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NAME

1. The name of the incorporated association is The Building Designers' Association of Victoria Incorporated t/as Design Matters National (in these rules called "the Association").

INTERPRETATION

2. (1) In these rules, unless the contrary intention appears:

"Associate Member" means a person admitted to membership of the Association as an Associate Member in terms of Rule 4(6) and whose membership has not ceased.

"Committee" means the Committee of Management of the Association.

"Continuing Professional Development" means the requirements prescribed in Appendix 3 for the purposes of enhancing the professional development and continuing education of all members of the Association and to promote and advance the profession of building designing.

"Corporate Member" means a person admitted to membership of the Association as a Corporate Member in terms of Rule 4(9) and whose membership has not ceased.

"Corporation" means a body corporate whether formed or incorporated in Australia or outside Australia and includes a foreign company.

"Fellow" means a person admitted to membership of the Association as a Fellow Member in terms of Rule 4(7) and whose membership has not ceased.

"Financial Year" means the year ending on 30th June.

"Firm" means an unincorporated business carried on by a natural person or a partnership of natural persons.

"General Meeting" means a general meeting of members convened in accordance with Rules 12 and 13.

'Graduate Member' means a person admitted to membership of the Association as a Graduate Member in terms of Rule 4(11) and whose membership has not ceased.

"Honorary Member" means a person admitted to membership of the Association as an Honorary Member in terms of Rule 4(13) and whose membership has not ceased.

"Logo" means the logo of the Association and any reproduction thereof and any insignia, symbol, or words indicating or implying any connection or relationship with the Association.

"Life Member" means a person admitted to membership as a Life Member in terms of Rule 4(8).

"Member" means a person admitted to membership of the Association and whose membership has not ceased.

"Ordinary Member of the Committee" means a member of the Committee of Management who is not an officer of the Association under Rule 23.

"Person" means a natural person, firm or corporation.

"Retired Member" means a person admitted to membership in accordance with the terms of Rule 4(14) and whose membership has not ceased.

"Student Member" means a person admitted to membership of the Association as a Student member in terms of Rule 4(12) and whose membership has not ceased.

"The Act" means the Associations Incorporation Reform Act 2012.

"The Regulations" means regulations under the Act.

- (2) In these rules, a reference to the Chief Executive Officer of the Association is a reference:

- (a) where a person holds office under these rules as Chief Executive Officer of the Association – then that person; and
- (b) in any other case, to the Secretary of the Association.

- (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.



ADMISSION OF MEMBERS

3. (1) The Association shall consist of Ordinary Members, Associate, Fellow, Life, Corporate, Honorary, Retired, Student and Graduate Members.
- (2) An application for membership of the Association:
 - (a) shall be made in writing in the form determined by the Association's Committee of Management from time to time;
 - (b) shall state the category of membership sought by the applicant; and
 - (c) shall be lodged with the Executive Officer of the Association.
- (3) The Executive Officer shall as soon as possible after receipt of the application determine whether the applicant is eligible for membership in accordance with these rules and report such determination to the Association's Committee of Management.
- (4) If the application for membership lodged by the applicant is not in accordance with subrule 3(3) and sub-rule 4(1) and/or does not comply with the eligibility for membership requirements set out for the various categories of membership in this Constitution and Rules, the Executive Officer shall, as soon as possible, submit the application to the Committee of Management to determine whether to approve or reject the application.
- (5) The Executive Officer shall, after giving notification to the applicant that he or she has been approved as a member of the Association, enter the applicant's name in the register of members kept by him and, upon the name being entered, the applicant becomes a member of the Association.
- (6) A right, privilege, or obligation of a person by reason of his or her membership of the Association:
 - (a) is not capable of being transferred or transmitted to another person;
 - (b) terminates upon the cessation of his or her membership whether by death or resignation or otherwise.

ELIGIBILITY FOR MEMBERSHIP

General

4. (1) Membership of the Association is open to any person who makes an application and who:
 - (a) fulfils the requirements contained in these rules for admission to membership of the Association in the category in which the application is made;
 - (b) agrees in writing to be bound by the rules and Code of Professional Conduct of the Association;
 - (c) pays to the Association the subscription and entrance fee (if any) specified by the Committee of Management from time to time.
- (2) Notwithstanding anything to the contrary contained in or implied by these rules, the Committee of Management may from time to time waive in whole or in part the prescribed standards, conditions and qualifications for eligibility for admission to the Association or for the purposes of upgrading to a particular category of membership, the method of application and the procedure for the determination of any particular application.
- (3) The Committee of Management may at any time require any applicant, or member to provide to the Committee within fourteen (14) days of being so requested, in writing, any information which it deems necessary to ascertain whether such applicant or member complies with the requirements of the Association prescribed by these rules.
- (4) A member making application to upgrade his or her membership category to the category of Associate shall be required to comply with the following:
 - (a) an application shall be made in writing; and
 - (b) shall be a financial member of the Association.



