

EDUCATIONAL FACILITIES MANAGEMENT

FMA – DIVISION CONSTITUTION/TERMS OF REFERENCE



Contents

PRELIMINARY.....	4
1. Name and Nature.....	4
2. Definitions.....	4
3. Objects.....	5
4. Interpretation.....	6
5. Exercise of powers.....	6
MEMBERSHIP.....	7
6. Members.....	7
7. Conduct of Members.....	7
8. Application and Admission of Membership.....	7
9. Suspension of Membership.....	7
10. Cessation of Membership.....	7
11. Consequences of Suspension or Cessation of Membership.....	7
SUBSCRIPTIONS, LEVIES & CONTRIBUTIONS.....	8
12. Subscriptions.....	8
13. Levies & Fees.....	8
14. Sponsors.....	8
COUNCIL MEMBERS & EXECUTIVE.....	8
15. Powers and Duties of the Council.....	8
16. Capacity to Act notwithstanding Vacancy.....	8
17. Proceedings of the Council.....	8
18. Interest in Contracts.....	9
19. Special Committees.....	9
20. Continuance.....	10
21. Executive Committee.....	10
22. Division.....	10
23. Meeting Responsibilities of Division Members.....	12
24. Chief Executive Officer/National Office.....	12
25. Minutes.....	12
APPOINTMENT OF DIVISION COUNCIL.....	13
26. Term of office.....	13
27. Vacation of Office.....	13
28. Vacancy Filling.....	13

29. Remuneration	13
ELECTION PROCESS.....	14
30. Returning Officer and Scrutineer	14
31. Voting.....	14
32. Nomination & Election.....	14
33. Documentation Control	16
34. Substitute Ballot Paper	16
MEETINGS.....	16
35. General Meetings.....	16
36. Annual Meeting.....	16
37. Notice of General Meetings.....	16
38. Failure to Receive Notice	17
39. Proceedings at Annual Meetings	17
40. Quorum.....	17
41. Chairman.....	17
42. Voting.....	17
WINDING UP.....	18
43. Effect of Winding-Up.....	18
44. Surplus Property upon Winding-Up.....	18
OTHER ITEMS.....	18
45. Financial Instruments.....	18
46. Accounts.....	18
47. Notices	19
48. Public Statements	19
49. Indemnity.....	19

EDUCATIONAL FACILITIES MANAGEMENT

PRELIMINARY

1. Name and Nature

The name of the Division is the "Education Facilities Management Division" and is established under the terms of the FMA Company constitution at FACILITY MANAGEMENT ASSOCIATION (AUSTRALIA) LIMITED. ("the Company")

- 1.1 The company is a public company limited by guarantee.
- 1.2 The Division is a group of members of the Association who have a particular focus on education facilities management.
- 1.3 Each member of the Division must be a member of the Association.

2. Definitions

In this Constitution:

"Act" means the Corporations Act 2001 (Commonwealth) and any statutory modification or substitution of the Act;

"Annual General Meeting" means an annual general meeting of the Company;

"ASIC" means the Australian Securities and Investment Commission;

"Association" means Facility Management Association (Australia);

"Board" means the Board of Directors of the Company;

"Board of Directors" means the Board of Directors of the Company for the time being;

"Business Day" means a day except a Saturday, Sunday or public holiday in Victoria;

"Chairman" means the Chairman of the Company;

"Chief Executive Officer" means the chief executive officer of the Company;

"Company" means Facility Management Association (Australia), a company limited by guarantee, ACN 003 551 844;

"Constitution" means this constitution as amended from time to time;

"Director" means any person occupying the position of a director of the Company;

"Branch/Divisional Committee" means the Committee of a Branch/Division established under this constitution;

"Executive Committee" means the committee of the Board comprising the Chairman, the Deputy-Chairman of the Company and the Finance Director;

"General Meeting" means a General Meeting of the Members of the Division (as the case may be or the context may require) lawfully convened and held in accordance with this Constitution, and unless expressed to the contrary includes an Annual Meeting;

