

election provided he does not serve beyond four successive terms, after which Councillors may offer themselves again for election after a break of one term.

(b) Councillors nominated for election to represent the States shall normally be resident in that State at the time of nomination excepting those representing "other places".

(c) In the event of insufficient nominations being received for the vacancies in any year, the Council is empowered to fill the vacancies.

41. Those Councillors to retire at the end of any year shall be:

(a) any Councillors appointed during the year in accordance with By-Law 47.

(b) those Councillors having served for a period of two years since their last election.

42. Only Corporate Members may be nominated to the Council.

47. Any vacancy in the office of a Councillor shall be filled by the Council until the next election of Council, due consideration being given to adequate representation being maintained of the State which the former Councillor represented.

48. Any member of the Council who is unable to attend a meeting of the Council, as defined in By-Law 56, may nominate a Corporate Member to act as his substitute, but the Secretary must be notified in writing before the meeting.

49. Should a Councillor be unable to attend his duties and fail to resign, or to obtain leave, the Council after due warning may appoint a substitute until the next election of the Council, due consideration being given to adequate representation being maintained of the State which the former Councillor represented.

55. All the powers of The Institute and the management and control of its business and affairs shall be vested in the Council, which (in addition to the powers and authorities expressly conferred upon it by these By-Laws) may exercise all such powers and do all such acts and things as are within the scope of the Charter and are not hereby or by statute expressly directed or required to be exercised or done by The Institute in general meeting but subject nevertheless to all applicable laws and subject also to these By-Laws; provided that no By-Law shall invalidate any prior act of the Council which would have been valid if such By-Law had not been made. The Council shall exercise its powers either itself or through its appointed Committees.

56. There shall be at least four meetings of the Council per annum and eight members of the Council shall form a quorum. A Council meeting is one to which all members of the Council or their nominees are summoned to attend.

57. The Council may appoint an Executive Committee from its members. Notice of its meetings shall be given to each member of the Executive Committee who is for the time being in Australia or New Zealand. Three members of the Executive Committee shall constitute a quorum. Routine business may be carried out by the Executive Committee, but matters of policy or important business must be submitted to all members of the Council, and, except at a meeting of the Council, shall be decided by postal ballot. Copies of minutes of all business transacted by the Executive Committee must be sent by the Secretary to all the remaining members of the Council not more than five office working days after the meeting of the Executive Committee.

59. The Council may appoint a Finance Committee as a sub-committee of the Executive Committee. It shall consist of the Chairman of the Executive Committee, the Honorary Treasurer and the Chief Executive Officer. The Finance Committee shall submit its recommendations for approval at the next meeting of the Executive Committee unless already charged by the Executive Committee to make that decision.

60. The President shall be an ex officio member of every committee appointed by the Council.

61. The affairs of every Branch and/or Preferred Interest Division shall be administered under the direction of the Council and in conformity with the Charter and By-Laws, and the Committees to be appointed under By-Laws 63 and 64 shall exercise such powers as the Council may delegate.

63. Each Branch shall be managed by a Committee known as a Branch Committee, elected annually by the members of that Branch.

64. Each Preferred Interest Division shall be managed by a Committee known as a Preferred Interest Division Committee, elected annually by the Corporate Members of that Division. Each regional Sub-division shall have at least one representative on the Preferred Interest Division Committee.

65. A Secretary of each Branch and/or Preferred Interest Division shall be elected annually by the Committee of such Branch and Preferred Interest Division respectively.

66. Each Branch and each Preferred Interest Division shall have the right to make rules for its own government, subject to the approval of the Council. The Council shall have the right to amend, annul or add to these rules.

67. Branches and Preferred Interest Divisions shall forward to the Council reports and audited accounts as at 30th September each year.

68. No Committee shall publish or communicate to any party or parties who are not members of The Institute any matter which may purport to represent the policy of The Institute, or any Branch or Preferred Interest Division, without the expressed sanction of the Council.

70. The Council shall, if requested, and as far as practicable, contribute from its funds to the necessary expenses of any Branch or Preferred Interest Division.

75. Any ballot paper received after forty (40) days from the date of posting from The Institute shall be deemed to be invalid. All ballot papers received within forty (40) days shall be opened and examined by two scrutineers appointed by the Council who shall report the results to the Council. The ballot papers shall be destroyed after the results have been certified by the scrutineers.

77. **Notices of Meetings**—There shall be at least two (2) meetings of The Institute in the course of the year, viz.:

(a) an Annual Meeting; and

(b) one Ordinary Meeting.

At least thirty (30) days' notice of Annual and Ordinary Meetings shall be sent to members by the Secretary. The non-receipt of a notice by or the accidental omission to give notice to any of the members of the meeting shall not invalidate any resolution passed by such meeting.

78. **Annual Meetings**—The Annual Meeting shall be held in the first six months of each year. The Meeting shall be for the purpose of receiving and considering the report of the Council and the certified statement of accounts to the end of the preceding year, and for any other business dealing with the affairs of The Institute. The quorum for an Annual Meeting shall be twenty (20) Corporate Members present in person or, in the case of a Company Member, present by representative.

79. **Ordinary Meetings**—Ordinary Meetings of The Institute shall be held at such places and on such dates as may be determined by the Council. The quorum for an Ordinary Meeting shall be eight (8) Corporate Members present in person or, in the case of a Company Member, present by representative.

80. **Annual Conference**—At least one Ordinary Meeting, which shall be termed the Annual Conference, shall be so arranged as to include visits of inspection to places of mining or allied interest. The Annual Conference shall as far as practicable include: