



CONSTITUTION

AND

REGULATIONS

OF THE

GEOSPATIAL INFORMATION AND

TECHNOLOGY ASSOCIATION

(GITA)

AUSTRALIA AND NEW ZEALAND DIVISION

Control Sheet

Revision History

Rev	Date	Changes	Changes Approved
7.0	Nov 2002	Amendments as put to meeting	AGM held 17.04.02
7.1	June 2004	Changes for discussion	
7.2	Aug 2004	Changes with amendments	
7.3	Sept 2004	Proposed changes	
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8.2	18 Feb 2011	Regulation 13.1 be deleted and replaced	
8.2	18 Feb 2011	Regulation 23 be deleted and replaced	

Corporations Act 1989
A Company Limited by Guarantee

CONSTITUTION
of the
GEOSPATIAL INFORMATION AND TECHNOLOGY ASSOCIATION
(GITA)
AUSTRALIA AND NEW ZEALAND DIVISION

NAME

1. The name of the Company is the GEOSPATIAL INFORMATION AND TECHNOLOGY ASSOCIATION (GITA) AUSTRALIA AND NEW ZEALAND DIVISION (hereinafter called "the Company").

OBJECTS

2. (A) The powers set forth in Section 161 of the Corporations Act 1989 are expressly excluded from and shall not apply to the company except insofar as the same are repeated or contained in clause 2 of the Constitution of the Company.

(B) The objects for which the Company is established are to:

- (i) foster and promote the benefits of geospatial technologies for the management of infrastructure assets; and
- (ii) disseminate information and provide a learning forum focused on the optimal use and benefits of using geospatial technologies in the management of infrastructure assets.

For the purposes of these objects, the term "technologies" includes geographical information system (GIS), real-time process control (SCADA), work management systems, workflow, mobile computing, and communication which are used in facilities management (FM).

The Company is a non-profit organisation registered with the Australian Securities and Investment Commission as an Australian Public Company ACN 073 047 613, limited by guarantee.

The Company is part of a global international affiliation involving many countries.

(C) Solely in furtherance of the objects of the Association, as set out in Clause 2(B) above, the Company shall have the following powers:

- (a) (i) to conduct meetings regarding the aforementioned objects and allied subjects; and
- (ii) to act in an advisory capacity for the exchange of all matters important to geospatial technologies in the management of infrastructure assets including, without limitation, the industries of utilities, transportation, communications, oil and gas and government agencies;
- (b) to establish, subsidise, promote, co-operate with, receive into union or affiliation, subscribe and donate to or become a member of, control, manage, superintend, lend or give monetary assistance to or otherwise aid associations, institutions and organisations incorporated or not incorporated and whether within New South Wales or elsewhere and with objects substantially similar to these objects;
- (c) to raise money by all lawful means and to solicit, receive and enlist financial or other aid from individuals, trusts, companies, corporations, associations, societies, institutions and

- other organisations or authorities and to conduct fund-raising campaigns;
- (d) to purchase take on lease or otherwise acquire sell dispose of and deal in real and personal property of all kinds and in particular lands buildings hereditaments business concerns and undertakings mortgages charges annuities patents licences shares stock debentures debenture stock securities concessions options produce policies book debts and claims and any interest in real or personal property or against any person or company and to carry on any business concern or undertaking so acquired and also to buy sell manipulate and deal both wholesale and retail in commodities Regulations and things of all kinds;
- (e) to take part in the formation management supervision or control of the business for operations of any company or undertaking and for that purpose to appoint and remunerate any Directors, accountants or other experts or agents;
- (f) to purchase take on lease or in exchange hire or otherwise acquire from any Government public authority or person and hold any real or personal property and any rights or privileges which the Company or its Directors may think necessary or convenient for its business;
- (g) to sell exchange lease mortgage dispose of turn to account improve manage develop or otherwise deal with all or any part of the property and rights of the Company;
- (h) to borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the company's property (both present and future) including any uncalled capital and to redeem or pay off any such securities;
- (i) to invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined and to lend money to such persons and on such terms as may seem expedient and to guarantee the performance of contracts by any person;
- (j) to draw make accept endorse discount execute and issue promissory notes bills of exchange debentures and other negotiable or transferable instruments;
- (k) to pay all expenses incurred in connection with the formation of the Company;
- (l) to acquire shares or other interest in any other company or entity which the Directors may deem likely to assist or benefit the Company;
- (m) to sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares debentures stock or securities of any other company having objects altogether or in part similar to those of this Company;
- (n) to amalgamate with any other company having objects altogether or in part similar to those of this Company;
- (o) to improve manage develop dispose of turn to account or otherwise deal with all or any part of the property of the Company real or personal;
- (p) to invest in acquire and hold stock and shares of any class fully paid or contributing also notes debentures debenture stocks bonds obligations and securities issued or guaranteed by any Company constituted or carrying on business anywhere in the world and notes debentures stock bonds obligations and securities issued or guaranteed by any government sovereign ruler commissioners public body or authority supreme municipal local or otherwise anywhere in the world;
- (q) to carry on any other trade or business or profession of any description which may seem to the Directors capable of being conveniently carried on in connection with any of the Company's objects or subsidiary thereto and calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights;
- (r) to build on improve manage develop exchange let on hire rent royalty tribute share of profits or otherwise and to acquire and grant licences easements and other rights over or in respect of any in any other manner to deal with or dispose of all or any part of the property or rights for the time being of the Company;
- (s) to give any guarantee or indemnity that may be necessary for the payment of any money or the performance of any obligation connected with or arising out of the business of the Company whether of a pecuniary nature or not and to guarantee (either alone or jointly