Ordinary Member

- (5) A person may be admitted as a Member of the Association if the applicant complies with the following set of requirements:
- (a) (i) the applicant is the holder of a diploma certificate from a course accredited under the Vocational Education and Training Act 1990 or equivalent qualification, or has submitted evidence of having passed an independent assessment examination held by a tertiary institution to a level commensurate with a diploma course accredited under the Vocational Education and Training Act 1990; and
- (ii) at the time of application the applicant is actively engaged in the profession of drafting (architectural), (interior) or (services); and
- (iii) has had appropriate architectural, interior or services drafting experience; and
- (vi) is of good character and is reputable in their field of endeavour.

OR

- (b) (i) at the time of the application the applicant is actively engaged in the profession of drafting (architectural), (interior) or (services); and
- (ii) has had appropriate architectural drafting experience and has submitted evidence of proficiency in architectural, interior or services drafting to the satisfaction of the Committee of Management; and
- (iii) is of good character and is reputable in their field of endeavour.

OR

- (c) (i) at the time of application the applicant is registered as a building practitioner under the Victorian Building Act and Regulations in the category of draftsman, class of building design (architectural) (interior) or (services).

Associate

- (6) The Committee of Management may grant Associate membership to a person who has been an ordinary member of the Association for a period of not less than five years and has completed and complied with the prescribed Continuing Professional Development requirements as set out in Appendix 3 and at the time of the making of such an application is actively engaged as a building designer.

Fellow

- (7) The Association by resolution of the Committee of Management may grant as a Fellow, an ordinary member who has rendered notable contribution to the Association and the building design profession over a number of years and is deemed worthy of the honour of Fellow by his peers. Nominations for Fellow Member may be proposed by one Member and seconded by two other Members and submitted to the Committee of Management. The Committee of Management shall consider the nomination and if accepted, grant Fellow membership to the nominee.

Life Member

- (8) The Association by resolution of the Committee of Management may grant Life Membership to a person who has been a Fellow Member of the Association for a period of not less than five (5) years and has rendered additional exceptional contribution to the Association and the building design profession and is deemed worthy of the honour of Life Member by his peers. Nominations for Life Member may be proposed by one member and seconded by two other members and submitted to the Committee of Management. The Committee of Management shall consider the nomination and if accepted, grant life membership to the nominee. A non-practising Life Member shall not be required to pay subscription fees to the Association. The Committee of Management shall have the discretion to submit or accept a Life Member nomination in respect to a Member who may not comply with the



requirements for Life Membership as set out in this clause, provided, however such nomination is within the spirit and intent of the recognition in awarding Life Membership.

Corporate Member

(9) A company, partnership, firm or individual may be admitted as a Corporate Member where the applicant provides services or products to, or has an interest and involvement in, the design sector and the building and construction industry, and shares the aims and objectives of the Association.

Individual Member

(10) An individual member shall satisfy the following criteria:

- (a) holder of a certificate in Building Design or Drafting from a course accredited under the Vocational Educational and Training Act 1990 or an equivalent qualification, or is in the process of completing such a course to gain a certificate in Building Design or Drafting or an equivalent qualification; and
- (b) is employed as an employee draftsman in the profession of architectural drafting or preparation of plans for building works or preparing documentation relating to permits or permit applications.

OR

Where the Individual Member is:

- (a) not the holder of a Certificate in Building Design or Drafting from a course accredited under the Vocational Educational and Training Act 1990 or an equivalent qualification or is not in the process of completing a course to gain a certificate in Building Design or Drafting, the Individual Member shall have a minimum of six years architectural drafting experience; and
- (b) is employed as an employee draftsman in the profession of architectural drafting or preparation of plans for building works or preparing documentation relating to permits or permit applications.

Graduate Member

(11) A person may be admitted as a Graduate Member of the Association upon satisfying the following criteria:

- (a) Holder of a certificate in Building Design or Drafting from a course accredited under the Vocational Education and Training Act 1990 or an equivalent qualification, and is endeavouring to gain employment in the architectural drafting sector.