"Instantaneous Communication Device" includes telephone, television, facsimile, email, video-conference or other audio, visual or data device which permits instantaneous communication;

"Journal" means any publication (including but not limited to electronic or paper based) endorsed by the Board as the official journal of the Company;

"Member" means a person or organisation admitted to Membership of the Division in accordance with this constitution;

"Membership" means membership of the Company;

"Non-Voting Member" means a Member admitted to membership on the basis that the Member does not have the right to vote at meetings of the Company;

"Notice" means a notice given pursuant to, or for the purposes of, this constitution or the Act;

"Objects" means the objects for which the Company is established as set out in clause 3;

"Organisation" means a company, corporation, incorporated society, club, association or other body corporate which is commonly recognised by any law or statute;

"Policy" is a document endorsed by the Board to set out the parameters of the governance arrangements for the company;

"Register" means the register of members to be kept pursuant to the Act;

"Registered Address" means the address of a member shown in the Register;

"Registered Office" means the registered office of the Company as registered with ASIC;

"Representative" means a person as described in clause;

"Seal" means the common seal of the Company;

"Secretary" means any person appointed to perform all or any of the duties of a Company Secretary of the Company or any person appointed to act temporarily as such;

"Special Resolution" has the meaning given to that term in the Act;

"State" means a state or territory of the Commonwealth of Australia;

"Tax Act" means the Income Tax Assessment Act 1997 (Commonwealth);

"Untraceable Member" means a Member who cannot be reasonably contacted through their last known contact address; and

"Voting Member" means a Member entitled to vote at a meeting of the Company other than a Member who has been suspended in accordance with the Constitution; and a Non-Voting Member.

3. Objects

3.1 The objects for which the Division is established are:

- a) to promote the practice of facilities management within the context of education facilities.
- b) to encourage interest in and to promote, support and advance education facilities management as a recognised specialisation within the facilities management profession;
- c) to obtain and circulate by such means and from such sources as from time to time seen appropriate information, and other research concerning education facilities management;

- d) to promote and secure as appropriate the co-operation of the members of the company who are nominated as education facilities management professionals, and all relevant individuals and organisations in the ongoing development of education facilities management;
- e) to encourage membership in and support the activities of the division in all ways;
- f) to promote a high level of professional practice in education facilities management and affiliated disciplines and professions;
- g) to conduct its affairs in the best interests of the Association and to encourage and foster among the members conduct, ethics and standards of practice that will best serve, maintain, further and protect the interests of the profession;
- h) to act as a consulting and advisory body amongst division members and in particular:
 - I. to recommend standards of practices for persons providing services or operating in the specialisation of education facilities management to maintain the good name of the profession;
 - II. to inform its members of existing and proposed regulations affecting the sector of education facilities management;
 - III. to encourage a sharing of information and knowledge between its members; and
 - IV. to provide a forum for discussion of issues among members of the Division.
- i) to act for all purposes as a representative of the education facilities management sector providing for:
- j) the dissemination of information and commentaries on research, studies and projects sponsored, conducted, organised or coordinated by the division, its members or other persons; and
- k) the undertaking of training and education activities of a specialist technical nature for members.
- l) to assist any other person or organisation whose objective is to promote the ongoing benefit of education facilities management and to do all such other things as are incidental or conducive to the attainment of the objects of the FMA.

4. Interpretation

4.1 In this Division Constitution, unless the context requires otherwise:

- a) a reference to a meeting of Members includes a meeting of the members of the division;
- b) a Member is taken to be present at a meeting of Members if the Member is present in person or by proxy, attorney or representative;
- c) words importing the singular include the plural (and vice versa);
- d) words indicating a gender include every other gender;
- e) word "person" includes an individual or an organisation;
- f) a reference to a clause or a schedule is to a clause or a schedule of this Division Constitution; and words or expressions contained in the constitution of the Facility Management Association of Australia.

