

DRAFT MEMORANDUM OF ASSOCIATION OF THE INSTITUTE OF AUSTRALASIAN
PSYCHIATRISTS INCORPORATED

NAME

1. The name of the Institute is "Institute of Australasian Psychiatrists Incorporated".

OFFICE

2. The Registered Office of the Institute shall be established in such location in the Commonwealth of Australia as the Committee may determine.

INTERPRETATION CLAUSES AND DEFINITIONS

3. In this constitution, unless there is something in the context inconsistent therewith:

"Area" means the geographical areas defined under Article 23;

"Articles" means the Articles of the Institute;

"Institute" means Institute of Australasian Psychiatrists Incorporated

"Committee" means the Executive Committee of the Institute;

"Branch" means a medical body within any of the States or Territories of the Commonwealth of Australia which is constituted and recognised as a Branch of the Institute of Australasian Psychiatrists;

"By-laws" means the By-laws of the Institute for the time being in force;

"Executive" means the Executive Committee of the Institute;

"Member" means a Fellow, Member or Associate Member of the Institute of Australasian Psychiatrists;

"Office" means the Registered Office of the Institute;

"President" means the President of the Institute and includes Acting President;

"Register" means the register of members of the Institute kept by the Secretary pursuant to these Articles;

"Secretary" means the Secretary of the Institute and includes Acting Secretary;

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“Special Interest Group of Psychiatrists” means the Special Interest Group of Members of the Institute who are Psychiatrists from anywhere in Australia;

“Treasurer” means the Treasurer of the Institute and includes Acting Treasurer.

OBJECTIVES

4. The Objectives of the Institute are:

(a) To promote psychiatry and the allied sciences in Australia, and to promote, maintain, protect, advance and extend the honour and the interests and standing of the profession of psychiatry and of individual psychiatrists and groups of psychiatrists who are Members of the Institute, and to this end to develop organised groups of members of the Institute and within the Special Interest Group of Psychiatrists and to promote, maintain, protect, advance, extend and coordinate the activities of these groups.

(b) To protect and preserve the professional, academic and economic independence of Members of the Institute.

(c) To preserve, maintain, promote and advance the intellectual, philosophical, social, political, economic and legal interests of Members of the Institute.

(d) To foster and sustain consultation and communication within the profession of psychiatry, and to hold or arrange for the holding of periodical meetings of Members of the Institute, and of the profession of psychiatry generally, or of any sub-group or number of such Members.

(e) To form a bond of union between the members of the profession of psychiatry and a forum through which their opinions may be ascertained, and to create a medium through which the opinions of Members may be readily voiced.

(f) To become a Member of, or subscribe to, or affiliate with any other organisation, both in Australia and outside Australia, whether incorporated or not having objects altogether or in part similar to those of the Institute.

(g) To grant sums of money out of the funds of the Institute for the promotion of the profession of psychiatry and allied sciences in such manner as may from time to time be determined.

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- (h) To circulate such information as may be thought desirable through or by means of a periodical newsletter which shall be the official newsletter of the Institute and by other publications, papers or electronic media..
- (i) To advance good professional conduct and efficiency within the profession of psychiatry and to promote fair and honourable practice, to suppress discourage or prevent malpractice or professional misconduct and to ensure the highest clinical, ethical, and scientific standards in the delivery of health care to the community, especially to those who are psychiatrically ill.
- (j) To decide questions of professional usage and courtesy referred to the Institute by any member of the Institute, or by any body affiliated with the Institute for settlement or decision.
- (k) To collect and circulate statistics or any other information relating to the profession of psychiatry and allied sciences.
- (l) To correspond with individuals or other bodies on any matter touching the interests of psychiatrists and by its moral influence and the exercise of a judicious supervision to prevent abuses in the profession.
- (m) To take an active part in the promotion of health care programmes for the benefit of the people and to participate in the resolution of major social and community health issues, especially with respect to the practice of psychiatry and the provision of psychiatric services and in particular to work to achieve the highest standards of psychiatric care for all patients while respecting the interests of non-patient members of the community, so that the highest possible standards of community mental health are promoted, and to foster good relations and understanding between psychiatrists and the community at large.
- (n) To consider, originate and promote improvements or alterations in the law relating to the profession of psychiatry or to the medical or allied sciences and to oppose or support the same and for the purposes aforesaid to petition the Parliament of the Commonwealth of Australia or of any States thereof and take such other steps and proceedings as may be deemed expedient for carrying out this object.
- (o) To act as a co-ordinating and negotiating body for the profession of psychiatry in Australia and to consider all questions affecting the conditions of service and remuneration of psychiatrists and to initiate and promote action to maintain and improve these and if necessary promote deputations or petitions in relation to matters affecting the conditions of service and remuneration of psychiatrists and where appropriate to do this in support of other industrial organisations representing psychiatrists;
- (p) To consider advise and if necessary make recommendations on any subject connected with the appointments of legally qualified psychiatrists to public institutions, positions and services.