with any other company or person) or (either alone or jointly as aforesaid) to become liable for the payment of moneys or for the performance of any obligation by any Company or person whatsoever or whomsoever; and for the purpose of securing the payment of any moneys or the performance of any obligation for which this Company has or may become liable under or by virtue of any guarantee or any other contract entered into by the Company pursuant to this paragraph to mortgage or charge in such manner as the Company may think fit all or any of the Company's undertakings assets property and rights (both present and future) including its uncalled capital for the time being;

- (t) to make grants to such persons and in such cases and either of cash or other assets as the Directors may think directly or indirectly conducive to any of the Company's objects or otherwise expedient and to subscribe to or guarantee money for any charitable useful or benevolent objects or for any exhibition or for any public general or other object or which will in the opinion of the Directors tend to increase its repute or popularity among its employees members or the public and to establish or support or aid in the establishment or support of associations institutions conveniences funds and trusts calculated to benefit any of the employees or ex-employees of the Company or its predecessors in business or the dependents or connections of any of such persons and to grant pensions and allowances;
- (u) to acquire and undertake the whole or any part of the business property and liabilities or units or amalgamate with or absorb any person or persons company or companies partnership or partnerships carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purpose of this Company;
- (v) to insure against damage either by fire or at sea or otherwise any insurable property of the Company and to insure any servant agent or officer of the Company against risk accident or fidelity in the course of their employment by or association with the Company and to effect insurances for the purpose of indemnifying the Company in respect of claims by reason of any such risk accident or fidelity and to pay premiums on such insurances;
- (w) to design register purchase apply for or otherwise acquire either wholly or partially any invention trade or other mark patents patent rights and privileges letters of registration processes licences concessions and the like conferring any exclusive or non-exclusive or limited right to use any mark device brand secret process or invention which may seem capable of being used for any of the purposes of this Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to sell dispose of use exercise and develop the same or grant licences or privileges in respect thereof;
- (x) to undertake and execute any obligations the undertaking whereof may seem desirable and also to undertake the office of agent executor attorney treasurer or registrar for any person or body of persons whether corporate or unincorporated and to keep for any company government authority or body and register relating to any investments and to undertake any duties in relation to the registration of transfers the issue of certificates or otherwise;
- (y) to guarantee the accounts contracts or liabilities of any person or body of persons whether corporate or unincorporated with or without security and to give any indemnity or undertaking and general to transact all kinds of guarantee and indemnity business for the purpose of the Company's objects;
- (z) to appoint, employ, remove or suspend such individuals as may be necessary or convenient for the purposes of the Company;
- (aa) to manufacture produce distribute import export prepare erect use maintain purchase sell lease hire license or otherwise deal with every form of apparatus instrument machine appliances or accessory required for or capable of being used in connection with any of the businesses or purposes of the Company or of any rights or interests therein respectively;
- (bb) to invest the moneys of the Company in the acquisition of real and/or personal property of any kind whatsoever;
- (cc) to establish and carry on branches and agencies in any part of the world and to regulate and discontinue the same and to procure the Company to be legalised domiciled recognised or registered in any place whatsoever whether inside or outside the Commonwealth of Australia;
- (dd) to adopt such means of making known any business of the Company as may seem to the Directors expedient and in particular by advertising in the press by radio by circular by purchase or interest or publication of books or periodicals and by granting prizes rewards and donations;

- (ee) to vary the investments of the Company;
 - (ff) to establish subsidise assist promote and concur in the promotion formation flotation of companies syndicates and partnerships for any purpose whatsoever;
 - (gg) to facilitate and encourage the creation issue and/or conversion of any investments and to take part in and assist in any way considered desirable in the conversion of business concerns and undertakings into companies;
 - (hh) to do such acts or execute such documents as the Company may think necessary to properly insure against loss or injury to the Company in its assets from time to time;
 - (ii) to all such other things as in the opinion of the Company or its Directors are incidental or conducive to the attainment of any of the above objects;
 - (jj) to do all or any of the abovementioned things in any part or parts of the world and either alone or in conjunction with others as principal agent attorney contractor trustee or otherwise and by or through agents attorneys sub-contractors trustees corporations or otherwise;
 - (kk) to make known and further the objects and activities of the Company by the publication and distribution of papers, journals and other publications and by making the same known by any means thought desirable;
 - (ll) from time to time to make, rescind, add to or amend such by-laws or regulations not inconsistent with any statute or with this Constitution of the Company for the time being in force for the regulation or control of any of the property or affairs of the Company as may be deemed necessary or desirable;
 - (mm) to subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporation or not, whose objects are similar to those of the Company provided that the Company shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among the members to an extent at least as great as that imposed on the Company by virtue of this Constitution;
 - (nn) to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Company's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
 - (oo) to transfer all or any part of the property, assets, liabilities and engagements of any one or more of the Company's institutions, societies or associations with which the Company is authorised to amalgamate;
 - (pp) to have an affiliation, whether formal or informal, with any person, company or entity; and
 - (qq) to establish branches of any nature whatsoever, whether formal or informal throughout Australia and New Zealand.
4. Every member of the Company undertakes to contribute to the property of the Company in the event of same being wound up while he, she or it is a member, or within one year after he or she or it ceases to be a member, for payment of the debts and liabilities of the Company (contracted before he, she or it ceased to be a member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding the sum of fifty dollars (\$50.00).
 5. True accounts shall be kept of the sums of money received and expended by the Company and the matter in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Company and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Constitution of the Company for the time being in force shall be open to the inspection of the members. Once at least in every year the accounts of the Company shall be examined by one or more properly qualified Auditor or Auditors, who shall report to the members in accordance with the provisions of the Corporations Law.
 6. (a) The income and property of the Company whenever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to the members of the Company.

- (b) Nothing contained in paragraph 6(a) above shall prevent the e payment in good faith of:
- (i) remuneration to any officers or servants of the Company or to any member of the Company in return for any services actually rendered to the Company;
 - (ii) goods supplied in the ordinary and usual course of business;
 - (iii) interest at a rate not exceeding a reasonable commercial rate for the time being fixed by the Board of Directors of the Company on money borrowed from any member of the Company; or
 - (iv) reasonable and proper rent for premises demised or let by any member to the Company,
- BUT so that no Director of the Company shall be appointed to any salaried office of the Company or to any office of the Company paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Company to any Director other than:
- (A) for the payment of out-of-pocket expenses incurred by any Director in performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company;
 - (B) for payment of any service rendered to the Company by any Director in a professional or legal capacity other than in the capacity as Director where the provision of the service has the prior approval of the Directors of the Company and where the amount payable is approved by the Directors of the Company and is not more than an amount which commercially would be reasonable payment for the service; or
 - (C) the payment of any salary or wage due to the Director as an employee of the Company where the terms of employment have been approved by the Directors of the Company.
7. No addition, alteration or amendment shall be made to or in the objects clause of this Constitution for the time being in force unless the same shall have been previously submitted to and approved by the Australian Securities Commission.
8. Paragraphs 5, 6, 7 and 10 of this Constitution contain conditions upon which a licence is granted to the Company in pursuance of the provisions of section 383 of the Corporations Law. For the purpose of preventing any evasion of the provisions of the said paragraphs, the Australian Securities and Investment Commission may from time to time or on the application of any member of the Company and on giving notice to the Company of its intention to do so and after affording the Company an opportunity of being heard in opposition there, within such time as may be specified in such notice, impose further conditions which shall be duly observed by the Company.
9. The liability of the member is limited.
10. If upon the winding up or dissolution of the Company there remains, after satisfaction of all its liabilities, any property whatsoever, the same shall not be sold to or distributed among the members of the Company but shall be given or transferred to another corporation or corporations as defined in the Corporations Law, the objects of which, as stated in its constitution are restricted to one or more of the objects specified in section 383(1) (a) of the Corporations Law and to objects incidental or conducive to those so specified and which by its constitution is required to apply its profits (if any) or other income in promoting its objects and is prohibited from paying any dividend to its members, such corporation or corporations to be determined by the members of the Company at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.
11. (deleted)

Corporations Act 1989
A Company Limited by Guarantee

REGULATIONS

of the

**GEOSPATIAL INFORMATION AND TECHNOLOGY ASSOCIATION (GITA)
AUSTRALIA AND NEW ZEALAND DIVISION**

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1. PRELIMINARY

1.1 In these Regulations:

“the Act” means the Corporations Act 1989 or any act or acts of Parliament extending, amending or re-enacting the same or substituted therefore;

“Company” means the “GEOSPATIAL INFORMATION AND TECHNOLOGY ASSOCIATION (GITA) AUSTRALIA AND NEW ZEALAND DIVISION” of which these are the Regulations;

“Articles” and **“these presents”** mean the Constitution for the time being of the Company;

“Special Resolution” has the meaning assigned thereto by the Act;

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

“Month” means calendar month;

“Year” means calendar year;

“Board” and **“Directors”** means the whole or any number (not being less than a quorum) of the Directors of the Company for the time being assembled at a meeting of the Directors in accordance with the Constitution;

“Secretary” includes any person appointed to perform the duties of Secretary for the time being;

“Treasurer” includes any person for the time being with the approval of the Directors acting as Treasurer or performing the duties of that office;

“in writing” and **“written”** includes printing lithography and other modes of reproducing or representing words in a visible form;

“Seal” means the Common Seal from time to time of the Company;

When any provision of the Act is referred to, the reference is to such provision as modified by any law for the time being in force in the relevant territory.