5. Exercise of powers

5.1 Where this Division Constitution confers a power or imposes a duty, then, unless the contrary intention appears, the power is provided by the authority of National Board of Directors of the Facility Management Association and the duty must be performed from time to time as the occasion requires.

MEMBERSHIP

6. Members

- 6.1 The members of the Division shall consist of those individual and company members of FMA Australia who are Education Facilities Management professionals and have self-nominated to be part of the Division.

7. Conduct of Members

- 7.1 All members shall at all times comply with and observe the provisions of the constitution and any associated charter of the FMA;

8. Application and Admission of Membership

- 8.1 All applications for membership of the Division must be received in accordance with the provisions of the FMA constitution and membership process, including a review by the Division Council.

9. Suspension of Membership

- 9.1 The Board may, in its absolute discretion suspend a member from membership of a Division by invoking the membership suspension process in the FMA constitution.
- 9.2 Subsequent to the suspension of a member's membership the member's membership may be terminated in accordance with the provisions of the FMA constitution.

10. Cessation of Membership

- 10.1 A member can chose to resign as a member of the Division and retain membership of the Association, but not the Division. This needs to be done by giving three months' notice in writing.

11. Consequences of Suspension or Cessation of Membership

- 11.1 Consequences of suspension or cessation of membership are outlined in the constitution of the Association and will immediately suspend all Division or member benefits.

SUBSCRIPTIONS, LEVIES & CONTRIBUTIONS

12. Subscriptions

12.1 The Board may determine from time to time the annual subscription amount that shall be charged to all divisions.

13. Levies & Fees

13.1 The National Board of FMA will be the only party responsible for imposing levies.

14. Sponsors

14.1 The National Board of FMA will be the only party responsible for setting the parameters around sponsorship. The Division Council will provide recommendations to the Board for consideration.

COUNCIL MEMBERS & EXECUTIVE

15. Powers and Duties of the Council

15.1 The business of the Division shall be governed by the Council under the authority vested by the Board.

15.2 The division shall not act outside of the authority of the Board without express Board approval.

15.3 Without limiting the generality of the preceding paragraphs of this Division Constitution the duties of the Board are:

- a) to act as the facilitating body of the Division;
- b) to work with National Office to enact and manage the day-to-day business of the Association.
- c) to present policies of the Council for approval by the Board;
- d) to appoint, co-ordinate the operations of, supervise and control the activities agreed of the Council;
- e) to consider where appropriate Division membership applications and make recommendations of the Board;
- f) to recommend benefits to members to the Board for approval;
- g) to review Divisions memberships including suspending or terminating membership;
- h) to define and from time to time vary the services to be rendered by the Division in pursuance of the Association's objects.

16. Capacity to Act notwithstanding Vacancy

16.1 Any continuing members of the Council may act notwithstanding any vacancy on the Council so long as there is the necessary quorum of the Council.

17. Proceedings of the Council

17.1 The Council shall meet at least two times in each twelve month period measured from the date of the Annual meeting each year.

- 17.2 Four persons (including the Chairman (if any) or a Deputy Chairman (if any) unless disqualified under Clause 17.3 shall form a quorum.
- 17.3 A member of the Council who has a direct or indirect pecuniary interest in the subject matter of any matter proposed to be discussed at a meeting of the Council is not to be counted in a quorum.
- 17.4 Three members of the Council may at any time and the Chief Executive Officer upon the request of three members shall convene a meeting.
- 17.5 At a meeting of the Council shall have one vote on questions arising.
- 17.6 Questions arising at a meeting of the Council shall be decided where possible by consensus and if necessary by a majority of votes and in case of an equality of votes the Chairman of the Meeting shall have a second or casting vote.
- 17.7 The Council shall at its first meeting held after each Annual Meeting elect from amongst its elected members a Chairman and Deputy Chairman who shall hold office for the up to a two year period. This can be undertaken at the Annual Meeting if appropriate and agreed by the Annual Meeting attendees.
- 17.8 The Chairman or Deputy Chairman shall hold office until the close of the first meeting of the Council after the second Annual Meeting held after their appointment but, subject to each of them remaining a member of the Council, shall be each eligible for re-election to the office at that meeting for the next period, term maximums notwithstanding.
- 17.9 A Chairman or Deputy Chairman shall not be entitled to be elected to that particular office on more than three consecutive occasions.
- 17.10 The Chairman, Deputy Chairman shall cease to hold the office if he or she:
- a) retires from the office;
 - b) ceases to be a member of the Council, or;
 - c) ceases to be a member of the Association.
- 17.11 The Council shall as soon as possible after a vacancy occurs in the office of Chairman or Deputy Chairman, elect another of its number to fill that vacancy and the person so appointed shall hold office for the balance of the term of the person replaced.