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- (q) To consider and advise on any question of medical policy, especially policy affecting psychiatrists, referred to it for consideration by members of the Institute or any body affiliated with the Institute of Australasian Psychiatrists Incorporated.
- (r) To further and promote the unity of the profession of psychiatry in the various States and Territories of the Commonwealth of Australia and to enter into all such agreements and generally take adopt and carry into effect all such steps as are by law authorised or required for such purposes or any of them.
- (s) To assist either by donations or otherwise:
- (i) necessitous members of the profession of psychiatry and their wives or husbands and all or any of their children;
 - (ii) organisations providing such assistance to any such persons mentioned in (i) above.
- (t) To do all such other lawful things as may be incidental or conducive to the promotion, attainment or carrying out of the foregoing objectives or any of them.

IN FURTHERANCE OF THESE OBJECTIVES

5. In furtherance of these objectives of the Institute:
- (a) To acquire in any manner whatsoever any real property to any estate or interest therein whether such real property be freehold leasehold or held under licence or permissive occupation or any personal property or any rights privileges or concessions; and to sell or transfer, sublet or otherwise dispose of any of the property of the Institute;
 - (b) To erect upon any property of the Institute any buildings required for the purposes of the Institute and to alter or re-construct such building;
 - (c) To borrow or raise and to secure repayment of money;
 - (d) To invest the moneys of the Institute in such forms of investment as are permissible by law for the investment of trust funds;
 - (e) To receive gifts or legacies and to make gifts;
 - (f) To accept and hold property on trusts calculated directly or indirectly to further the objects of the Institute;
 - (g) To effect insurances which are necessary or incidental to the activities of the Institute.

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(h) To employ officers and employees whether professional or otherwise when employment may be necessary or convenient for the furtherance of the objectives of the Institute and to pay to such persons any such salaries wages fees or emoluments as shall be appropriate and to dismiss any such persons and to establish manage support or make contributions to any fund calculated to benefit such persons or their dependents;

(i) To do all such other things as are incidental or conducive to the furtherance of the foregoing objects of the Institute.

MEMBERSHIP

Members

6. (a) Any medical practitioner who is in active practice in the field of psychiatry in Australia shall be eligible to apply to be a Member of the Institute of Australasian Psychiatrists, but must in any case hold a post-graduate qualification or experience acceptable to Health Insurance Committee . or be recognised as a consultant or specialist in psychiatry in an Australian State or Territory.

(b) Any medical practitioner who is in active practice in the field of psychiatry outside of Australia who holds a post-graduate qualification in psychiatry may also be eligible to be a Member of the Institute of Australasian Psychiatrist.

(c) Application for membership must be made to the Secretary on the form prescribed for this purpose by the Committee. A psychiatrist whose application for membership has been approved by a majority of the Committee present at a Committee meeting, shall be admitted to membership of the Institute. A Member so admitted shall not be entitled to take part in the management or conduct of the affairs of the Institute except as a member of the Committee properly appointed.

