member who is entitled to attend and vote at a General Meeting of the Institute may appoint a person as that member's proxy to attend and vote at the meeting on that member's behalf.
- (b) If a member appoints a proxy, that proxy may vote on a show of hands, and may demand or join in demanding a poll.
- (c) A member may appoint a proxy by a written appointment signed by the appointor or the appointor's attorney.
- (d) A proxy must be a member who is entitled to vote.
- (e) An appointment of a proxy must be in a form approved by the Council.
- (f) A proxy may vote or abstain as he or she chooses except to the extent that an appointment of the proxy indicates the manner in which the proxy will vote on any resolution. The proxy must vote or abstain on a poll or show of hands in accordance with any instructions on the appointment.
- (g) A proxy's appointment is valid at an adjourned meeting.
- (h) The written appointment of a proxy must be deposited at the address nominated by the Institute not less than 48 hours before the time for holding the meeting or adjourned meeting at which the proxy is appointed to vote.
- (i) If the appointment purports to be executed under a power of attorney or other authority, then the original document, or an office copy or a copy certified by a notary, must be deposited with the appointment.
- (j) A vote cast in accordance with an appointment of proxy is valid even if, before the vote was cast, the appointor:
- (i) became of unsound mind; or
 - (ii) revoked the proxy or power of attorney,

unless any written notification of the unsoundness of mind or revocation was received by the Institute before the relevant meeting or adjourned meeting.

Chapters

- 59**
- (a) The Council shall have power to form Chapters consisting of members residing in any Territory or State, and to confer on such Chapters all such powers authorities and discretions as Council sees fit from time to time.
 - (b) A member shall belong to the Chapter for the Territory or State or other place in which he or she resides.
 - (c) Should any member change his or her place of residence to the territory of another Chapter, his or her membership shall be transferred to that Chapter.
 - (d) A member residing outside Australia may select the Chapter to which he or she shall belong.
- 60**
- (a) The affairs of each Chapter of the Institute shall be administered by a Chapter Committee, under the direction of the Council and in conformity with this Constitution and any Rules for the conduct of Chapters made under this Constitution.
 - (b) The Chapter Committee shall consist of such office bearers and committeemen as may be deemed necessary, and shall be elected by and from members of the Chapter in such manner as may be prescribed from time to time in these Articles or any Rules for the conduct of Chapters.
 - (c) Members of the Chapter Committee shall hold office for a period of 2 years, from the declaration of their election at the Chapter Annual General Meeting at which they were elected.
 - (d) Office Bearers of the Chapter Committee shall be elected annually.

Nomination of Arbitrator, Mediator or Adjudicator

- 61**
- (a) In the event of its being provided in any agreement between two or more parties that:
 - (i) any disputes or differences between them shall be referred to or determined by arbitration, mediation, adjudication or other form of dispute resolution; and
 - (ii) an Arbitrator (or Umpire), Mediator, Adjudicator or other dispute resolver shall be nominated by the Institute or Chapter or by the President or the Chairman of a particular Chapter,the following provisions shall apply.
 - (b) For nomination by the Institute, the power of nomination shall be exercised by the President. In the President's absence, inability or incapacity to act, a nomination by the Institute or the President may be made by the Senior Vice-President or such other person or persons determined by the Council.
 - (c) For nomination by a Chapter, the power of nomination shall be exercised by the Chairman of that Chapter. In the Chairman's absence, inability or incapacity to act, a nomination by the Chapter or the Chapter Chairman may be made by such other person or persons determined by the Chapter Committee.
 - (d) The nominator shall nominate such person or persons as he or she considers most suitable for that purpose, having regard to the interests of all parties to the reference and to the subject matter of the dispute. Where the matters in dispute are of a technical nature, the nominator shall select such person or persons as from their special training and experience are best qualified to deal with the same.
 - (d) The Council may from time to time make such Rules or rulings as it sees fit for the appointment of Arbitrators, Mediators, Adjudicators and other dispute resolvers, the scale of fees payable, and other matters as may seem desirable. The Council may delegate its powers and duties under this

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clause to a Committee consisting of members of the Council for the time being, of whom not less than three quarters shall be Fellows, Members or Associates of the Institute.

Quorum

62 Unless otherwise expressly provided in these Articles, a valid quorum for any meeting (other than a General Meeting) of the Institute or of the Council or any committee or sub-committee thereof shall be a simple majority of the persons entitled to attend and vote at such meeting.