18. Interest in Contracts

- 18.1 A declaration of interest must be made by all Division Council members on a form agreed by the Board from time to time.

19. Special Committees

- 19.1 The Division Council may establish informal working parties to assist with implementation of agreed/endorsed strategies. Any such working party does not have an implied or express authority above that of the division council.

20. Continuance

20.1 A resolution in writing signed by all of the members of the Council for the time being entitled to receive notice of a meeting of the Council shall be as valid and effectual as if it had been passed at a Meeting of the Council duly convened and held. Any resolution may consist of several documents in like form each signed by one or more members of the Council.

21. Executive Committee

21.1 A Division may form an executive committee to perform some or all functions of the Division Council, however all decisions must be ratified by the Division Council to be binding.

22. Division

22.1 The Chief Executive Officer shall convene a general meeting of Division members for the purpose of establishing a Division within one (1) month of being requested in writing to do so by not less than five (5) members with an interest in a specialist facility type.

22.2 A Division shall be established for the following purposes:

- a) to represent the interests of the members of the Association with a specific facility or a type of facility;
- b) to encourage the interest and promote the awareness of all persons and authorities in the specific facility and to secure the co-operation of the other members with an interest in the specific facility type;
- c) to obtain information concerning all aspects of specific facilities type management from appropriate sources and to disseminate that information to all relevant persons and authorities;
- d) to assist any person, corporation or body whose aim is to promote specific facility type to achieve that aim;
- e) generally, to carry out the objects of the Association as set out in the constitution.

22.3 At the first meeting after the Annual meeting, the Division shall appoint office bearers from among the Committee members:

- a) Chairperson;
- b) Vice Chairperson;
- c) Secretary;
- d) Financial Member

22.4 Other office bearers and ordinary Council members may be appointed but shall not exceed 12 persons as the maximum for a Division. The Chairman or his representative or the Chief Executive Officer or his representative shall be ex-officio members of the Council of each Division.

22.5 The quorum for a Division Council meeting shall be determined by the Council prior to that Division Council's first meeting.

22.6 A member as defined in Clause 6.1 who is ordinarily a member of FMA and has an interest in the specific facility type and has nominated to be part of the Division shall be eligible to serve on the Division Council unless disqualified by reason.

