



**The Association of Surveyors  
of Papua New Guinea Inc.**

**CONSTITUTION  
AND  
BY-LAWS**

**1989**

# **THE ASSOCIATION OF SURVEYORS OF PAPUA NEW GUINEA INC.**

## **CONSTITUTION**

1. The name of the Association is the Association of Surveyors of Papua New Guinea Inc.

### **2. OBJECTS**

The objects of the Association include the following:-

- (a) To promote the science and practice of surveying in all its branches, and the usefulness and efficiency of persons engaged therein.
- (b) To raise the character and status and advance the interests of the profession of surveying and those engaged therein.
- (c) To encourage the study of surveying and to improve and elevate the general and technical knowledge of persons engaged or intending to engage in the profession of surveying.
- (d) To promote and safeguard the interests of the profession of surveying generally.
- (e) To amalgamate, affiliate or co-operate with any other Institutions or Associations having objects altogether or in part similar to this Association, provided that in any amalgamation or affiliation the identity and autonomy of the Association of Surveyors of Papua New Guinea shall not thereby be lost.
- (f) To do all such things as the Association may think incidental or conducive to the attainment of the above objects or any of them.

### **3. PROPERTY**

- (a) The income and property of the Association shall be applied solely towards the promotion and carrying out of the objects of the Association. The Association shall not carry on any trade or business or engage in any transaction with a view to the pecuniary gain or profit of the members thereof. No part of the income or property of the Association shall be paid or transferred, by way of dividend or bonus or otherwise howsoever by way of profit to the members of the Association provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or servant of the Association in return for any service rendered to the Association or prevent the establishment of a benevolent fund for the officers and servants of the Association and their dependents or prevent the payment at the discretion of the Council of the Association of the expenses incurred by any member of the Association in attending meetings or otherwise undertaking business of the Association at the instance of the Council or the payment of the honoraria to office bearers.

- (b) If on the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other Association or Institution having objects similar to the objects of the Association to be determined by the members of the Association at or before the time of dissolution, and in default thereof by such judge of Papua New Guinea as may have or acquire jurisdiction in the matter.

#### **4. MEMBERSHIP**

- (a) Unless and until the By-laws of the Association shall otherwise provide there shall be six grades of members of the Association termed respectively Honorary Fellows, Fellows, and Members, who shall be corporate members, Associates, Technical Associates and Students. Associates, Technical Associates and Students shall possess all the rights and privileges of corporate members except the right to hold office and to vote.

The members of the Association shall consist of:

- (i) The several persons who immediately before the adoption of this Constitution were financial members of the Association.
- (ii) All persons from time to time elected or transferred to any grade of membership in accordance with the By-laws of the Association.
- (b) The qualifications methods and terms of admission privileges and obligations of members including liability to expulsion removal of name from the Register of the Association or suspension and conditions of resignation from membership shall be such as the By-laws of the Association shall direct.
- (c) Unless and until the By-laws of the Association shall provide for a change in such designations a member of the Association shall be entitled to the exclusive use after his name of the following abbreviated designation as applicable:

Honorary Fellow	Hon. F.A.S.P.N.G.
Fellow	F.A.S.P.N.G.
Member	M.A.S.P.N.G.
Associate Assoc.	A.S.P.N.G.
Technical Associate	Tech. A.S.P.N.G.

## **5. COUNCIL**

- (a) The governing body of the Association shall be the Council.
- (b) The Council shall consist of such members of the Association holding such qualifications and elected or nominated in such manner holding office for such periods and on such terms as to re-election or renomination and otherwise as may be prescribed by the By-laws of the Association.
- (c) The Council shall have the sole control management and superintendence of the property income affairs and concerns of the Association and may appoint such Secretaries and Officers as shall in its discretion be deemed necessary and if not contrary to or inconsistent with the provisions of this Constitution or any By-laws made hereunder may do all such acts as may appear to it to be necessary or desirable for the purpose of carrying into effect the objects of the Association and in particular and without prejudice to the foregoing powers the Council shall have the following powers:
  - (i) To accept any gift of property for any of the objects of the Association;
  - (ii) To invest any moneys of, or belonging to the Association, in such manner as may from time to time be determined;
  - (iii) To borrow raise or secure the payment or repayment of moneys in such manner as "it may think fit;
  - (iv) To purchase, take on lease, construct maintain or alter any building or works necessary or convenient for the purpose of the Association; and
  - (v) To sell lease mortgage dispose of or otherwise deal with all or any part of the property of the Association.
- (d) The Council shall have power, if necessary, to control and conduct examinations in surveying and cognate subjects and issue certificates subject to such regulations as may from time to time be determined in general meeting.

## **6. MEETINGS**

The meetings of the Association shall be of such classes and shall be held for such purposes as may from time to time be prescribed by the Bylaws of the Association and the rights of the several grades of members shall except as herein otherwise provided be such or subject to such restrictions as may be prescribed by the By-laws of the Association.

The majority of the corporate members present in person or by proxy and voting at a General Meeting of the Association specially called for the purpose of which due notice has been given, shall have power from time to time to make such By-laws as shall have been deemed by the Council to be requisite and convenient for the regulation, government, and advantage of the Association, its members, and property and for the furtherance of its objects and purposes and from time to time to revoke alter or amend any By-laws to be made under this Constitution but such revocation alteration or amendment shall be subject to the recommendation of the Council and until such By-laws shall be made the provisional By-laws appended hereto shall have effect.