Student Member

(12) A person may be admitted as a Student Member of the Association if the applicant provides proof of full-time enrolment in a tertiary institution education course in the area of drafting and building design (architectural) (interior) or (services). At its discretion, the Committee of Management may admit to membership a student who is enrolled parttime in a tertiary institution education course.

Honorary Member

(13) The Association by resolution of a two-thirds majority of financial Members present at a General Meeting may grant Honorary Membership to persons who have made a significant and long term contribution to the Association.

Nominations for Honorary Member shall be proposed by one member and seconded by two other members and submitted to a General Meeting of the Association. The Committee of Management shall consider the nomination and if accepted, submit the nomination to the next available general meeting its recommendation as to granting Honorary membership to the nominee. A non-practising Honorary Member shall not be required to pay subscription fees to the Association.

Retired Member

(14) An Ordinary Member or Corporate Member of the Association who provides evidence that he or she has permanently retired from the building design and drafting profession, does not have an interest or involvement in another building design or drafting

practice and does not provide services or products to the design sector and the building and construction industry, is eligible to apply for membership as a Retired Member by payment of the appropriate membership fee as determined from time to time by the Committee of Management.

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

5. (1) The entrance fee and annual subscription payable by each category of member shall be determined by the Committee of Management.
- (2) The annual subscription is payable in advance on or before the 1st day of July in each year.
- (3) A person admitted as a member of the Association after the 1st day of January in any year shall pay the entrance fee and half the annual subscription applicable to that financial year.
- (4) A person shall cease to be a member of the Association if payment of the annual subscription is not made within six weeks from the due date.
- (5) A student membership shall be a complimentary position for the duration of their studies and for the next renewal period, provided compliance with clause 4 (12) is satisfied.

REGISTER OF MEMBERS

6. The Executive Officer shall keep and maintain a register of members in which shall be entered the full name, postal and electronic address, telephone number and date of entry of the name of each member and the register shall be available for inspection by members at the Association's place of business.

RESIGNATION OF MEMBER

7. (1) A member of the Association who has paid all monies due and payable by that member to the Association may resign from the Association by first giving one (1) month's notice in writing of the member's intention to resign and returning the certificate of membership to the Executive Officer and upon the expiration of that period of notice, the member shall cease to be a member.

- (2) Upon the expiration of a notice given under subclause (1), the Executive Officer shall make in the register of members an entry recording the date on which the member of whom the notice was given, ceased to be a member.

DISCIPLINE OF MEMBERS

8. (1) Subject to these rules, the Committee of Management may by resolution:
 - (a) expel a member from the Association;
 - (b) suspend a member from membership of the Association for a specified period; or
 - (c) fine a member in accordance with the Regulations:
 - if the Committee of Management is of the opinion that the member –
 - i. has refused or neglected to comply with these rules and/or the Design Matters National Code of Professional Conduct; or
 - ii. has been guilty of conduct unbecoming a member or prejudicial to the interest of the Association.
- (2) A resolution of the Committee of Management under sub-clause (1):
 - (a) does not take effect unless the Committee of Management, at a meeting held not earlier than fourteen (14) and not later than twenty-eight (28) days after the service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and
 - (b) where the member exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.
- (3) Where the Committee of Management passes a resolution under sub-clause (1), the Executive Officer shall, as soon as practicable, cause to be served on the member a notice in writing:
 - (a) setting out the resolution of the Committee of Management and the grounds on which it is based;

- (b) stating that the member may address the Committee of Management at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service of the notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the member that he or she may do one or more of the following –
 - i. attend that meeting;
 - ii. give to the Committee of Management before the date of that meeting a written statement seeking the revocation of the resolution.
- (4) At a meeting of the Committee of Management held in accordance with sub-clause (2), the Committee:–
- (a) shall give to the member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.

REPRESENTATION OF MEMBERS

9. (1) Any firm or corporation, being a member of the Association and entitled to vote, may authorise any person to act as its representative at general meetings of the Association and may authorise a second person to act as alternative for the appointed representative. Any person so appointed as a representative or alternate for a representative must himself first qualify for voting membership of the association.
- (2) The representative shall, in accordance with his authority and until his authority is revoked by the firm or corporation which he or she represents, be entitled to exercise the same powers on behalf of the firm or corporation which he or she represents as that firm or corporation could exercise if it were a natural person who was a member.
- (3) Revocation of the representative's authority shall only be effective after such notice of revocation is delivered to the Association.