(d) After one year as a Member of the Institute of Australasian Psychiatrists a Member may apply to the Committee for recognition as a Fellow of the Institute of Australasian Psychiatrists. If the Committee grants this recognition the Member will be granted the qualification FIAPsych.

(e) Any psychiatrist, who in the opinion of the Committee, has made an outstanding contribution to the Institute, may be granted the FIAPsych. upon joining the institute.

Honorary Members

7. Any individual, hereafter called Honorary Member, who in the opinion of the Committee has made an outstanding contribution to furthering the objectives of the Institute or has rendered distinguished service to the Institute, may be elected to Honorary Membership of the Institute. Honorary members who have not been elected to the Committee may be invited to attend meetings of the Committee in an advisory capacity, but shall have no vote thereat.

Associate Members

8. Any medical practitioner who is in active practice in the field of medicine in Australia with a special emphasis on psychiatric aspects of medical practice shall be eligible to apply to be an Associate Member of the Institute of Australasian Psychiatrists Incorporated.

Other Classes of Members

9. The qualifications for and mode of admission of and the rights and privileges and obligations of other classes of Members shall be such as are prescribed by the By-laws.

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MEMBERSHIP LIST

10. The Secretary of the Institute shall keep a register of all the Members in respect of whom there shall be entered the full names and addresses of each Member, the class of membership, the dates when they became members and the dates when they ceased to be members and any other particulars as shall by the Companies Act be required to be entered therein and such further particulars as the By-laws shall from time to time prescribe.

SUBSCRIPTIONS

11. (a) Save as is otherwise provided by these Articles or by the By-laws every Member shall pay an annual subscription to the Institute of such an amount and at such times as may from time to time be prescribed by the By-laws or failing any By-law in that behalf as shall from time to time be determined by the Committee. No member shall be entitled to exercise their rights and privileges unless all moneys due and payable to the Institute have been paid.

(b) The Committee shall have power in its absolute discretion to determine the annual subscriptions for each class of member and to remit any annual subscription in arrears or any other moneys due by a member or other person to the Institute.

DURATION AND TERMINATION OF MEMBERSHIP

12. (a) Every Member shall remain a Member until his membership is terminated in accordance with the provisions in that behalf hereinafter contained.

(b) Membership of the Institute may be terminated in any of the following ways namely:
 (i) By resignation subject to such notice as may be prescribed by the By-laws.

(ii) Ipso facto by default in payment of the subscription due to the Institute for such period as may be prescribed by the By-laws.

(iii) By resolution of the Committee in accordance with the provisions of paragraph (c) of this article.

(c) If a Member shall commit a breach of these Articles or the By-laws or shall be guilty of dishonourable practices or conduct derogatory to the profession of psychiatry or conduct which is not in the best interests of the Institute of Australasian Psychiatrists or its members, the Committee may in its absolute discretion resolve to terminate the membership of such Member. The Committee shall not so resolve except at a meeting of which the Member concerned has been given at least thirty (30) days notice in writing specifying the grounds upon which his membership may be terminated. At such meeting the Member shall be entitled to be present and either by himself or his legal representative to put oral or written submissions to the Committee.

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RE-ELIGIBILITY

13. A person who was a Member of the Institute and ceased to be such shall not be eligible for re-admission as a Member of the Institute until he has made payment of the previous year's subscription (if any) due from him to the Institute at the date when his former membership ceased in the event of the Committee at its discretion requiring such payment.

COMMITTEE OF THE ASSOCIATION

14. The Committee of the Institute shall consist of:

(a) The Executive Officers.

(b) Not more than two Special Committee Members co-opted by the Committee for any special purpose, including cooption of representatives of special interest groups within the profession of psychiatry not otherwise represented on the Committee who shall serve on the Committee on equal terms with other Committee members and for a term of not more than one year. These appointments must be reviewed annually and if the Special Committee Member is not re-elected by the Committee then the appointment will cease.

(c) Observer Committee Members including Honorary Members of the Institute who may be invited by the Committee to attend Committee meetings and to participate in the meetings at the discretion of the Chairman but shall not be eligible for election as officers of the Institute by virtue of being such Observer Committee Members and shall not have a vote.