## **7. ALTERATION OF CONSTITUTION**

This Constitution may only be altered amended or added to by a resolution passed by an affirmative vote of not less than two thirds of the Corporate Members voting. Not less than thirty days notice shall be given to the members specifying the alterations proposed and voting on any such resolution shall be by postal vote or by a vote of those Corporate Members present at the Annual General Meeting.

## **8. DISSOLUTION**

The Association shall continue until a resolution shall be passed by a three-fourths majority of the members thereof for its dissolution at a meeting duly convened for that purpose in accordance with this Constitution.

## **9. COMMON SEAL**

The Common Seal of the Association shall be a rubber stamp with the words "Association of Surveyors of Papua New Guinea" in a circle around the words "Common Seal".

# **BY-LAWS**

## **1. DEFINITIONS**

In these By-laws unless there is something in the subject or context inconsistent therewith -

"Association" means the Association of Surveyors of Papua New Guinea.

"The Council" means the Council of the Association.

The word "Members" means and includes Honorary Fellows, Fellows, Members, Associates, Technical Associates and Students.

"Corporate Member" means and includes an Honorary Fellow a Fellow and Member of the Association.

"Office Bearer" means any member holding honorary office in the Association for the time being.

"Officer" means any salaried employee or servant of the Association.

"In writing" and "written" include printing, lithography and other modes of representing and reproducing words in a visible form.

Words importing the singular number only include the plural number and vice versa.

"Month" means calendar month.

## **2. MEMBERSHIP OF THE ASSOCIATION**

The Association shall consist of six grades of members who shall be designated Honorary Fellows, Fellows, Members, Associates, Technical Associates and Students. The Honorary Fellows, Fellows and Members shall be Corporate Members of the Association.

### **3. REGISTER OF MEMBERSHIP**

The Secretary shall keep a register of all members in which will be recorded such particulars as the Council may from time to time prescribe. No name or designation shall be entered in the Register save on the authority of a resolution of the Council recorded in the minute books nor shall any name be removed from the Register except under the provisions of these By-laws, or in the event of the resignation or decease of a member, nor shall any designation entered therein be changed save on like authority. Every member shall furnish the Council with all required information to enable it to compile a record of his qualifications and place of residence and business and any alteration thereto.

### **4. QUALIFICATION FOR MEMBERSHIP**

#### **(A) QUALIFICATION OF FELLOWS**

- (i) Fellows shall comprise all those persons who have been elected into the grade of Fellow so long as their names remain on the Register as such.
- (ii) Such additional Fellows shall be elected by the Council from nominations of members who have rendered conspicuous service to the profession.
- (iii) The number of Fellows shall not exceed 20 per centum of the total corporate Membership.

#### **(B) QUALIFICATION OF MEMBERS**

- (i) Members of the Foundation Association at the time of formation of the Association shall be accepted as members of the Association.
- (ii) Additional Members shall comprise all those persons who have been elected into the grade, of Member so long as their names remain on the Register as such.
- (iii) A candidate for election, or transfer into this grade shall produce evidence to the satisfaction of the Council,

- (a) That he is at least 21 years of age

AND

that he holds a Certificate of Competency issued by the Surveyor's Board of Papua New Guinea, an Australian State or New Zealand or is a graduate of at least two years' standing of a School of Surveying recognised by The Association as being of a standard not less than that Certificate.

OR

- (b) That he is at least 23 years of age

AND

that he has been trained as a surveyor and having been engaged for at least four years excluding apprenticeship training, pupilage or training in the practice of the profession of surveying, shall have gained thereby experience deemed satisfactory to the Council

AND

that he has passed in or been exempted in whole or in part from passing the Membership Examination of the Association and in the case of a partial exemption has passed the subjects for which exemption has not been granted.

OR

(c) that he is at least 40 years of age

AND

that he has been trained in a branch of surveying to the satisfaction of the Council,

AND

that he has been professionally engaged in the practice of surveying for a period of not less than 10 years, 5 years of which shall have been in a responsible technical executive position

AND

that he has submitted a satisfactory thesis on a subject prescribed by the Council, unless he is over the age of 50 years and in the opinion of the Council his eminence in the profession is such that a thesis is not necessary

OR

(d) that in the unanimous opinion of the Council his professional qualifications and status are not less than that of a Licensed Surveyor and such that he is worthy of Corporate Membership.

### (C) QUALIFICATION OF HONORARY FELLOWS

(i) Honorary Fellows shall comprise all those persons who have been elected into the grade of Honorary Fellow so long as their names remain on the Register as such.

(ii) Honorary Fellows shall be either distinguished persons who from their position have been or are able to be of assistance to the Association in carrying out its aims or persons eminent in science and experienced in pursuits kindred to those of the Members of the Association.