- 22.7 Each year a Division will hold an Annual Meeting at least once in every year and not more than thirteen (13) months after the date of the last preceding Annual Meeting. Each Annual Meeting shall be held in the month of September or October or at some other time approved by the Board. At each Annual Meeting of a Division, summary of financial activity of the Division shall be tabled, along with a report from the Chairman of the Division.
- 22.8 A Division Council may meet for the dispatch of business and adjourn and regulate its meetings as it sees fit but shall meet within fourteen (14) days of being requested to do so by three of its members.
- 22.9 Questions arising at a Division Council meeting shall be decided by a majority of votes of the Council members present.
- 22.10 Minutes shall be kept of all meetings of Division Council and a copy of the minutes shall be sent to the Chief Executive Officer within fourteen (14) days of the meeting.
- 22.11 At each meeting of the Division Council after the Annual Meeting in each year the Committee shall appoint from among the Council members the same office bearers as stated in Clause 22.3 of this constitution.
- 22.12 An election for a position on a Division Council will be conducted in accordance with the election process set out under Clause 32 of this constitution.
- 22.13 A Division Council may at any time appoint an eligible member to serve on the Council either to fill a casual vacancy or as an addition to existing members, but so that the total number of Council members does not exceed the number determined by the Board of Directors. A member so appointed shall retire at the next Annual Meeting of that Division but is eligible for re-election.
- 22.14 A Division Council shall notify the Chief Executive Officer of the names of Council members it has appointed as Chairman, Deputy Chairman and other office bearers within fourteen (14) days of their appointment.
- 22.15 A Division Council member shall cease to hold office immediately if any one member of the categories applies to that member.
- 22.16 A Division Council may remove any one of its members by a simple majority of members on that Division Council. The Division Council may appoint another member to fill the vacancy in accordance with Clause 28 of this Division constitution. A Council member who has been removed under this clause may stand for re-election at the next Division Annual Meeting.
- 22.17 A Division Council has the power to establish such informal working groups with National Office approval, which will not be unreasonably withheld.
- 22.18 A Division Council may solicit funds and contributions for the purposes set out in Clause 3, however these funds would be managed by National Office and remain separately reportable.
- 22.19 A Division Council cannot open and/or operate bank accounts.
- 22.20 National Office will work with a Division Council to prepare a budget for the forthcoming financial year, such budget to be approved by a majority of the Council members. This process will be finalised by 30 April each year.

- 22.21 A budget recommended by a Division Council must be approved by the Board of Directors and no expenditure except necessary day to day running expenses of that Division shall be committed or shall be incurred pending approval of the budget.
- 22.22 A Division Council shall not bind itself or the Association to any expenditure unless it has specific approval from the Chief Executive Officer.
- 22.23 Each Division Council shall be bound by this Division constitution and by any ruling, regulation or procedure determined by the Board of Directors from time to time save that such ruling, regulation or procedure where it is inconsistent or contrary to the purposes and objects of the company.

23. Meeting Responsibilities of Division Members

- 23.1 A Division Council shall call a general meeting of the members at that Division and shall give notice thereof in accordance with paragraph upon application to the Council by ten percent (10%) of the members of the Division or ten (10) whichever number is the greater, provided that the application is in writing and contains a statement of the reasons for the application.
- 23.2 If a Division Council fails to call a general meeting of the members within thirty (30) days of receiving an application complying with the requirements of clause ??? of this constitution, the Board of Directors may dismiss all or any of the Council members and the Board of Directors shall call a general meeting for the dispatch of the business contained in the application and to hold elections for the positions vacated (if any).

24. Chief Executive Officer/National Office

- 24.1 The National Office shall be responsible for the custody of the money, books, property, documents, records and accounts of the Division and shall cause correct entries to be made in the books of all matters requiring entry therein in the ordinary course of proceedings of the Division and the Association and shall be responsible for the correct keeping of the Accounts and shall when required by the Board and upon request of the Council render an account of all transactions, matters and things relating to the Association and its affairs over which the Chief Executive Officer may have control.
- 24.2 The Chief Executive Officer shall carry out such further and other duties as may properly be and are usually required of a Chief Executive Officer as and when called upon to do so by the Board.
- 24.3 The Chief Executive Officer may appoint staff to support the Division within the resources of the Association and Board approval.

25. Minutes

- 25.1 The Council shall cause Minutes to be duly entered in to appropriate record books provided for the purpose:
- a) of all appointments of officers;
 - b) of the names of the members of the Council present at each meeting of the Council;

- c) all minutes are kept for verification and historical purposes and need to be signed by the Chairman.
- 25.2 The records containing the Minutes of the proceedings at general meetings of the Council shall be kept at the National Office and shall be open during office hours for inspection by any member without excess charge. Any member may request a copy of the Minutes or an extract of the Minutes from the Council against payment of an amount not exceeding reasonable administrative charges.