Application of Income and Property

- 63** (a) The income and property in the Institute howsoever derived shall be applied solely towards the promotion of the objects of the Institute as set forth in the Memorandum of Association in this Constitution.
- (b) No part thereof shall be paid or transferred directly or indirectly in any manner whatsoever by way of profit to the members of the Institute.

Winding Up

- 64** (a) Subject to the provisions of the Corporations Act, the Institute may be dissolved or wound up only by resolution of the members in General Meeting.
- (b) If, on such dissolution or winding up, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the net proceeds of the sale thereof shall be donated to such body or organisation having in whole or part objects similar to those of the Institute, as the members in General Meeting may determine.

Alteration of Articles

65 Subject to the prior approval in writing of the Australian Securities and Investments Commission pursuant to clause 10 of the Memorandum of Association as to the form thereof, this Constitution may be amended added to or repealed at a General Meeting of the Institute, for which due notice of the intended amendment addition or repeal has been given, upon the resolution of not less than three-quarters of the members who are entitled to vote and do so whether in person or by proxy.

Rules

66 The Council of the Institute may from time to time make such Rules, By-laws or Regulations as it sees fit to further the objects of the Institute set out in clause 3 of the Memorandum of Association.

WE, the several persons whose names and addresses are subscribed hereto being subscribers to the Memorandum of Association of The Institute of Arbitrators Australia hereby agree to the foregoing Articles of Association

Names, Addresses and Descriptions to Subscribers

Witness to Signature

John Lewis Doust
22 Jutland Parade
Dalkeith WA
Company Director

Emile Joseph McMahon
26 Moonbie Street
Summer Hill NSW
Company Director

Peter Joseph Bryant
20 Plummer Street
Weetangera ACT

A H Gordon
Executive Director
217 Northbourne Avenue
Canberra

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Executive Officer

Grandison Cullis Hill
49 Hume Street
Crows Nest NSW
Architect

Robert Alex Eggleston
215 Grattan Street
Carlton Victoria
Architect

D C R Bailey
RAIA
2A Mugga Way
Red Hill ACT

Richard Butterworth
30 Howe Crescent
South Melbourne Victoria
Architect

Dated this fourth day of September 1975.

The Schedule Referred to

The Law Societies of the States and Territories of the Commonwealth of Australia

The Bar Association of the States and Territories of the Commonwealth of Australia

The Royal Australian Institute of Architects

The Australian Institute of Quantity Surveyors

The Institution of Engineers (Australia)

The Australian Institute of Building

The Commonwealth Institute of Valuers

The Institute of Chartered Secretaries

The Institute of Chartered Accountants

The Institute of Actuaries

THE INSTITUTE *of* ARBITRATORS & MEDIATORS



AUSTRALIA

Australia's leading ADR organisation since 1975

The Institute of Arbitrators & Mediators Australia ('IAMA') is the nation's leading and largest independent Alternative Dispute Resolution ('ADR') organisation. Founded in 1975, IAMA provides services in all forms of ADR including arbitration, mediation, conciliation, adjudication, and expert determination. With a growing membership that comprises some of Australia's most eminent and experienced ADR practitioners and trainers, the Institute is known for facilitating the most practical and most rewarding professional development training for professionals of all industries. By providing education and training on current developments in ADR, the Institute encourages its members and the public to continue to learn and experience reasons that make ADR increasingly popular in Australia and overseas.

The Institute's dispute resolution services, education, and training include:

- A national database of highly qualified and experienced dispute resolvers, who have been graded as Arbitrators, or accredited as mediators, adjudicators and/or other ADR practitioners.
- Nomination of arbitrators, mediators, adjudicators, and other ADR neutrals from a database of practitioners accredited by the Institute based on their training and experience and compliance with the Institute's CPD requirements.
- Administered Industry-based Consume Dispute Resolution Schemes.
- Cost and time effective packages for all forms of ADR courses and training programs (members receive discounted rates).
- Ongoing Continuing Professional Development opportunities and pupillage training and experience for newly-qualified practitioners.
- ADR Resources including a peer-reviewed journal of articles, casenotes and book reviews, monthly newsletters, practice notes, rules and guidelines, and all other corporate publications (members have unrestricted access).
- Online profile and CPD tracking functions (members only).

If you are interested in joining IAMA, [click here](#) to apply online.

visit www.iama.org.au or contact your State Chapter for information

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