### (D) QUALIFICATION OF ASSOCIATES

(i) Associates shall comprise all those persons who have been elected into the grade of Associate so long as their names remain on the Register as such

(ii) A candidate for election or transfer into this grade shall produce evidence to the satisfaction of the Council,

(a) That he is at least 21 years of age,

AND

has been trained as a Surveyor to the satisfaction of the Council

AND

has passed in or obtained exemptions in such examinations as the Council may from time to time prescribe

OR

(b) That he is trained and engaged in a branch of the profession of Surveying for a period of not less than 10 years, 5 years of which shall have been in a SENIOR technical position with interests, attainments and status which enable him to promote the Objects of the Association as defined in Clause 2 of the Constitution

OR

(c) That he is trained and engaged in an allied profession, and has interests, attainments and status which, in the unanimous opinion of the Council, enable him to promote the Objects of the Association as defined in Clause 2 of the Constitution

OR

(d) That he is a Commissioned Officer of the Royal Australian Survey Corps, Australian Regular Army or a First Grade Assistant Surveyor of the Hydrographic Service, Royal Australian Navy.

(E) QUALIFICATION OF TECHNICAL ASSOCIATES

(i) Technical Associates shall comprise all those persons who have been elected into the grade of Technical Associate so long as their names remain on the register as such

(ii) A candidate for election or transfer into this grade shall produce evidence to the satisfaction of the Council

(a) That he holds a Certificate of Surveying from the Papua New Guinea University of Technology or from another technical institution recognised by the Association AND

(b) that he has a minimum of five years post certificate experience to the satisfaction of the Council

(F) QUALIFICATION OF STUDENTS

(i) Students shall comprise all those persons who have been elected into the grade of Students so long as their names remain on the Register as such

(ii) A candidate for election into this grade shall produce evidence to the satisfaction of the Council

(a) That he is not less than 16 years of age  
AND

(b) that he has passed in or been exempted in whole or in part from such examination as may be prescribed by the Council and in the case of partial exemption has passed in the subjects for which exemption has not been granted  
AND

(c) that he has received or is receiving training as a Surveyor and has received or is intending to obtain such practical and scientific training as will fit him for engagement in the profession of surveying.

(iii) No person shall remain in the grade of Student for more than eight years or if he becomes eligible for a higher grade of membership.

(G) INTERPRETATION

For purposes of interpretation of this By-law the following shall be considered branches of the Profession of Surveying:

- (a) Geodetic Surveying
- (b) Topographic Surveying
- (c) Aerial Surveying
- (d) Hydrographic Surveying
- (e) Cadastral Surveying
- (f) Engineering Surveying
- (g) Mining Surveying
- (h) Geological Surveying
- (i) Cartography



and such other branches of the profession as the Council may from time to time determine.

(H) Council shall prepare a set of regulations governing admission qualifications to any grade of membership as it may consider to be necessary to standardise admission qualifications to such grades.

Such regulations shall delineate examination and examining authorities or other qualifications which council considers to be appropriate to the relevant grades of membership from time to time.

## **5. COUNCIL**

Constitution of the Council:

- (a) The Council shall consist of the President, Vice-President, Honorary Secretary, Honorary Treasurer and five Councillors.
- (b) If through any cause the office of President or Vice-President becomes vacant the Council shall elect from its own number a successor for the unexpired portion of the term of the President or VicePresident ceasing to hold office.
- (c) If through any cause there should occur a vacancy or vacancies on the Council, other than in the office of President or Vice-President, the Council may appoint any Corporate Member or Corporate Members to fill such vacancy or vacancies. Any such appointment shall be for the unexpired portion of the term of the Councillor ceasing to hold office.

## **6. OFFICE BEARERS AND COUNCILLORS**

- (a) The term of office for Councillors shall be for 2 years, with 4 being elected in even-numbered years and 5 in odd-numbered years. All members of the Council shall be eligible for renomination and election.
- (b) Prior to each Annual General Meeting, nominations shall be called for 4 or 5 Councillors as the case may be. Nominations shall be submitted by post to the Secretary before a specified date, following which a postal ballot shall be conducted under such conditions as the Council may prescribe. The results of the ballot shall be declared at the ensuing Annual General Meeting.
- (c) The Concillors shall, as soon as possible following the ballot in (b) above elect from amongst their number a President, a Vice-President, an Honorary Secretary and an Honorary Treasurer for the ensuing year.

## **7. QUALIFICATION OF MEMBERS OF COUNCIL**

No person other than a Corporate Member shall be eligible for election to the office of President, Vice-President, Secretary, Treasurer or Councillor.

## **8. HONORARY SECRETARY AND HONORARY TREASURER OF THE ASSOCIATION**

- (a) It shall be the duty of the Honorary Secretary under the direction of the Council to conduct the ordinary business of the Association in accordance with the Constitution and these By-laws. He shall be required to keep an accurate record of the proceedings of the Association and the Council; to keep the Secretary's Register and the Liaison Register of the Association; to conduct the correspondence of the Association; to give notice of all meetings of the Council and General Meetings of the Association; to authorise the release of all official publications of the Association; to have custody and use of the Common Seal; to prepare and keep a register of officials and committee members; to be responsible for Council's procedure regulations.
- (b) It shall be the duty of the Honorary Treasurer under the direction of the Council to conduct the financial business of the Association in accordance with the Constitution and these By-laws. He shall be required to keep an accurate record of the financial transactions of the Association; to keep the Treasurer's Register of the Association; to direct the collection of subscriptions and the preparation of the accounts of expenditure of the funds, and to present all the accounts of expenditure of the Association to the Council for inspection and approval and to conduct the financial correspondence of the Association.