APPOINTMENT OF DIVISION COUNCIL

26. Term of office

- 26.1 With a term of up to three years, with no more than a maximum of three consecutive terms on the Council.
- 26.2 At each Division Annual Meeting one third of the members of the Division Council, being those who have served the longest term shall retire from office but shall be eligible for re-election. A member who is eligible to serve on the Council may nominate for office or may be nominated by another member (in which case the nomination is required to be accepted or declined by the nominee). Nominations must be seconded by another member.

27. Vacation of Office

- 27.1 A person ceases to be a member of the Division if he or she:
- a) ceases to be a member of the Association;
 - b) nominates to withdraw from the Division.
- 27.2 The Company may by ordinary resolution, remove any member in accordance with the Association's constitution.

28. Vacancy Filling

- 28.1 When a person ceases to be a member of the Division Council his or her place on the Council may be filled by a person appointed by resolution of the Board, based on a joint recommendation of the Division Council and the Chief Executive Officer.

29. Remuneration

- 29.1 The members of the Division Council are not entitled to be remunerated for acting as members of the Council but may be paid expenses of the office in line with the Association's policies which are agreed by the Board from time to time.

ELECTION PROCESS

30. Returning Officer and Scrutineer

- 30.1 The Returning Officer will be the Chief Executive Officer of the Association or appointed representative/s made by the Chief Executive Officer.
- 30.2 The role of returning officer will include:
- a) the calling of nominations;
 - b) the acceptance or rejections of nominations;
 - c) the sending and receiving of ballot papers;
 - d) the conducting of the elections including counting of ballots and the announcement of results; and
 - e) working to ensure the maintenance of probity in the audit process of vote counting.
- 30.3 The Board may wish to appoint a scrutineer to oversee and report on the process of any election, based on a request of the Division Council.
- 30.4 A returning officer and scrutineer shall not, while holding any such position, be candidates at any such election within the Association and shall hold office until their successors are appointed.
- 30.5 The decision of a returning officer shall be final and binding with regard to any matter regarding the validity or formality of any nomination or vote or any matter touching or concerning such an election and the conduct thereof.
- 30.6 Any person holding an office immediately prior to an election for such office which is null and void, shall remain in office until his successor is elected.

31. Voting

- 31.1 A voter shall indicate his preference on a ballot paper in accordance with the instructions set out on the ballot paper (which are determined by the Board from time to time).
- 31.2 All elections shall be held by postal ballot which shall be conducted by the returning officer as provided by this Division constitution. It shall be observed by the returning officer, and where appointed, the Scrutineers.

32. Nomination & Election

- 32.1 At least 40 days prior to the Division Annual Meeting, a call for nominations sent to all members of the Division listing the returning officer and where appointed the scrutineer, the number of vacancies available and outlining how to access the nomination form.
- 32.2 The aforementioned notification will also state the following:
- a) not be received after the closing date so fixed, but may be corrected within the period of seven days provided herein;
 - b) that the nomination will not be valid unless a signed consent of the nominee is received prior to the closing date;
 - c) the address to which the nominations and consents should be forwarded.