EXECUTIVE OFFICERS

15. (a) The Executive Officers of the Institute shall be the President, Vice President, Chairman of the Committee, Secretary and Treasurer and these officers shall comprise the Executive of the Institute.

(b) The Executive Officers shall have and enjoy such duties powers and privileges as prescribed by these Articles and as shall be determined from time to time by the By-laws in that behalf and failing any By-laws as shall be determined by the Committee.

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ELECTION OF EXECUTIVE OFFICERS

16. (a) The President

The President shall be elected annually in accordance with Article 17 and shall take office at the conclusion of the Annual General Meeting next after his election and shall continue in office until the conclusion of the succeeding Annual General Meeting.

(b) The Vice President

The Vice President shall be elected annually in accordance with Article 18 and shall take office at the conclusion of the Annual General Meeting next after his election and shall continue in office until the conclusion of the succeeding Annual General Meeting.

(c) The Chairman of the Committee, Deputy Chairman of the Committee, Secretary and Treasurer

The Chairman of the Committee, Deputy Chairman of the Committee, Secretary and Treasurer shall be elected at the AGM and will hold office until the following year's AGM. The Committee may fill any casual vacancies in its officers that may occur.

ELECTION OF MEMBERS OF THE BOARD

17. No later than four weeks before the Annual General Meeting in each year, the Secretary shall give notice to the Members of the Institute that nominations are invited for election of the President of the Institute for the ensuing year. Any such nomination shall be in writing, shall be signed by the Member nominated and by two other Members, and must be received at the Office (or at such other place as is specified in the notice for that purpose) no later than the time specified in the notice, which shall be not less than one week before the Annual General Meeting next following the date of publication of such notice.

18. No later than four weeks before the Annual General Meeting in each year, the Secretary shall give notice to the Members of the Institute that nominations are invited for election of the Vice President of the Institute for the ensuing year. Any such nomination shall be in writing, shall be signed by the Member nominated and by two other Members resident in the Area in respect of which the nomination is made, and must be received at the Office (or at such other place as is specified in the notice for that purpose) no later than the time specified in the notice, which shall be not less than one week before the Annual General Meeting next following the date of publication of such notice.

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19. No later than four weeks before the Annual General Meeting of each year the Secretary shall give notice to the Members of the Institute that nominations are invited for the election of the Treasurer of the institute for the ensuing year. Any such nomination shall be in writing, shall be signed by the Member nominated and by two other Members resident in the Area in respect of which the nomination is made and must be received at the Office (or at such other place as is specified in the notice for that purpose) no later than the time specified in the notice, which shall be not less than one week before the Annual General Meeting next following the date of publication of such notice.

20. No later than four weeks before the Annual General Meeting in each year, the Secretary shall give notice to the Members of the Institute that nominations are invited for election of the Secretary of the Institute for the ensuing year. Any such nomination shall be in writing, shall be signed by the Member nominated and by two other Members resident in the Area in respect of which the nomination is made, and must be received at the Office (or at such other place as is specified in the notice for that purpose) no later than the time specified in the notice, which shall be not less than one weeks before the Annual General Meeting next following the date of publication of such notice.

21. Where there is only one nominee for the position of President, Vice President Treasurer of Secretary as called for in articles 17, 18, 19, 20, respectively, these nominees shall be deemed to be elected. For each position for which there is more than one nomination an election shall be held at that Annual General Meeting.

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ELECTORAL AREAS

22. In their respective States and Territories, Members of the Institute of Australasian Psychiatrists may elect a Member to be the Chairman for that State or Territory. The Chairman may hold State or Territory meetings and may report on these at the Annual General Meeting.

POWERS AND DUTIES OF EXECUTIVE OFFICERS

23. (a) The President shall ex-officio be a member of the Committee. The President shall preside at all meetings of the Members of the Institute and all meetings of the Executive. The President shall advise the Secretary as the occasion may require and generally superintend the conduct of the Institute and between meetings of the Committee shall represent the Institute in all matters in consultation with the other members of the Executive. The President shall carry out such other duties and enjoy such privileges as are provided for in the By-laws or in the absence of By-laws as are determined by the Committee.