## **9. MANAGEMENT**

- (a) The Council shall have the management and direction of the affairs of the Association and shall do all such acts as appear to it necessary or desirable for the purpose of carrying into effect the objects of the Association subject to the provisions of the Constitution and these By-laws.
- (b) Procedure -for the purpose of securing uniformity of interpretation and application of the provision of these By-laws, the Council shall prepare and adopt a series of regulations which shall govern procedure. Such regulations shall be adopted or may be amended by a concurring vote of not less than a majority of the Council provided that the text of a proposed regulation or amendment thereof shall be forwarded by post to each member of the Council at least thirty days before the meeting at which a vote on the same is to be taken.

## **10. MEETING OF COUNCIL**

There shall be at least two meetings of the Council in each year. The quorum of the Council shall be such as may from time to time be determined by the Council. For the purpose of this By-law a substitute of a member of the Council shall be deemed to be a member of the Council.

## **11. SUBSTITUTE COUNCILLORS**

A member of the Council who may be unable to attend a Council meeting shall have power to appoint a Corporate Member to act as his substitute for such meeting. Notice of each appointment under this By-law shall be given to the Honorary Secretary on the approved form prior to such meeting and the substitute shall have the same right of deliberation and voting as the member of the Council appointing him.

## **12. APPOINTMENT OF STANDING AND OTHER COMMITTEES**

- (a) The Council shall at the first meeting in each term of office appoint such Standing Committees as may be deemed necessary for the direction under its supervision of special phases of the work of the Association. The Finance Committee of which the Honorary Treasurer shall be "ex-officio" a member shall include at least three members of the Council. Other standing committees shall include at least one member of the Council.
- (c) The Council may at any time appoint such other Committees as it may consider advisable. These Committees shall report to the Council and perform their duties under its supervision.
- (c) The President shall be "ex-officio" a member of all Committees.

## **13. REPLACEMENT OF OFFICERS**

The Council may at any time authorise any office-bearer, officer, other person or Committee to perform any acts or functions which in these By-laws may be prescribed to be performed by any special office-bearer, officer, other person or Committee whenever by reason of death absence disability or other cause sufficient ground therefor shall be apparent to the Council.

## **14. UNCONSTITUTIONAL ACTS BY COMMITTEES OR OFFICE-BEARERS**

The Council shall investigate any alleged or apparent irregularity or unconstitutional act of any Committee or Office-bearer coming within its knowledge and if it thinks fit shall call upon that Committee or Office-bearer for an explanation thereof. If the explanation be deemed insufficient the Council shall enquire further into the matter and if satisfied that a breach has been committed it shall notify the offending Committee or Office-bearer to that effect and require compliance with the Constitution and these By-laws. Should any Committee or Office-bearer disregard such instructions the Council may forthwith dissolve such Committee or remove from Office such Office-bearer and appoint another Committee or Office-bearer to carry out the duties for the unexpired term of office. These By-laws shall apply to all Committees and Office-bearers of or within the Association.

## **15. FINANCIAL PROVISIONS**

The collection of entrance fees, transfer fees and subscriptions due in respect of membership of the Association shall be entrusted to the Council.

## **16. FEES AND SUBSCRIPTIONS**

- (a) Fees shall not be payable by Honorary Fellows.
- (b) Annual Subscriptions and fees for each financial year shall be fixed by the Annual General Meeting preceding the financial year in which they are due.
- (c) Subscriptions and fees shall be due on the first day of January in each year for the year then commencing, and shall be payable on or before the last day of March in that year.

Council may impose a penalty for late payment, or alternatively may offer a reduction for payments made before the end of March, such penalty or reduction not to exceed 10 per cent of the amount fixed in (b) above.

## **ADMISSION, TRANSFER, REGISTRATION & EXPULSION**

### **17. ELECTION OF HONORARY FELLOWS AND FELLOWS**

A proposal for the election to the grade of Honorary Fellow or Fellow shall be signed by not less than six corporate members.

A copy of the nomination so received shall be forwarded to each member of the Council at least one month prior to the meeting at which the nomination is to be considered.

At least four-fifths of the Council must vote in person or by proxy, and at least four-fifths of the votes cast must be in favour of the nomination to secure its approval.

A nomination which fails may not be re-submitted for consideration until the expiration of a period of not less than twelve months.

### **18. PROPOSALS FOR ADMISSION AND TRANSFER**

A proposal for admission as Member, Associate, Technical Associate or Student or for the transfer from one grade into another shall be in accordance with a prescribed form in which over the Candidate's signature the name, age, postal address, qualifications and experience of the candidate shall be distinctly stated and which shall contain an undertaking by the candidate if and when elected or transferred to conform to the Constitution and these By-laws. A proposal for admission or transfer to the grade of Member, Associate or Technical Associate shall be signed by a proposer and a seconder who shall be Corporate Members and shall also bear the names of three other persons to whom confidential enquiries regarding the candidate may be addressed. A proposal for the admission to the grade of Student shall be signed by not less than two Corporate Members. A Corporate Member signing a proposal must certify personal knowledge of candidate and a full conviction of his suitability for admission or transfer to the grade specified on the proposal.

### **19. REGULATIONS COVERING ADMISSION AND TRANSFER**

The Council shall prescribe regulations governing procedure in matters relevant to the consideration of applications for admission to membership for grade transfer of membership.

### **20. CONSIDERATION OF OTHER THAN TECHNICAL QUALIFICATIONS**

The Council may refuse to approve the application for admission or transfer of any applicant whose character reputation or professional conduct makes his admission or transfer in its opinion undesirable.