- d) A nomination in every case needs to be in writing, or electronic form representing a hard copy, shall be signed by the nominator and shall be assented by the nominee. This process can be undertaken via electronic methods.
- 32.3 Nominations must then be received by the returning officer as per the instructions on the nomination form, by 4pm, 30 days prior to the listed Division Annual Meeting. Where the 30th day is a weekend or public holiday it will be 4pm on the following business day.
- 32.4 At least 21 days prior to the Division Annual Meeting a list of candidates names will be posted in a conspicuous place at the Association's National Office and be made available to members upon request.
- 32.5 In the event that the required number of valid nominations is received the returning officer shall certify to the Chairperson that the said candidates have been elected unopposed.
- 32.6 If more than the required number of valid nominations is received the returning officer shall prepare or cause to be prepared a sufficient number of ballot papers on which shall appear the names of the candidates in alphabetical order and a direction to the voter to place a number beside each name of a candidate in order of preference, that is beginning with number one being the most preferential and so on in ascending order.
- 32.7 No voter shall vote for a greater or lesser number of candidates than the number to be elected, and any vote contrary to this clause, or which otherwise fails to observe the direction contained on the ballot paper shall be deemed informal and will not be counted.
- 32.8 The returning officer shall within fourteen days after the closing date for nominations forward by post to every Division member entitled to vote at that election a ballot paper together with:
- a) A voting paper suitable to contain the ballot of such member and not disclosing otherwise any identification
 - b) Information about the address to return the ballot papers.
- 32.9 Should there be more nominations than vacancies, there will be a ballot, in a form approved by the National Board. Instructions including access to a ballot paper will be sent to all members entitled to vote at least 14 days prior to the date set for the Division Meeting. The ballot paper will be in alphabetical order, listing each candidate for election and will include up to a maximum of 100 words outlining their qualification and experience for the role.
- 32.10 Completed ballots will be required to be returned to the returning officer by the date listed on the ballot paper not less than 7 days prior to the date of the Division Meeting respectively.
- 32.11 In the case of an equality of votes, the following predetermined process will be utilised:
- a) the Chairman of the Meeting, in addition, shall be entitled to a second or casting vote provided that if the Chairman does not exercise such second or casting vote; or is one of the persons in respect of whom there is an equality of votes; then a further ballot shall be held at the meeting of the Division Council Meeting and those present at the meeting.
- 32.12 The returning officer shall count the votes indicated upon the ballot which are properly marked.
- 32.13 In any case, including candidates receiving equal number of votes, where it is necessary to determine which candidate is elected, the returning officer shall determine the result by lot at the Division Annual Meeting.

32.14 At the conclusion of any vote counting or lot casting the returning officer will certify the result to the Chairman of the meeting for announcement.

33. Documentation Control

33.1 The returning officer shall inspect the nominations and consents received and satisfy himself as far as he reasonably can that each of them is in order. Where he finds a defective nomination, he shall notify the person concerned of the defect and, where it is practicable to do so, give him the opportunity of remedying the defect within such period as is applicable.

34. Substitute Ballot Paper

34.1 If the Returning Officer is satisfied that any such ballot paper has been destroyed, lost, damaged, or misused and in the case of a damaged or misused ballot paper on receipt thereof, he shall supply to the person to whom the original ballot paper was supplied a substitute ballot paper which he shall have initialled and which shall be marked Substitute Ballot Paper.

MEETINGS

35. General Meetings

35.1 The Divisional Council will determine the time and location of general meetings.

35.2 The Divisional Council may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General meetings shall be convened by the Council on the request of the Chairperson or 5 percent of the number of division members so entitled to vote provided, that any such request shall be accompanied by a statement in writing of the reasons for the request.

36. Annual Meeting

36.1 The Division must hold an Annual Meeting in every calendar year within four months of the end of its financial year at the time and place determined by the Council in consultation with National Office.

37. Notice of General Meetings

37.1 The Division Council must give not less than 21 days' written notice of a General Meeting to the Division Members.

38. Failure to Receive Notice

- 38.1 The accidental omission to give notice of a meeting to any member or the non-receipt of such notice by any member does not invalidate any resolution passed at, or a proceeding of, that meeting.

39. Proceedings at Annual Meetings

- 39.1 No business other than that specified in the Notice of the meeting shall be transacted at any meeting.
- 39.2 The business of an Annual Meeting shall be to receive and consider;
- a) the Annual Finance Report for the Division;
 - b) the Reports of the Chairman of the Council;
 - c) election of member to the Council of the Division;
- 39.3 All other business transacted at an Annual Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.