(b) The Vice President shall ex-officio be a member of the Committee. In the absence of the President the Vice President shall preside at all meetings of the Members of the Institute and all meetings of the Executive and shall carry out the other duties of the President. At other times the Vice President shall carry out such other duties and enjoy such privileges as are provided for in the By-laws or in the absence of By-laws as are determined by the Committee.

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(e) The Secretary shall record the minutes of each Committee meeting and circulate a copy of the same to Committee members within thirty days of each meeting. The Secretary shall send out notices of all Committee meetings along with the agenda for such meetings at least thirty days prior to the next meeting of the Committee. The Secretary shall send out all other notices as required by these Articles and by any By-laws of the Institute and conduct the correspondence in consultation with the President and keep a record thereof and shall keep and maintain the Register of members of the Institute. Also under the guidance of the Chairman of the Committee the Secretary shall generally administer the affairs of the Committee.

(f) The Treasurer shall keep proper accounts of all moneys received and expended on behalf of the Institute. He shall prepare an Income and Expenditure Account and Balance Sheet for each financial year and submit the same after certification by the Auditor to the Secretary of the Institute who shall distribute these to each Member of the Institute.

TERMINATION OF MEMBERSHIP OF THE BOARD

24. The office of a member of the Committee shall ipso facto be vacated:

- (a) At the end of the Committee member's term of office;
- (b) If the Committee member resigns in writing left at or sent by post to the Secretary or in his case to the President;
- (c) If the Committee member ceases to be a Member of the Institute;
- (d) A committee member may be a retired psychiatrist.

In the event of any casual vacancy on the Committee that vacancy shall be filled in the case of a Committee Member appointed under Article 18 by the Executive of the Section which the aforementioned Committee member represented.

FINANCIAL YEAR

25. The financial year of the Institute shall be the period beginning on 1st January and ending 31st December that year.

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AUDITOR

26. Auditors shall be appointed and their duties regulated in accordance with the Companies Act. They shall at the completion of each financial year examine the accounts and ascertain the correctness of the Treasurer's Income and Expenditure Account and Balance Sheet and certify thereto.

MEETINGS OF THE EXECUTIVE COMMITTEE

27. (a) There shall be not less than two ordinary meetings of the Committee in every year to be held as nearly as practical at six-monthly intervals.

(b) The Chairman shall determine the time and place at which the meetings are to be held.

(c) The business dealt with at such meetings shall be only as set out in the agenda circulated by the Secretary or as the Chairman shall direct.

(d) The quorum for a Committee meeting shall be deemed to exist when half of the members for the time being are present personally.

(e) Members of the Committee may be reimbursed at the discretion of the Committee from the funds of the Institute for their expenses in attending to the affairs of the Institute.

EXTRA-ORDINARY EXECUTIVE COMMITTEE MEETINGS

28. (a) The Secretary shall whenever required by a requisition signed by not less than half the members of the Committee, convene an Extra-ordinary Meeting of the Committee to be held within thirty days of such requisition. Such requisition shall set out the agenda to be discussed at Such Extra-ordinary Committee Meeting and a request for such Extra-ordinary Committee Meeting may be made by telephone to the Secretary but must be confirmed in writing within forty-eight hours.

(b) The rules governing the conduct of Ordinary Committee Meetings shall also apply to the conduct of Extra-ordinary Committee Meetings. No business shall be discussed at an Extra-ordinary Committee Meeting other than that notified in the agenda except that other business may be included at the request of not less than three-quarters of the members of the Committee present in person.