### **21. UNSUCCESSFUL APPLICATIONS**

(a) Rejection by the Council of a proposal for admission or transfer shall be recorded in the Minutes of the Council together with the reason therefor if the proposal shall have been rejected only on account of the candidate's technical qualifications or experience being

deemed unsatisfactory. If the proposal shall have been rejected for any other cause the reason for rejection shall not be noted in the minutes.

(b) Following the rejection of an application the candidate concerned shall be notified of the fact but need not be furnished with any reason for the rejection. The candidate may not renew his application within one year from the date of such notification.

## **22. REGISTRATION UPON ELECTION OR TRANSFER**

When a candidate is elected or transferred he shall be notified according to a prescribed form and his name shall be enrolled on the Register of the Association 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 two months after the date of his election or transfer which otherwise shall become void; but the Council may in particular cases extend the time.

## **23. CERTIFICATE OF MEMBERSHIP**

Every Corporate Member, Associate and Technical Associate shall be entitled to an appropriate certificate of membership on payment of the prescribed fee but all certificates issued shall be the property of the Association and must be returned by any person who has resigned or whose name has been removed from the Register upon receipt of notice requiring him so to do.

## **24. RIGHTS AND PRIVILEGES OF MEMBERS NOT TRANSFERABLE**

Except as provided by By-laws 11 and 61 rights and privileges of a member shall be personal to himself and shall not be transferrable nor transmittable by his own act or by operation of law and all such privileges shall cease immediately upon the removal of the member's name from the Register.

## **25. RESIGNATION**

A member of any grade desiring to discontinue his membership of the Association shall tender his resignation in writing to the Secretary. If all of the member's dues and other indebtedness has been paid no further liabilities in respect of subscriptions to membership as from the date of receipt of the resignation shall accrue and the Secretary shall accept the resignation and notify the Council. If all of the member's dues and other indebtedness have not been paid the resignation shall not be accepted but the Secretary if he considers that there have been circumstances in extenuation of the failure to make such payment shall refer the case to the Council which may authorise the acceptance of the resignation with exemption from payment of all or any of the indebtedness or subject to the member being liable for the subsequent payment of all or any of the indebtedness.

A member's name shall be removed from the Register as from the date on which his resignation becomes effective.

## **26. SUSPENSION OR EXPULSION OF MEMBERS**

(a) The Council shall have power to suspend (for such period as it shall think fit) or expel any member who in the opinion of the council has failed to observe a high and honourable standard of professional conduct or the requirements of these By-laws.

- (b) The Council may if it shall think fit appoint from time to time a Committee to investigate any complaint that a member has failed to observe a high and honourable standard of professional conduct or has been guilty of a breach of the By-laws or may if it shall think fit investigate any such complaint itself. .
- (c) The Councillor the Committee appointed by it as aforesaid shall cause the Secretary to give to the member in respect of whom the complaint has been received particulars in writing of the improper conduct or breach of the By-laws alleged against such member and such member shall within such time as shall be limited in such notice (not being less than twenty-eight days after service of such notice upon him) furnish to the Secretary in writing a full explanation and answer to such allegation. .
- (d) If the member shall duly furnish such explanation and answer as aforesaid the Council or the Committee (as the case may be) shall with all convenient speed (but after giving such member an opportunity to be heard in his own defence) determine whether the member has in fact failed to observe a high and honourable standard of professional conduct or has been guilty of a breach of these By-laws and if the matter is heard and determined by the Committee such Committee shall forthwith report its determination in writing to the Council which may either confirm or reject such determination.
- (e) If such member shall fail to furnish an explanation and answer within the time hereinbefore provided any Committee appointed as aforesaid to investigate the complaint shall report to the Council the failure by the member to furnish such explanation and answer and the Council shall proceed (but after giving such member an opportunity to be heard in his own defence) to determine whether the member has failed to observe a high and honourable standard of professional conduct as aforesaid or has been guilty of a breach of these By-laws.
- (f) If the Council determines in accordance with paragraph (d) or paragraph (e) of this By-law that a member has failed to observe a high and honourable standard of professional conduct as aforesaid or has been guilty of a breach of these By-laws the Council may either resolve that although such allegation has been proved the matter is not sufficiently serious to warrant the suspension or expulsion of the member or may by a two-thirds majority of the members of the Council present and voting at the meeting resolve that such member be suspended from the rights and privileges of membership of the Association for such period as the Council in such resolution shall determine or that the member be expelled from the Association.
- (g) Any member suspended in accordance with this By-law shall have no right to vote at any meeting or to hold any office in the Association or to have or exercise any of the other rights or privileges of membership during the period of his suspension.
- (h) Any member expelled from the Association in accordance with this By-law shall cease to be a member of the Association and shall have thenceforth no rights or interest in any property or assets of the Association.
- (i) The Secretary shall forthwith give to any member suspended or expelled in accordance with this By-law notice in writing of such suspension or expulsion.
- (j) For the purpose of this By-law, a substitute of any member of Council appointed under By-law 11 shall be deemed to be a member of the Council.

## **27. LIFE MEMBERSHIP**

The composition of subscriptions for the purpose of paying for Life Membership shall not be permitted.

## **28. PERMANENT EXEMPTION FROM ANNUAL SUBSCRIPTION**

A Fellow, Member, Associate or Technical Associate who has reached the age of 60 years may be exempted from the annual subscription at the discretion of the Council, but in any case such a member having reached the age of 65 years, shall be exempted from the payment of further annual Subscriptions on application to the Council.

## **29. TEMPORARY EXEMPTION FROM ANNUAL SUBSCRIPTIONS**

The Council may exempt from year to year from the payment of his annual subscription a member who from ill-health advanced age or other 'sufficient cause is unable to carry on the practice of his profession.

The Council may also exempt any such individual from the payment of any subscription which may be in arrears.

## **30. ARREARS OF DECEASED MEMBERS**

The Council may exempt the estate of any deceased member from the payment of arrears of subscription.

## **31. ARREARS**

A member whose Subscription for the current year has not been paid by the first day of April shall be notified by the Secretary and advised of the provisions of By-laws 25 and 32.

## **32. ERASURE FROM THE REGISTER**

- (a) In the event of a member continuing in arrears for three months after notification under By-law 31, the Council shall be advised and it shall have the power to erase the name of the defaulter from the "register.
- (b) For any erased member that member remains responsible for unpaid dues and other indebtedness but no further liabilities in respect of subscriptions to membership as from the date of erasure shall accrue.

## **33. REINSTATEMENT AND READMISSION WITHOUT FEE**

The Council if it finds good reason to do so may reinstate under such conditions as it may prescribe a person whose name has been removed from the Register under the provisions of By-law 32 or may in special circumstances exempt from the payment of an entrance fee a candidate for membership who has previously been a member of the Association.

## **GENERAL MEETINGS**

### **34. DEFINITION OF GENERAL MEETING**

A General Meeting of the Association shall mean a meeting to which all members are summoned.

### **35. ANNUAL GENERAL MEETING**

An Annual General Meeting of the Association shall be held in each calendar year on such date and at such time and place as the Council may determine.

The business of an Annual General Meeting shall be to:

- (a) Receive the report of the Council; .
- (b) Receive the balance sheet and annual accounts of the Treasurer for the preceding year;
- (c) Declare the results of the ballots for the election of Councillors for the ensuing year;
- (d) Install the President-elect;
- (e) Elect an Auditor;
- (f) Fix the annual subscriptions and fees. Any proposed changes in subscriptions and fees shall be set out in the notice convening the meeting; and
- (g) Consider any other business as provided in By-law 38.

### **36. SPECIAL GENERAL MEETING**

The Council may convene a Special General Meeting whenever it thinks fit.

The Council shall also upon a requisition in writing signed by any 30 per cent or more Corporate Members convene a Special Meeting and shall take steps to this end within 21 days of the lodging with the Secretary of the Association of the requisition which shall clearly set out the object of the proposed meeting.

If the Council fails to take the necessary action within the prescribed time the requisitionists or any 30 per cent of the Corporate Members may themselves convene a meeting and for this purpose shall have such access to the records as will enable them to convene the meeting in the manner prescribed by By-laws 38 and 58.

### **37. NOTICE OF GENERAL MEETINGS**

The Council shall not less than twenty-eight days nor more than sixty days before any General Meeting send to the members a notice setting out the date, place and hour of meeting and the business to be considered thereat, but the non-receipt of such notice by any member or the incidental omission to give notice to any member shall not invalidate the proceedings of the meeting.



### **38. NOTICE OF BUSINESS TO BE BROUGHT FORWARD**

The Council shall determine and include in the notice convening any General Meeting, the business to be considered at the meeting. Such business shall include any matter of which notice has been given to the Council not less than forty-two days before the meeting by any Corporate Member providing however that business not appearing in the notice convening the meeting may be brought forward at the meeting by the Council or by any Corporate Member with the consent of the meeting.

### **39. CHAIRMAN OF GENERAL MEETING**

The President shall preside as Chairman at any General Meeting at which he is present.

In the absence of the President the Vice-president shall preside. In the absence of both office-bearers the members present shall choose one of their number to be Chairman.

### **40. QUORUM AT GENERAL MEETING**

A quorum at a General Meeting shall consist of twenty corporate members.

### **41. PROCEDURE WHEN QUORUM IS NOT PRESENT**

If at any General Meeting a quorum be not present within thirty minutes after the time appointed for the meeting:

- (a) The meeting if convened in accordance with a requisition made under By-law 36 shall be abandoned.
- (b) In the case of the Annual General Meeting the business that may be considered shall be restricted to the reception of the annual report and statement of account, the declaration of the results of the ballots for the election of office-bearers for the new year, the installation of the President-elect, and the election of an Auditor or Auditors if the number of nominations for Auditor be not in excess of the number to be appointed.

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

- (c) (i) 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.
  - (ii) An adjourned meeting required on account of the lack of a quorum at any General Meeting shall be held within fourteen days of that meeting at a time and place to be appointed by the Chairman of the General Meeting; it shall not be necessary to give written notice of such adjourned meeting.
  - (iii) If at such adjourned meeting a quorum be not present within thirty minutes of the time appointed, the members present shall form a quorum and may consider the business for which the meeting was called.
  - (iv) If at any period in the course of a General Meeting a quorum be no longer present the foregoing conditions regarding adjournment, if brought under the notice of the Chairman, shall apply.

- (v) Adjournment of General Meeting.