40. Quorum

- 40.1 Five or more members eligible to vote who are present personally or by proxy or by attorney or by duly authorised representative shall be a quorum for a meeting and no business shall be transacted at any meeting unless the quorum is present.
- 40.2 If within fifteen minutes from the time appointed for the meeting, whether originally called or previously adjourned, a quorum is not present the meeting will need to be adjourned to a different time.

41. Chairman

- 41.1 The Chairman or in his/her absence the Deputy Chairman shall be entitled to chair each meeting. If neither are available, an agreed Council Member present can act as Chairman.

42. Voting

- 42.1 At any annual meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- a) by the Chairperson; and
 - b) by at least three members eligible to vote on the matter present in person or by proxy or attorney or representative.
- 42.2 In the case of an equality of votes, whether on a show of hands or on a poll the Chairman of the meeting shall be entitled to a second or casting vote.
- 42.3 The instrument appointing a proxy shall be in writing (in the common or usual form or in such other form as the Board may from time to time approve). A proxy may but need not be a

member of the Association. The instrument appointing a proxy shall be deemed to confer authority to all rights and responsibility of the appointing member.

- 42.4 Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit.

FACILITY MANAGEMENT ASSOCIATION OF AUSTRALIA

I, _____ of _____ being (a*) a duly appointed representative of _____, being a Corporate / Organisation member, / an Individual member (*Strike out whichever is inapplicable) member of the above named Association, hereby appoint _____, of _____ (address) or failing him or her, _____ of _____ (address) as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Association, to be held on the _____ day of _____ 20 __, and at any adjournment thereof.

WINDING UP

43. Effect of Winding-Up

- 43.1 There will be no additional financial impost on Division members beyond that of the Division in the event of winding up.

44. Surplus Property upon Winding-Up

- 44.1 On winding up of the Division, the Members must determine one or more Divisions within the Association, whose constituent documents satisfy the requirements set out below, and must give or transfer any surplus balance of funds on winding up. The constituent documents must require it to be a Division of the Association and have continuity beyond the Division being wound up.

OTHER ITEMS

45. Financial Instruments

- 45.1 The Association's National Office will be responsible for the ongoing management of financial instruments.

46. Accounts

- 46.1 The Accounts of the Division Council will be kept by the Association's National Office and will be reported to Division Council at regular intervals agreed with the Division Council.

47. Notices

- 47.1 A notice may be given by the Association to any member either personally or by sending it by post/email to him or her at his or her registered address, or (if he or she has no registered address within Australia) to the address, if any, within Australia supplied by him or her to the Association for the giving of notices to him or her. Where a notice is sent by post, or email, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- 47.2 Notice of every Annual meeting shall be given in any manner hereinbefore authorised to:
- a) every member except those members who (having no registered address within Australia) have not supplied to the Association an address within Australia.
- 47.3 No other person shall be entitled to receive notices of general meetings.

48. Public Statements

- 48.1 All public statements on behalf of the Council whether oral or in writing in regard to the policy of the Council or Association or a technical matter shall be made either:
- a) by the Chairman;
 - b) by the Chief Executive Officer, or;
 - c) by a person or persons specifically authorised or directed by the Chairman or the Board of Directors to do so.

49. Indemnity

- 49.1 The Company may pay the premium in respect of any contract of insurance which insures a person who is or has been a member of the Division Council against a liability incurred by the person in any of the capacities described in this clause except in circumstances prohibited by the Corporations Law.
- 49.2 To the extent permitted by law, the company indemnifies every member of the Division Council for the time being of the Association against any liability incurred by that person:
- a) in his or her capacity as a member of Division Council of the Association, and;
 - b) to a person other than the Association or related Body Corporate of the Association.
 - c) The Association indemnifies every member of the Division Council member against any liability for cost and expenses incurred by the person in his or her capacity as a member of the Division Council:
 - d) in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted' or;
 - e) in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Corporations Law;
 - f) provided that the Division Council obtained the Association's prior approval to incur the costs and expenses in relation to the proceedings.