ANNUAL REPORT

29. The Secretary shall on or before the Annual General Meeting of the Institute of Australasian Psychiatrists Incorporated deliver to Members of the Institute an Annual Report which shall set out:

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- (a) The names of the Officers of the Institute, and other representatives and delegates of the Institute during the preceding year...
- (b) Details of the activities of the Institute during the preceding year.
- (c) Income and Expenditure Account and Balance Sheet signed on behalf of the Committee by two members of the Committee together with the Auditors Report and such other documents as shall be required by the Companies Act to be attached thereto.
- (d) A list of Names of Members of the Institute.

ANNUAL GENERAL MEETING

30. (a) An Annual General Meeting of the Institute shall be held once in every year at such time (being not more than fifteen months after the holding of the last preceding Annual General Meeting) and place as determined by the Committee but always before the 30th June.
- (b) Notice of the meeting shall be given to members at least twenty eight days prior to the meeting.
 - (c) The business of the Annual General Meeting shall be:
 - (i) To confirm the minutes of the previous Annual General Meeting,
 - (ii) To receive reports from the President on matters of importance to the Institute,
 - (iii) To receive reports from Chairmen of States and Territories,
 - (iv) To receive the audited financial statements for the preceding year,
 - (v) To elect the President, Vice President, Secretary and Treasurer for the following year.
 - (vi) To elect other Committee Members as deemed necessary such as the Ethics Co-ordinator, Registrar, IAP-CPD Co-ordinator and Assistant Secretary.
 - (d) The Secretary shall keep the minutes of the Annual General Meeting and shall forward a copy of the same to each Member of the Institute attending the meeting.

EXTRA-ORDINARY GENERAL MEETINGS

31. (a) All General Meetings of Members of the Institute other than the Annual General Meeting shall be Extraordinary General Meetings. The Committee may whenever it thinks fit convene an Extraordinary General Meeting.
- (b) The Committee shall upon a requisition made in writing as hereinafter provided by any twenty-five or more Members from each of not less than two Australian States convene an

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Extra-ordinary General Meeting. The requisition shall state the objectives of the meeting and shall be signed by those requesting the meeting and deposited at the Office. Upon receipt of such a requisition the Committee shall forthwith proceed to convene an Extraordinary General Meeting to be held as soon as practicable, and if the Committee does not within thirty (30) days from the date of the deposit of the requisition proceed duly to convene the meeting, those requesting the meeting may themselves convene the meeting but any meeting so convened shall not be held after the expiration of three months after the date of deposit.

(c) Extraordinary General Meetings shall also be convened and held as provided for in the Companies Act.

CONDUCT OF MEETINGS

32. (a) Questions arising at any meeting of the Institute or its Committee shall unless otherwise provided for by these Articles be decided by a majority of the votes.

(b) The Chairman shall have a deliberative vote and in the event of an equality of votes, a second or casting vote.

(c) From time to time meetings may be conducted by telephone conference. Voting at such conferences may be by post of telephone or electronic mail communication as decided by the conference.

POWERS OF THE EXECUTIVE COMMITTEE

33. (a) The management of the affairs and business and the control of the Institute shall be vested in the Committee and the Committee may without prejudice to any specific powers and discretions vested in it by the Articles exercise all such powers and discretions and do all such acts matters and things as may be exercised or done by the Institute.

(b) Without limiting the generality of the powers conferred upon the Committee by the preceding Article the Committee shall have power to make By-laws in conformity with the Articles of the Institute and to vary or rescind these By-laws from time to time.

(c) The Committee may from time to time at its discretion and in furtherance of the objects of the Institute borrow or raise or secure repayment of money.

(d) The Committee may delegate all or any of its functions powers and discretions to Committees consisting of such members of the Committee or of such other persons not being members of the Committee as the Committee may from time to time determine.

(e) Committees of the Committee may be either Standing Committees or Ad hoc Committees.

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- (f) The president shall be a member of all Committees of the Committee.
- (g) Any Committee of the Committee shall in the exercise of its powers conform to any regulations that may be imposed on it by the Committee.
- (h) To employ officers and employees whether professional or otherwise when employment may be necessary or convenient and to pay to such persons any such salaries, wages, fees or emoluments as shall be appropriate and to dismiss any such persons and to establish manage support or make contributions to any fund calculated to benefit such persons or their dependents.
- (i) The Committee shall be empowered to arrange for the provision of any administrative services, including office accommodation for the secretariat.