Words importing the singular shall include the plural and vice versa.

Words importing the masculine gender include the feminine and neuter genders and vice versa.

Words importing persons include companies, corporations, entities, trusts and public bodies. If but only as between members any doubt shall arise as to the proper meaning of any of these Regulations, or by-laws made hereunder, the interpretation of the Directors shall be final and conclusive provided that such interpretation is reduced to writing and recorded in the minute book for meetings of the Board.

2. MEMBERS

2.1 The subscribers to the Constitution and such other persons as the Directors shall admit to membership in accordance with these Regulations shall be members of the Company.

2.2 Subject to the:

(a) Constitution of the Company; and

- (b) Corporations Law as amended from time to time; and
- (c) laws in force from time to time in Australia and New Zealand.

The members shall abide by the code of ethics of the GEOSPATIAL INFORMATION AND TECHNOLOGY ASSOCIATION (GITA), a copy of which is annexed hereto and marked "A" including any amendments thereto issued from time to time of which members are notified by the GEOSPATIAL INFORMATION AND TECHNOLOGY ASSOCIATION (GITA).

3. ENTRANCE FEE

- 3.1 The Entrance Fee (payable once only) shall be such sum as determined by the Directors from time to time.

4. ANNUAL SUBSCRIPTION

- 4.1 The Directors shall determine the annual subscription provided that the amount of such subscription may be altered by special resolution passed at a General Meeting of members. The annual subscription shall be payable by all members and shall be due on the first day of March in each and every year. This subscription should be paid by 31 May.

5. TERMINATION OF MEMBERSHIP

- 5.1 Membership of the Company shall be terminated in the following circumstances:
 - (a) when the Secretary receives written notice of resignation from a member;
 - (b) by resolution of the Directors:
 - (i) when a member has failed to punctually pay his entrance fee or pay his annual subscription on or before the 31st day of May of the year in which the subscription was due to the Company; or
 - (ii) when a member has failed duly to pay any levy pursuant to Regulation 9.1;
 - (c) if the Company in General Meeting being of the opinion that the objects or activities of a member are no longer consistent with those of the Company or that the member's continued membership would be an embarrassment to the Company (subject to the provisions of Regulation 5.2) so resolves.
- 5.2 Notwithstanding anything to the contrary herein contained whether expressed or implied no resolution pursuant to Regulation 5.1(c) shall be passed unless at least one week before the General Meeting of the Company at which such resolution is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that he shall at such meeting and before the passing of such resolution have had the opportunity of giving orally or in writing any explanation or defence he may think fit.

6. MEMBERSHIP LIST

- 6.1 Members and patrons of the Company will be duly listed in the records of the company.

7. RIGHTS OF MEMBERS

- 7.1 Every member shall have the right to attend and vote at General and Extraordinary Meetings of the Company.

8. PATRONS

- 8.1 Any person or corporation interested in the purpose and welfare of the Company may be invited by the Board to become a Patron of the Company.

9. LEVY

- 9.1 The Directors may in their absolute discretion make an emergency levy on the members from time to time provided that the total of any such levies shall not exceed the sum of the annual subscription in that year.

10. GENERAL MEETINGS

- 10.1 (deleted)

- 10.2 An Annual General Meeting of the Company shall be held in accordance with the provisions of the Act. All General Meetings, other than the Annual General Meeting, shall be called Extraordinary General Meetings.

- 10.3 Any two members of the Board may whenever they think fit call for an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened on such requisition or in default may be convened by such requisitions as provided by the Act.

- 10.4 All business shall be special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Board and Auditors, the election of officers and other members of the Board in the place of those retiring, and the appointment and fixing of the remuneration of the Auditors.

- 10.5 The Directors may whenever they think fit convene an Extraordinary General Meeting, The Directors shall on the requisition of members representing not less than one-tenth of the total voting rights of all members having on that date the right to vote at General Meetings forthwith proceed duly to convene an Extraordinary General Meeting of the Company as provided by Section 246 of the Act.

11. NOTICE OF GENERAL MEETINGS

- 11.1 Subject to the provisions of the Act relating to special resolutions, fourteen (14) days' notice at the least (excluding the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in General Meeting to all members of the Company but with the consent of all members a meeting may be convened by such shorter notice and in such manner as the members may think fit.

- 11.2 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at any meetings.

12. PROCEEDINGS AT GENERAL MEETINGS

- 12.1 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, five (5) members present in person shall be a quorum.

For the purposes of this Regulation "member" includes a person attending as a proxy or as representing a corporation, which is a member.

- 12.2 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than two) shall be a quorum.
- 12.3 The Chair shall preside at every General Meeting of the Company, or if there is no Chair, or if he/she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act then the Deputy Chair shall be Chair of the meeting or if he/she is similarly not present or unwilling to act then the members shall elect one of their number to be Chair of the meeting.
- 12.4 The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by 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. When a meeting is adjourned for thirty days or more, notice of adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.
- 12.5 At any General 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 Chair; or
- (b) by at least three (3) members present in person or by proxy.
- Unless a poll is so demanded a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book contained the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
- 12.6 If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith.
- 12.7 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 12.8 A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
- 12.9 A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his Committee or by his trustee or by such other person as properly has the management of his estate, and any such Committee, trustee or other person may vote by proxy or attorney.