ANNUAL GENERAL MEETINGS

10. (1) The Association shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held on such day as the Committee of Management determines.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be:–
- (a) to confirm the minutes of the preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Committee of Management reports upon the transactions of the Association during the last preceding financial year;
 - (c) to elect officers of the Association and the ordinary members of the Committee of Management; and
 - (d) to receive and consider the statement submitted by the Association in accordance with Section 30 (3) of the Act.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

SPECIAL GENERAL MEETINGS

11. All general meetings other than the annual general meeting shall be called special general meetings.
12. (1) The Committee of Management may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than fifteen (15) months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (2) The Committee of Management shall, on the requisition in writing of members representing not less than five percent (5%) of the total number of members,



convene a special general meeting of the Association.

- (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Executive Officer and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (4) If the Committee of Management does not cause a special general meeting to be held within one (1) month after the date on which the requisition is sent to the address of the Executive Officer, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three (3) months after the date.
- (5) A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee of Management and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

CONVENING OF GENERAL MEETINGS

13. (1) The Executive Officer of the Association shall, at least fourteen (14) days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at his address appearing in the register of members, a notice by electronic communication or by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any business before a meeting may give notice of the business in writing to the Executive Officer, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

PROCEDURE OF GENERAL MEETINGS: PROCEEDINGS AT MEETINGS

14. (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) Ten (10) members present either in person or by their duly appointed representative (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day at which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.
15. (1) The President, or in his absence, the Vice President or a Member of the Committee of Management shall preside as Chairman at each general meeting of the Association.
- (2) If the President, the Vice-President or a Member of the Committee of Management are absent from a general meeting, the members present shall elect one of their number to preside as Chairman at the meeting.

16. (1) The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.

(3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of any adjournment or of the business to be transacted at an adjourned meeting.

17. A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without the proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

18. (1) Ordinary Members, Associates, Fellows and Life Members shall be entitled to vote at General Meetings of Members of the Association.

(2) Upon any question arising at a general meeting of the Association, a member has one vote only.

(3) All votes shall be given personally or by proxy.

(4) In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.

19. (1) If, at a meeting, a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such a manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

(2) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be

taken at such time before the close of the meeting as the Chairman may direct.

20. A member is not entitled to vote at any general meeting unless all monies due and payable by him to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

21. (1) Each member shall be entitled to appoint another member as his proxy by written notice given to the Executive Officer no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

COMMITTEE OF MANAGEMENT

22. (1) The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 23.

(2) The Committee of Management:

(a) shall control and manage the business and affairs of the Association;

(b) appoint annually auditors to carry out an annual audit of the financial affairs of the Association;

(c) may – subject to these rules, the regulations and the Act – exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members and the Association; and

(d) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee of Management to be essential for the proper management of the business and affairs of the Association.

23. (1)

i. The Committee of Management shall consist of eight (8) Ordinary Members of the Association, to be elected for a term of two (2) years plus the outgoing President of the Association (who shall be an automatic inclusion to the Committee).

ii. The Committee shall be made up of two (2) groups of four



respectively to be elected in alternate years.

- (2) The Committee of Management shall be elected by the Members of the Association who have voting rights at an annual general meeting of the Association excluding the appointment of the Immediate Past President who will be an automatic inclusion to the Committee of Management.
- (3) From within the Committee of Management, the Committee shall elect a President, a Vice-President, and the Treasurer as officers of the Association.
- (4) In the event of a casual vacancy occurring within the Committee of Management, the Committee shall have the power to appoint an Ordinary Member of the Association to fill the vacancy and the Member so appointed shall hold office until the conclusion of the term of office of the original incumbent.
- (5) In the event of the Association granting leave of absence to the President for any reason whatsoever the Vice President shall exercise all the powers of the office of President during the period of such leave of absence.

ELECTION OF COMMITTEE OF MANAGEMENT

24. (1) Nomination of candidates for election as ordinary members of the Committee of Management:
 - (a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the Candidate (which may be endorsed on the form of nomination);
 - (b) shall be delivered to the Executive Officer of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) The election of part Committee (either group 1 or 2) shall be nominated for election to the Committee of Management.
- (3) If insufficient nominations are received to fill all vacancies on the Committee of Management, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual

general meeting.

- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of ordinary members of the Committee of Management shall be conducted at the annual general meeting in such usual and proper manner as the Committee of Management may direct.

VACANCY ON COMMITTEE OF MANAGEMENT

25. For the purpose of these rules, the office of an officer of the Association or of an ordinary member of the Committee of Management becomes vacant if the officer or member
 - (a) ceases to be a member or representative of a member of the Association;
 - (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; (c) resigns his office by notice in writing given to the Executive Officer; or
 - (c) dies, or for more than six (6) months is absent without permission of the Committee of Management from meetings of the Committee held during that period.

PROCEDURE OF COMMITTEE OF MANAGEMENT

26. (1) The Committee of Management shall endeavour to meet at least eight (8) times on a monthly basis in each year at such place and such times as the Committee of Management may determine.
- (2) Special meetings of the Committee of Management may be convened by the President or by any four of the members of the Committee.
- (3) Notice shall be given to members of the Committee of Management of any special meeting specifying the general nature of the business to be transacted and no

other business shall be transacted at such a meeting.

- (4) Any five (5) members of the Committee of Management constitute a quorum for the transaction of the business of a meeting of the Committee.
- (5) No business shall be transacted unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (6) At meetings of the Committee of Management:
 - (a) the President or in his absence the Vice President shall preside; or
 - (b) if the President and the Vice-President are absent, one of the remaining members of the Committee of Management may be chosen by the members present shall preside.
- (7) Questions arising at a meeting of the Committee of Management or of any sub-committee appointed by the Committee of Management shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the Committee of Management or of any sub-committee appointed by the Committee of Management (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (9) Subject to sub-clause (4) the Committee of Management may act notwithstanding any vacancy on the Committee.

SUB-COMMITTEES

27. (1) The Committee of Management may at any time appoint and dissolve such sub-committees as it may think fit and shall prescribe the powers, functions and limitations thereof.

- (2) The Committee of Management shall appoint the Chairman of each sub-committee. Minutes of meetings of sub-committees shall be tabled at meetings of the Committee of Management. Recommendations from sub-committees are to be referred to the Committee of Management for approval.
- (3) The President and Executive Officer of the Association shall ex-officio be members of each subcommittee.

CHIEF EXECUTIVE OFFICER

28. (1) The Chief Executive Officer shall be appointed by the Committee of Management for such term and upon such conditions as it thinks fit, and any Executive Officer so appointed may be removed by it.
- (2) The Chief Executive Officer of the Association shall carry out all duties and responsibilities as directed and delegated by the Committee of Management in accordance with the aims, objectives, statement of purpose and policies of the Association.

DUTIES OF TREASURER

29. (1) The Treasurer of the Association:
 - (a) shall collect and receive all money due to the Association and make all payments authorised by the Association; and
 - (b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members at the Association's business premises.

REMOVAL OF COMMITTEE OF MANAGEMENT MEMBERS

30. (1) The Association, in general meetings may, by resolution, remove any member of the Committee of Management before the expiration of his or her term of office and appoint another member in his or her stead to hold office until the expiration of the term of the first mentioned member.

- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Executive Officer or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Executive Officer or the President may send a copy of the representation to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

CHEQUES ETC.

31. Except for electronic banking or electronic transactions, all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two signatory members of the Committee of Management or by the Executive Officer and one of the signatory members of the Committee of Management. In the case of electronic banking and electronic transactions, the Committee of Management shall delegate appropriate powers to the Executive Officer strictly in accordance with protocols developed by the Committee of Management.

COMMON SEAL

32. (1) The Common Seal of the Association shall be kept in the custody of the Executive Officer.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee of Management and the affixing of the Common Seal shall be attested by the signature either of two members of the Committee of Management or of one member of the Committee of Management and of the Secretary of the Association.

INSIGNIA

33. The Insignia of the Association may be applied to all correspondence, drawings, specifications and advertising material relating to building designing prepared by Ordinary Members, Associates, Fellows, and Life Members. Upon ceasing to be a member of the Association no further reference to membership of the Building Designers Association of Victoria Incorporated or use of the Insignia shall be made by the former member.

ALTERATION OF RULES AND STATEMENT OF PURPOSE

34. These rules and the statement of purpose of the Association shall not be altered except by a special resolution of a general meeting of members of the Association. A resolution of the Association is a special resolution if it is passed by a majority of not less than three-fourths of such members present at a general meeting who are entitled to vote under the rules of the Association including those members who have appointed a proxy on their behalf.
- Not less than 21 days notice specifying the intention to propose the resolution as a special resolution at a general meeting shall be given in accordance with the rules of the Association.