NOTICES

34. (a) A notice may be served by the Institute upon any Member either personally or by sending the same through the post in a prepaid letter envelope or wrapper addressed to such Member at his address in Australia appearing in the Register of Members or by publication of such notice in the Newsletter of the Institute and sending a copy of the Newsletter containing the notice to such Member at such address prepaid and addressed as aforesaid, provided that if such registered address is not in the Commonwealth of Australia no notice of meetings or other proceedings of the Institute shall be required to be sent.
- (b) Any notice sent by post or electronic media shall be deemed to have been served

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on the day not being a Sunday or public holiday next but one following that on which the letter envelope or wrapper containing the same is posted and in proving such service it shall be sufficient to prove that the letter envelope or wrapper containing the notice was properly addressed and put into the Post Office and a certificate in writing signed by the Secretary of the Institute that the letter envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.

(c) Where a given number of days notice is required to be given for any purpose in connection with the Institute the day of service shall be included but the day upon which such notice will expire shall not be included in such number of days.

DISSOLUTION

35. (a) The Institute shall be dissolved by resolution of Members of the Institute present personally or by proxy at a meeting of the Institute representing not less than two-thirds of the total number of Members for the time being. Forty-two days' notice of the meeting shall be given and such notice shall state the purpose of the meeting.

(b) In the event of such dissolution any property or goods (other than money) of the Institute shall be sold and all the proceeds of such sale plus any ready money subject to the payment of all just debts are to be divided amongst the States in proportion to the membership of the Institute in each State to foster the involvement and activities of psychiatrists in Australia.

ALTERATION TO CONSTITUTION

36. These Articles of Institute shall be reviewed by the Committee as and when needed and may be altered by a two thirds majority vote of members. Notice of motion of any proposed alteration of the constitution shall be given in writing to members and at least twenty-eight clear days before the meeting at which such notice of motion is to be considered and such notice shall specify the time and place of such meeting.

TRUSTEES

37. There shall be not less than three trustees of the Institute. The first trustees shall be appointed by the Committee and the property and assets of the Institute shall be vested in them. They shall deal with the property and assets of the Institute as directed by resolution of the Committee. The trustees shall hold office until death or resignation or until removed from office by a resolution of the Committee who may for any reason which may seem

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sufficient to a majority of them present and voting at any meeting remove any trustee or trustees from office. If by reason of any such death, resignation or removal it shall appear necessary to the Committee that a new trustee or trustees should be appointed or if the Committee shall deem it expedient to appoint an additional trustee or additional trustees the Committee shall by resolution nominate the person or persons to be appointed the new trustee or trustees. For the purpose of giving effect to such nomination the President is hereby nominated as the person to appoint new trustees of the Institute and he shall by deed duly appoint the person so nominated by the Committee as the new trustee or trustees of the Institute. Any statement of fact in any such deed of appointment shall in favour of a person dealing bona fide and for value with the Institute or the Committee be conclusive evidence of the fact so stated.

INDEMNITY

40. The Members of the Committee, the Trustees and every Member of a Committee, the Secretary and other Officers or servants of the Institute for the time being acting in relation to any of the affairs of the Institute and each of them shall be indemnified and saved harmless out of the funds of the Institute from and against all actions, costs, charges, losses, damage and expenses which they or any of them may incur or sustain or by reason of any act done concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts except such (if any) as they shall have incurred or sustained from their own wrongful and wilful neglect or default respectively and none of them shall be answerable for the cause neglect or default of the other or others of them or for joining in any receipt for the sake of conforming or for any bankers or other persons with whom any money or effects belonging to the Institute shall or may be lodged or deposited or for the insufficiency or deficiency of any security upon which the moneys of or belonging to the Institute shall be placed, put or invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto except if the same shall happen by or through their own wrongful act wilful neglect or default respectively.