- 12.10 No member shall be entitled to vote at any General Meeting if his annual subscription shall be in arrears beyond the expiry date at the date of the meeting.
- 12.11 The instrument appointing a proxy shall be in writing (in the common usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer of the attorney duly authorised. A proxy may but need not be a member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 12.12 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 admit:

GEOSPATIAL INFORMATION AND TECHNOLOGY ASSOCIATION (GITA) AUSTRALIA AND NEW ZEALAND DIVISION

I _____ of _____ being a member of the above named Company, hereby appoint _____ of _____ or failing him/her _____ of _____ as my proxy to vote for me on my behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Company, to be held on the _____ day of _____ 20____ and at any adjournment thereof. My proxy is hereby authorised to vote *in favour of/*against the following resolutions:

Signed this _____ day of _____ 20____

Note: In the event of the member desiring to vote for or against any resolution he/she shall instruct his/her proxy accordingly. Unless otherwise instructed, the proxy may vote as he/she thinks fit.
*Strike out whichever is not desired.

- 12.13 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power of attorney shall be deposited at the registered office of the Company, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than twenty-four hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- 12.14 A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

13. MANAGEMENT OF THE COMPANY

- 13.1 The Company and the business affairs and property thereof shall be managed by the Board, comprised of not less than three (3) nor more than fifteen (15) Directors.
- 13.2 Where practicable, one director shall be appointed from NZ, SA and WA. The remainder to be proportionally derived from users and vendors in the eastern states. The balance between

user and vendor organisations would be managed so that a minimum of three directors from each member category is maintained

- 13.3 The Directors shall hold office until the Second Annual General Meeting after their election when they shall retire from such office but shall be eligible for re-election.
- 13.4 (a) The office bearers of the Company shall consist of the following: President, President Elect, Secretary and Treasurer. The President and President Elect term of office is one year respectively and is concurrent. The office bearers coming from user and vendor organizations would be managed so that the ratio would be 50%.
- (b) The Directors shall have the right and obligation to establish by resolution any additional office bearers of the Company and their respective titles.
- (c) The Directors of the Company shall appoint individuals to fill the offices established by the Directors pursuant to this Regulation 13.4 (a) and (b).
- (d) The Board may determine by resolution that the President shall be an executive chairperson.
- 13.5 Subject to Regulation 13.4, the Board shall define the powers, authorities, discretions and duties of the Secretary, the Treasurer and of any other officer of the Company and from time to time may alter or limit such powers, discretions, authorities and duties in any manner as it may deem desirable.
- 13.6 The Directors shall cause minutes to be kept for the purpose of all:
- (a) appointments of officers and servants;
- (b) names of the Directors present at each meeting of the Board and of any sub-committees;
- (c) resolutions and proceedings at all meetings of the Company and of the Board and sub-committees. Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.
- 13.7 Any member or his nominee or nominees shall be eligible to be a Director of the Company provided that on each occasion he/she or his/her Nominators are Members of the Company AND subject to the foregoing, the Directors shall be entitled to appoint to the Board representatives from various branches of the Company referred to in Regulation 13.11.
- 13.8 After each Annual General Meeting at which such elections are to be made the incoming Directors shall appoint the President, President Elect and Treasurer for such term as they consider appropriate and the President and President Elect shall be subject to removal as President or President Elect or Treasurer by majority vote of Directors at any time.
- 13.9 The Secretary shall in accordance with the Act be appointed by Directors for such term and upon such conditions as they think fit, and any secretary so appointed may be removed by them and any member so appointed shall forthwith become an office bearer of the Company and, if not already a member of the board, an ex-officio member of the Board and he/she shall be subject to the provisions of the Constitution.
- 13.10 Notwithstanding anything to the contrary herein contained whether express or implied the Board may co-opt any member into the Board for a special purpose for such period not exceeding twelve (12) months as the Board may determine.

13.11 The Board shall have the power by resolution to establish branches of the Company in various areas throughout Australia and New Zealand and to define the structure of any such branch as it considers appropriate and to make by-laws and amend the same from time to time governing the manner in which any such branches shall operate.

13.12 Subject to:

- (a) the Constitution of the Company; and
- (b) the Corporations Law as amended from time to time; and
- (c) the laws in force from time to time in Australia and New Zealand,

the Director shall have regard to and comply with the code of ethics of GEOSPATIAL INFORMATION AND TECHNOLOGY ASSOCIATION (GITA), a copy of which is annexed hereto and marked "A" including any amendments thereto issued from time to time of which Directors are notified by GEOSPATIAL INFORMATION AND TECHNOLOGY ASSOCIATION (GITA) in relation to Board decisions policy, administration and membership.