If at a General Meeting all the business appointed to be done be not completed, the Chairman may with consent of the meeting adjourn the meeting from time to time, and from place to place, but 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**

### **42. VOTING AT GENERAL MEETINGS**

- (a) Any motion or amendment proposed or seconded at a General Meeting (not being a motion involving any addition, alteration or amendment to these By-laws) shall be put by the Chairman and decided by a majority of the Corporate Members present on a show of hands provided that a division may be called by the Chairman or demanded by any ten Corporate Members present.
- (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 proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such motion.
- (c) A motion if carried shall be a resolution of the Association in General Meeting unless a postal vote be demanded as provided in By-law 44.
- (d) PROXIES. On a show of hands every member present in person shall have one vote. On a division or poll every member present in person or by proxy shall have one vote. No person shall be appointed a proxy who is not himself a Corporate Member of the Association and entitled to be present and vote in his own right at the meeting.

### **43. CHAIRMAN'S SECOND OR CASTING VOTE**

In the case of a vote by show of hands or division the Chairman of the meeting shall in the case of an equality of votes have a second or casting vote.

### **44. DEMAND FOR A POSTAL VOTE**

- (a) At any time before the conclusion or adjournment of a General Meeting any ten Corporate Members present may demand a postal vote on any motion (not being a motion for the appointment of a Chairman or Scrutineers, or for the adjournment of the meeting) which has been put to the meeting.
- (b) The demand for a postal vote shall not prevent the continuance of the meeting.
- (c) A demand for a postal vote may be withdrawn.

### **45. RESULT OF POSTAL VOTE TO BE DEEMED A RESOLUTION IN GENERAL MEETING**

The General Meeting at which a postal vote is demanded shall appoint two scrutineers (one at least of whom shall be a member of the Council) who shall open the voting papers count the

votes and report in writing to the Council the result of the voting which shall be deemed to be a resolution of the association in General Meeting.

#### **46. POSTAL VOTES**

The Council may at any time take a postal vote on matters relating to the affairs of the Association.

#### **47. PROCEDURE FOR A POSTAL VOTE**

A postal vote shall be taken by sending a copy of the proposed resolution or resolutions and a voting paper to each Corporate Member by post in the manner provided in By-law 58. In the case of a postal vote demanded at a General Meeting the voting paper shall be sent within fourteen days after such meeting and be returnable not later than 30 days after the meeting.

#### **48. RIGHT TO VOTE**

- (a) All Corporate Members except those whose subscriptions are in arrears for more than twelve months shall be entitled to vote on any matters raised in General Meetings of the Association or in postal ballots conducted by the Council.
- (b) An Associate or Student may join in the discussions of any business brought before a General Meeting of the Association, but may not vote thereon.

#### **49. THE JOURNAL OF THE ASSOCIATION**

- (a) The Official organ of the Association shall be known as The Journal of the Association of Surveyors of Papua New Guinea and incorporated therein until such time as the Council shall otherwise decide shall be the Transactions of the Association being the official record of technical papers presented to the Association and selected for publication, the annual report of the Council, and the audited statements of account.

The transactions may also include the reports of the discussions of selected papers presented to the Association, the presidential address, and such other matters as may be specially approved.

- (b) The Journal of the Association shall be the medium for the dissemination of information regarding the activities of the Association and for the publication of any matters incidental to the promotion of the objects of the Association.

### **PROFESSIONAL CONDUCT**

#### **50. PROFESSIONAL CONDUCT**

- (a) All members of the Association shall observe, and shall be bound by the "Code of Ethics" as approved by the Council and ratified in general meeting from time to time and issued to the members.
- (b) Any alleged breach of this By-law shall, when brought under the notice of the Council, be investigated, and the Council may exercise the powers conferred on it by

the Constitution and these By-laws in respect of the temporary limitation of the privileges of membership or deal with the matter under By-law 26.

- (c) Nothing in this By-law shall limit the power of the Council under By-law 26.

## **FINANCIAL PROCEDURE**

### **51. STATEMENTS OF ACCOUNT OF THE ASSOCIATION**

The Council shall cause true accounts to be kept of all sums of money received and expended by the Association and of matters in respect of which such receipt and expenditure takes place and of all property credits and liabilities of the Association.

### **52. OPERATION ON THE FUNDS OF THE ASSOCIATION**

All moneys belonging to the Association received at the Headquarters shall be deposited in the account of the Association to be opened at a bank approved by the Council and payments of all accounts that are certified as correct by the Councillor by the executive Committee of the Council shall be made therefrom by cheque on such bank signed by any two of - the President, Vice-president, Honorary Secretary, Treasurer and one Councillor.

### **53. FINANCIAL YEAR**

The financial year of the Association shall close on the thirty first day of May in each year, until otherwise determined by the Council.

### **54. ANNUAL AUDIT OF THE ACCOUNTS OF THE ASSOCIATION**

Once at least in every year the accounts of the Association shall be audited by a qualified Auditor or Auditors appointed by the Association in the manner prescribed in By-law 55 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 Association.

### **55. ELECTION OF AUDITORS**

- (a) Each Auditor shall retire at the Annual General Meeting following his appointment but shall be eligible for re-election. A nomination for the office of Auditor shall be submitted by the Council to the Annual General Meeting when members may make further nominations.
- (b) In the event of no appointment being made at such meeting or any adjournment thereof the Council shall appoint a properly qualified Auditor.
- (c) In the event of an elected Auditor being unable to act the Council may appoint an Auditor in his place.
- (d) A member of the Council shall not be eligible for election as Auditor.