NOTICES

35. (1) A notice or document may be served by or on behalf of the Association upon any member either by electronic communication or by postal mail or personally to the member at his address shown in the Register of Members. (2) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

WINDING UP OR CANCELLATION

36. (1) The income and property of the Association shall be used and applied solely in promotion of its purposes and the exercise of its powers as set out herein and no proportion thereof shall be distributed paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such members in respect of monies advanced by him or her to the Association or otherwise owing by the Association to him or her, or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to

any member of out-of-pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the association or the provision of services to a member to which he or she would be entitled in accordance with the purposes if he or she were not a member.

(2) If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Reform Act 2012, and there remains, after satisfaction of all its debts and liabilities, any property, whatsoever, the same shall be given or transferred to some other institution or institutions having purposes similar to the purposes of the Association, and which prohibits the distribution of its other income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of this rule.

CUSTODY OF BOOKS

37. Except as otherwise provided in these Rules, the Executive Officer shall keep in his custody or under his control all books, documents and securities of the Association.

SOURCE OF FUNDS

38. The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee of Management determines.

INDEMNITY

39. Every member of the Committee of Management, every member of any sub-committee, and each other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liabilities, losses and expenses incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him or her by a court in respect of any negligence, default, breach of duty or breach of trust.

VOTING RIGHTS

40. Voting rights shall be restricted to the following classes of membership of the Association: Ordinary Members, Associate, Fellow and Life Members.



1. Abiding by the Law

Design Matters National Members should at all times, wherever they operate, comply with or observe all applicable laws.

2. Conflicts of Interest

Design Matters National Members should avoid conflicts of interest. A conflict of interest would occur when a relationship or an event would compromise the objectivity of commercial judgment by a Member and, if there is a potential conflict of interest, it should be formally declared in writing to the appropriate persons. This principle is also closely related to Principle 13 of this Code.

3. Honesty and Integrity

Design Matters National Members should act with honesty, propriety and integrity in the pursuit of their professional duties. Members should be straightforward and sincere in their approaches to clients and to their professional work.

4. Confidentiality

Design Matters National Members should respect the confidentiality of information acquired in the course of their professional duties, and must not disclose any such information to a third party without specific authority or unless there is a legal duty or professional duty to disclose it. Design Matters National Members should not use confidential information gained in the performance of their duties for any personal gain, nor in a manner that would be detrimental to their client.

5. Social Responsibility

Design Matters National Members should make every endeavour to conserve the environment, preserve quality of life within the members' sphere of influence and promote the development of further understanding in society of the role and place of design in the community.

6. Engage in Continued Learning

Design Matters National Members have a continuing duty to maintain professional knowledge and skill at a level required to ensure clients receive the advantage of competent professional services based on current developments in practice, legislation, design and technology.

7. Competency

Design Matters National Members should perform their professional services with due care, competence and diligence.

8. Good Reputation

Design Matters National Members should conduct themselves in a manner consistent with the good reputation of building designers, and refrain from any conduct that might bring discredit to, or be prejudicial to, their peers and to the design sector.

9. Employment Issues B

Design Matters National DAV Members should provide a safe and healthy workplace environment and provide fair and equitable treatment and remuneration to all employees and contractors.

10. Contractual Obligations

Design Matters National Members should ensure that all contracts and terms of business are clear, concise and are honoured in full, unless terminated or amended by mutual consent of the contracting parties.

11. Intellectual Property

Design Matters National Members should make every effort to respect the intellectual property of others in all its forms. Members should ensure that employees, contractors and other third parties are given proper credit for work done and achievements.

12. Quality of Services

Design Matters National Members should strive to provide excellence in their professional services. Where the services provided are in need of remedy, such remedy shall be conducted with efficiency, diligence and courtesy.

13. Legislative Professional Standards

Design Matters National V Members should ensure compliance with Regulation 15.2 of the Building Regulations made under the powers contained in the Building Act 1993. "15.2 Professional standards A registered building practitioner must – (a) perform his or her work as a building practitioner in a competent manner and to a professional standard; and (b) immediately inform the client in writing



if a conflict of interest arises or appears likely to arise between his or her interest as a building practitioner and that of his or her Client; and (c) receive remuneration for his or her services as a building practitioner solely by the professional fee or other benefits specified in the contract of engagement or by the salary and other benefits payable by the building practitioner's employer."