14. ELECTION OF DIRECTORS

14.1 The election of members of the Board shall take place in the following manner:

- (a) any two (2) members of the Company shall be at liberty to nominate any other member to serve as a member of the Board;
- (b) the nomination, which shall be in writing and signed by the member and his/her proposer and seconder shall be lodged with the Secretary at least fourteen (14) days before the Annual General Meeting at which the election is to take place;
- (c) a list of the candidates' names, in alphabetical order, with the proposers and seconders' names shall be posted in a conspicuous place in the registered office of the Company and on the Company's website for at least seven (7) days immediately preceding the Annual General Meeting;
- (d) balloting lists shall be prepared (if necessary) containing the names of the candidates only, in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
- (e) an election shall only be held if there are more nominations than one for each position to be filled;
- (f) the election shall be carried out at the meeting by the votes of those present in person or by proxy and voting shall in the first instance be by a show of hands unless a poll is demanded, in which case the poll shall be taken forthwith;
- (g) in case there shall not be sufficient number of candidates nominated, the Board may fill up the remaining vacancies.

14.2 The Company may from time to time by special resolution passed at a general meeting increase the number of office bearers or other members of the Board.

14.3 The Board shall have power at any time and from time to time to appoint any member to the Board either to fill a casual vacancy or as an addition to the existing office bearers or other members of the Board but so that the total number of office bearers or other members of the Board shall not at any time exceed the number fixed in accordance with Regulation 13.1

hereof. Any office bearer or other member of the Board so appointed shall hold office only until the next following Annual General Meeting.

- 14.4 The Company may by resolution of which special notice has been given remove any office bearer or other member of the Board before the expiration of his period of office and may by a resolution appoint another person in his stead. The person so appointed shall hold office only until the next following Annual General Meeting.
- 14.5 A Director may retire from office upon giving seven (7) days' notice in writing to the Secretary of his/her intention so to do and such resignation shall take effect upon the expiration of such notice or its earlier acceptance by the Board.
- 14.6 In the event of a vacancy or vacancies occurring amongst the Directors, the continuing Directors may act notwithstanding such vacancy or vacancies, but so that if their number falls below three the Directors shall not, except for the purpose of filling the vacancies or calling a general meeting, act so long as the number is below that minimum.

15. POWERS AND DUTIES OF THE BOARD

- 15.1 The business of the Company shall be managed by the Board who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Company in General Meeting, subject nevertheless to any of these Regulations, to the provisions of the Act and to such Regulations, being not inconsistent with the aforesaid Constitution, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been made.
- 15.2 The Board may appoint such sub-committees as they deem fit with such powers and for such purposes as they may prescribe.
- 15.3 The Board may exercise all the powers of the Company to borrow money and to mortgage and to charge property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company.
- 15.4 The Board shall have the power to prepare and issue a code of ethics and/or by-laws for the Company provided that the same are not inconsistent with the Constitution of the Company and such code of ethics and by-laws may be amended by Directors' resolution from time to time.
- 15.5 The Directors shall have the power to impose fees on any organisations or entities having an affiliation with the Company.

16. THE SEAL

- 16.1 The Directors shall provide for the safe custody of the Seal and the Seal shall not be affixed except by the authority of a resolution of the Directors and in the presence of a Director and of the Secretary or another Director or such other person as the Directors may appoint for the purpose; and such Director and the other Director or the Secretary or other person as aforesaid shall sign every instrument to which the Seal of the Company is affixed in their presence.

17. DISQUALIFICATION OF DIRECTORS

- 17.1 The office of Director shall become vacant if the Director:
- (a) ceases to be a Director by virtue of Section 228 of the Act;

- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes prohibited from being a Director of a company by reason of any order made under the Act;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns his/her office by notice in writing to the Company;
- (f) for more than six months is absent without permission of the Board from meetings of the Board held during that period;
- (g) is directly or indirectly interested in any contract or proposed contract with the Company which has not been disclosed to the Board in accordance with Regulation 18.13; or
- (h) is absent without permission from the Board for more than three (3) Directors' meetings.

18. PROCEEDINGS OF DIRECTORS

- 18.1 The Directors may meet together for the transaction of business, adjourn and otherwise regulate their meetings as they think fit.

Questions arising at any meetings shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board.

In case of an equality of votes the President shall have a second or casting vote.

The President may at any time and the Secretary shall upon receipt of a request in writing by two (2) Directors convene a meeting of the Directors.

- 18.2 The quorum for a meeting of the Directors shall be three (3) or such greater number as may from time to time be fixed by the Board.
- 18.3 The Directors may delegate any of their powers (not being duties imposed on the Board as directors of the Company by the Act or the general law) to Committees consisting of such member or members as they think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Board.
- 18.4 A committee may elect a Chairperson of its meeting; if no such Chairperson is elected or if at any meeting the Chairperson is not present within five (5) minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairperson of the meeting.
- 18.5 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of any equality of votes the Chairperson shall have a second or casting vote.
- 18.6 Each committee shall furnish each regular meeting of Directors a report of its activities and shall tender to the Directors such advice concerning the subject matter of its activities as it shall deem desirable.

- 18.7 The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of Directors of the Board to that number or of summoning a General Meeting of the Company, but for no other purpose.
- 18.8 All acts done by any meeting of the Board or of a committee or by any person acting as a Director shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that he/she was disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 18.9 Each Director shall have the power from time to time to nominate in writing, or by facsimile or email message any other Director to act in his place at meetings of Directors and to sign resolutions under Regulation 18.10. Any such nominations may at any time be revoked by the appointer and may be for such purpose and with such powers authorities and discretions as are vested in or exercisable by any such Director under these Regulations and may be general or for a specified period or for specified meetings or for specified resolutions and notice of every such nomination or revocation must be given to the Secretary and shall take effect when notice thereof is so given.
- 18.10 A resolution in writing signed by the whole of the Board for the time being in Australia or their proxies shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. A facsimile or email message addressed to and received by the Secretary of the Company and purporting to be signed by a Director shall for the purpose of this Regulation be deemed to be a writing signed by such Director.
- 18.11 The Directors may if they think fit consult by telephone, closed circuit television or other electronic means of audio or audio visual communication and provided the Directors who confer with each other and who remain in communication through the conference shall notwithstanding that the Directors were not present together at the one place at the time of the conference, be deemed to be passed at a meeting of the Directors held on the day on which and at the time the conference was held. The provisions of these Regulations relating to proceedings of Directors apply so far as they are capable of application to such conference.
- 18.12 A Director may at any time and the Secretary upon the request of a Director shall convene a meeting of the Directors and the Secretary shall notify all Directors of the proposed meeting. All relevant reports and documents shall be distributed to the Directors as early as possible and within a reasonable period prior to the scheduled Directors' meeting.
- 18.13 It shall be the duty of a Director who is in any way directly or indirectly interested in any contract or arrangement or proposed contract or arrangement with the Company to declare the nature of his/her interest at the meeting of Directors at which the contract or arrangement is first taken into consideration, if his/her interest then exists, or in any other case the first meeting of Directors held after the acquisition of his/her interest.
- 18.14 It shall also be the duty of a Director who holds any office or possesses any property (the holding of which office or the possession of which property might whether directly or indirectly create duties or interests in conflict with his duties or interests as a Director of the Company) to declare at the first meeting of the Directors held after he/she becomes a Director or (if he/she is already a Director) at the first meeting of the Directors held after he/she commenced to hold any office or possess any property as aforesaid, the fact of his/she holding such office or his/her possession of such property and the nature, character and extent of the conflict.

- 18.15 No Director shall as a Director vote in respect of any contract or arrangement in which he/she is so interested and if he/she does so vote, his/her vote shall not be counted.
- 18.16 No Director shall be disqualified by his/her office from holding any office (except that of auditor) or under any company under which this company shall be a shareholder or otherwise interested or from contracting with the company either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the company in which any director shall be in any way interested be avoided nor shall any Director be liable to account to the Company for any profit arising from such office or realised by such contract or arrangement by reason only if such Director holding that office or of the fiduciary relations thereby established.
- 18.17 A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company shall be sufficient disclosure under these Regulations as regard such Director and the said transactions and such general notice it shall not be necessary for such Director to give a special notice relating to any particular transaction with that firm or company.
- 18.18 It shall be the duty of the Secretary to record any minutes of meeting, any declarations made or notices given by a Director as aforesaid.
- 18.19 Any Director may from time to time appoint any person approved for the purpose by a majority of the other Directors to act as his/her alternate Director during his/her absence from the place where the Meetings are held or inability for any other reason to act as such Director. Notwithstanding the foregoing, the alternate Director must be a nominee of the member company, which previously nominated the Director, which intends to appoint an alternate Director. On such appointment being made the alternate Director shall (except as regards remuneration and as to the power to appoint an alternate Director) be subject in all respects to the terms and conditions existing with reference to the Director appointing him. Each alternate Director while so acting shall exercise and discharge all the powers and duties of the Director he represents. Any appointment as aforesaid may at any time be revoked by the appointor and if for any reason the appointor shall cease to be a Director then the person appointed by him/her shall thereupon cease to have any power or authority as alternate Director. An alternate Director shall look for his/her remuneration to the Director appointing him/her and not to the Company but shall be entitled to be paid such reasonable travelling, hotel and other expenses as may be incurred by him/her in consequence of his/her attendance at Meetings of the Company or of the Directors or of any committee of the Directors or when otherwise engaged on the business of the Company. Any appointment or revocation under this Regulation shall be effected by notice in writing or by email or facsimile transmission under the hand of the Director making the same and addressed to the Secretary of the Company. Any email or facsimile transmission shall be confirmed as soon as possible by letter sent by post and may be acted upon by the Company in the meantime.

19. ACCOUNTS

- 19.1 The Directors shall cause proper accounts to be kept with respect to:
- (a) all sums of money received and expended by the Company and the matter in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of real and personal property by the Company; and
 - (c) the assets and liabilities of the Company.
- 19.2 The accounts shall be kept at the registered office of the Company or at such other place or places as the Directors think fit, and shall always be open to the inspection of Directors.