## **56. DUTIES OF AUDITORS**

- (a) The Auditors of the Association shall have the right of access at .all times to the books of account and all relevant documents of the Association and shall be entitled to require from the Council and officers. of the Association such information and explanations as may be necessary for the performance of their duties as auditors.
- (b) As required by By-law 54 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 Association is required to keep by law or by its By-laws 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 Association's affairs according to the best of their information and the explanations given to them and as shown by the books of the Association.
  - (iii) Whether in their opinion the records which the Association is required to keep by law or by its By-laws have been properly kept.

## **57. INSPECTION OF ACCOUNTS, DOCUMENTS AND BOOKS OF THE ASSOCIATION**

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 Association or any of them shall be open to the inspection of members and no member not being a member of the Council shall have any right of inspecting any of the financial records of the Association except as authorised by the Council. The accounts documents and books of the Association or any of them shall be open to the inspection of the Honorary Secretary and such other officers of the Association as may be authorised by the Council for this purpose.

## **NOTICES**

### **58. SERVING OF NOTICES**

A notice to be given under these By-laws may be served personally or by despatch through the post in a prepaid letter addressed to the person concerned at his address as entered in the register or at his last known business address or place of abode.

### **59. NOTICES BY POST DEEMED TO HAVE BEEN SERVED**

A notice if served by post shall be deemed to have been served at the time when the envelope or wrapper containing it would be delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and posted in the normal manner.

## **ALTERATION OF BY-LAWS**

### **60. ALTERATION OF BY-LAWS**

- (a) These By-laws or any other By-laws for the time being in force may subject to the provisions of the Constitution be added to, revoked, altered or amended.
- (b) Nothing contained in these By-laws shall be construed as implying or creating any privilege priority or right in favour of any member so as to limit the power of the Association at any time to add to, revoke, alter or amend the By-laws.
- (c) Voting on any resolution involving any addition revocation alteration or amendment of these By-laws shall be by poll of those Corporate Members present at a General Meeting.
- (d) The meeting shall appoint two scrutineers who shall count the votes and report in writing to the meeting through the Chairman the result of the voting and this report subject to verification by the Chairman if demanded by a majority of those present in person shall be conclusive evidence of the result of the poll.

## **INSTRUMENT APPOINTING A PROXY**

**61.** The Instrument appointing a Proxy whether for a specified meeting or otherwise shall be in writing under the hand of the appointer and shall be as nearly as circumstances will admit in the following form or to the following effect:

I, ..... of ..... being  
a Corporate Member of the Association of Surveyors of Papua New Guinea hereby appoint  
Mr ..... of .....  
(or failing him Mr. .... of ..... )  
as my proxy to vote in my name at the General Meeting to be held on  
the ..... day of ..... 19 ..... and  
at any adjournment thereof\* ..... the following motion,  
viz:- .....  
as witness my hand this ..... day of ..... 19.....  
Witness to the above signature .....

\*Insert the word "for" or "against" according as you desire the proxy to vote. If you fail to do this, the proxy will be informal.

**62.** The Instrument appointing a Proxy who shall be a Corporate Member of the Association entitled to be present and vote in his own right shall be deposited at the headquarters of the Association and the President or a member of the Council appointed by him shall open the envelope containing such Instrument and shall instruct the Secretary to verify and prepare a list of the proxies so deposited.

The notice convening the meeting at which the instrument of Proxy is to be used shall prescribe the latest day prior to such ,meeting for depositing the instrument of Proxy and the date so prescribed shall allow sufficient time for the list of Proxies to be prepared and forwarded to the place of meeting.

### **63. PRIVILEGED COMMUNICATIONS**

All communications, correspondence, reports, minutes and other papers and documents relative to the admission or advancement of members including the reports of the examining committees or to the suspension or forfeiture of membership of any member or to other proceedings under By-law 50 or as published under By-law 26 shall be privileged and confidential.

### **64. INDEMNITY OF OFFICE-BEARERS AND OTHERS**

No member of the Council, Office-bearer, Auditor, Honorary Secretary or other officer of the Association shall be liable for the acts receipts neglects or default of any other members, office-bearer, officer, or committee or for joining in any receipt or other act for conformity or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by or on behalf of the Association or for the Association or upon which any of the moneys of the Association shall be invested or for any loss or damage arising from the bankruptcy insolvency or tortuous act of any persons with whom any monies, securities or effects shall be deposited, or for any loss or error of judgement, omission, default or oversight on his own part or for any other loss damage or misfortune whatever shall happen in relation to the execution of the duties of his office or in relation thereto unless the same happens through his own wilful default or neglect.

### **65. ELECTION OF NOMINEES TO SURVEYORS' BOARD**

When the office of a member of the Papua New Guinea Surveyors' Board, appointed under Section 7 (2) of the Survey Act (Chapter 95), becomes, or is about to become vacant through expiration of the term of office of the member or under the provisions of Section 13 of the Survey Act (Chapter 95), or for any other reason, the vacancy shall be filled from a panel of registered surveyors submitted to the Minister by the Association, the panel to number one more than the number of vacancies and such panel to be submitted in order of preference as determined by ballot.

## AMENDMENTS