14. Assisting Youth

Design Matters National Members, where practicable, should assist in the proper induction of youth into the design sector and assist in the mentoring of students carrying out design studies. Such endeavours will be very much dependent upon the capacity and support infrastructure available to the Design Matters National Member to facilitate this principal.

15. Independence

Design Matters National Members should ensure that they are free of any interest that might be regarded as being incompatible with their integrity and objectivity.

16. Design Matters National Membership

Design Matters National Members should uphold the Objects and Rules of the Association's Constitution, and abide by the policies of the Association.



Design Matters National Statement of Purpose

The purposes of the Association are:

- (1) To promote and advance the practice and profession of building designing.
- (2) To raise the status and advance the interests of building designers.
- (3) To increase the confidence of the community in the employment of building designers recognised by the Association.
- (4) To promote honourable practice, to repress malpractice and to decide all questions of professional usage and ethics affecting the members of the Association.
- (5) To form a social outlet for members and their families.

Solely for the purpose of furthering the purposes set out above, the Association shall have power to:

- (a) subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to any extent at least as great as that imposed on the Association under or by virtue of the Rules.
- (b) buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises.
- (c) purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association, provided that, in the case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with same in such manner as is allowed by law having regard to such trusts..
- (d) enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (e) appoint, employ, remove or suspend such managers, clerks, secretaries, employees and other persons as may be necessary or convenient for the purposes of the Association.
- (f) construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, building, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association'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.
- (g) invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.
- (h) take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- (i) lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- (j) borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured

Design Matters National Statement of Purpose

- or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to repurchase, redeem or payoff any such securities.
- (k) draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (l) sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- (m) take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any moneys due to the Association from purchasers and others.
- (n) take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in paragraph (e).
- (o) take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.
- (p) print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- (q) amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of the Rules.
- (r) purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- (s) transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated association with which the Association is authorised to amalgamate.
- (t) make donations for patriotic, charitable or community purposes.
- (u) do all such others things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.



Design Matters National Continuing Professional Development Program

The Design Matters National's Continuing Professional Development Program commenced on 1 November 1996. The program was introduced to ensure members maintain a professional approach to education and upskilling, given that the constant changes in technology, regulations and liability occurring in the building industry require all participants in the industry to continually update and improve their skills.

The Design Matters National's CPD program is voluntary, and requires a participant to comply with a minimum of 15 CPD points per annum.

Successful participation and completion of the program is required for advancement of members through the membership structure of the Design Matters National.

CPD points will be allocated for actual hours spent in active participation in seminars and courses that have a clear set of objectives; as well as unstructured activities, capped to a maximum of two (2) points per annum.

Participating members are required to compile a Log Book, detailing all CPD activities in which they have participated. Log books may be audited by the Design Matters National Inc, and CPD certificates will be

awarded on successful completion of 15 CPD points per annum.

Acceptable professional development involvement by members evolves around participation at

- seminars and meetings
- academic courses
- professional and technical activities
- other areas considered to be appropriate by the Committee of Management.

Emphasis is placed on courses/events which deal with

- regulatory changes
- technical presentations
- advanced building construction
- building materials
- codes and guidelines
- management and customer relations
- employee relations and responsibilities
- professional liability and limitations
- fire protection and public safety issues.

Whilst the Design Matters National conducts its own professional development program, approved courses by other organisations are eligible for CPD points. Members wishing to obtain credit for participation in courses offered by external organisations are required to upload details of courses to their personal, online CPD Manager at the MEMBER pages of the Design Matters National website which, upon review, will be validated by the Association.

CPD POINTS 1 hour = 1 CPD point

GROUP 1 – Structured Activities		GROUP 2 – Unstructured Activities	
Activity	Max points	Activity	Max points
Structured on the job training	No capping	Meetings	1
1 Industry based education	No capping	Committee Representation	1
Seminars/Workshops	No capping	Discussion Groups	1
Short courses	No capping	Mentoring	1
University training	No capping	Lecturing	1
Vocational education	No capping	Article preparation	1
Information sessions	1	1 Private/Individual studies	1
Trade sessions	1	Service to the Profession	1
Conferences	No capping		
Minimum 4 points		Maximum 2 points	