- 19.3 The Directors shall from time to time determine subject to the Constitution at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors.
- 19.4 The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report thereon as required by the Act provided, however, that the Board shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to a date not more than five months before the date of the meeting.
- 19.5 The Board shall from time to time determine in accordance with the Constitution at what times and places under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of members not being Directors and no member (not being a Councillor) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or by the Constitution or authorised by the Board or by the Company in General Meeting.

20. AUDIT

- 20.1 A properly qualified Auditor or Auditors shall be appointed and his/her or their remuneration regulated in accordance with the Act and the Constitution.

21. INDEMNITY

- 21.1 (a) The Company shall indemnify and keep indemnified each person who is or has been an officer of the Company against any liability to another person (other than the Company or a related Company) incurred by such person in his capacity as an officer of the Company PROVIDED HOWEVER that this indemnity shall not extend to any liability which arises out of conduct involving a lack of good faith by that person.
- (b) Every person who is or has been an officer of the Company shall be indemnified out of the property of the Company against any liability incurred by him/her in his/her capacity as such an officer of the Company for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted, or in connection with an application in relation to such proceedings, in which the Court grants relief to the person under the Corporations Law.
- (c) The Company may take out and pay the premiums in respect of policies of insurance insuring persons who are or have been officers of the Company against such liabilities as the directors think fit provided that any such insurances do not contravene the Corporations Law. Notwithstanding any other provisions of these Regulations, a director shall not be disqualified by virtue of his/her office from voting in favour of effecting such insurances.
- (d) In this Regulation only, "officer" means:
- (i) a director, secretary or executive officer of the Company;
 - (ii) a receiver, or receiver and manager, of the property of the Company;
 - (iii) an administrator of the Company;
 - (iv) an administrator of a deed of company arrangement executed by the Company;

- (v) a liquidator of the Company; and
- (vi) a trustee or other person administering a compromise or arrangement made between the Company and another person or other persons.

21.2 No one of the Directors, Trustees or other officers of the Company shall be answerable for any act or default of any other of them; nor shall they or any of them be answerable for the insufficiency of any security upon or in which any part of the funds of the Company may at any time be invested; nor shall they or any of them be liable for any loss, misfortune or damage under any contract or act bona fide made, entered into or done in accordance with these Regulations, nor shall the Directors be answerable for any losses which may be occasioned by the default of the servants or officers of the Company (unless such default is attributable to the wilful or negligent act, neglect or default of the Directors).

22. BY-LAWS, RULES AND REGULATIONS

22.1 The Directors shall have power from time to time to make such by-laws, rules and regulations not inconsistent with the Constitution of the Company as in the opinion of the Directors are necessary and desirable for the proper control, administration and management of the Company's operations, finances, affairs, interests, effects and property and to amend or rescind from time to time any such by-laws, rules and regulations PROVIDED ALWAYS that nothing in this clause contained shall be deemed to empower the Directors to make any by-laws, rules and regulations relating to the contributions, duties, obligations and responsibilities of the members which such power is specifically excluded herefrom.

23. NOTICES

23.1 Any notice that is required to be given to a member, by or on behalf of the Company may be given by:

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) sending it by electronic transmission to the member using that member's details shown in the register of members.

23.2 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying 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. A certificate in writing signed by any Director that the letter or wrapper contained the notice was so addressed, prepaid and posted shall be prima facie evidence thereof.

23.3 If a member has no registered address within Australia and New Zealand and has not supplied to the Company an address for the giving of notices to him/her, a notice addressed to him/her and advertised in a newspaper circulating in the neighbourhood of the registered office of the Company shall be deemed to be duly given to him/her at noon on the day on which the advertisement appears.

Notice of every General Meeting shall be given in some manner hereinbefore authorised to:

- (a) every member except those members who (having no registered address within Australia and New Zealand) have not supplied to the Company an address for the giving of notices to them;

- (b) the Auditor or Auditors for the time being of the Company; and
- (c) any patron or patrons of the Company.

THIS IS ANNEXURE 'A'. OF ONE PAGE TO THE CONSTITUTION OF GEOSPATIAL INFORMATION AND TECHNOLOGY ASSOCIATION (GITA) AUSTRALIA AND NEW ZEALAND DIVISION

CODE OF ETHICS

1. Recognising the responsibility of our profession to the GEOSPATIAL INFORMATION AND TECHNOLOGY ASSOCIATION (GITA) organisation and the Utility industry, and believing that we should encourage and foster high ethical standards in our profession, we do hereby adopt this CODE OF ETHICS for our constant guidance and inspiration predicated upon the basic principles of truth, justice and fair play.
2. To show faith in the worthiness of our profession by industry, honesty, and courtesy, in order to merit a reputation for high quality of service and fair dealing.
3. To add to the knowledge of our profession by constant study and to share the lessons of our experience with our fellow members.
4. To build an ever increasing confidence and goodwill with the public and our employers by poise, self-restraint and constructive co-operation.
5. To accept our full share of responsibility in constructive public service to community, state and nation.
6. To conduct ourselves in the most ethical and competent manner thus meriting confidence in our knowledge and integrity.
7. To strive to attain and to express a sincerity of character that shall enrich our human contacts.
8. Each member of GITA agrees to subscribe to this code when joining the organisation.