

**CONSTITUTION OF THE
INSTITUTE OF PUBLIC ADMINISTRATION AUSTRALIA
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October 2018

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APPENDIX 1 FORM OF APPOINTMENT OF PROXY

PART I - PRELIMINARY

1. Title

The name of the Association shall be the Institute of Public Administration Australia Incorporated (hereinafter referred to as "the Institute").

2. Aims, Objects and Powers

(1) Aims and Objects:

The Institute is established with the aims and objects of -

- a) advancing the study and practice of public administration in Australia and elsewhere;
- b) promoting ethical standards and integrity in the practice of public administration;
- c) facilitating the exchange of experience relevant to public administration between public authorities, academic and professional institutions and the public sector;
- d) enhancing public awareness of the value of professional public service to the Australian community;
- e) publishing reports and journals dealing with public administration in Australia and elsewhere;
- f) promoting informed debate on issues concerning public administration in Australia and elsewhere;
- g) training or promoting the training of persons to become competent public administrators.
- h) identifying issues and making submissions on public administration matters that have implications for the national and possibly other governments Australia-wide; and
- i) identifying topical public policy issues for conferences and round-table discussions without taking a public stance on those issues.

(2) Powers

In addition to the powers conferred elsewhere in this Constitution or the Act, the Institute shall have the following powers:

- (a) to make rules regulating its own procedure;
- (b) to appoint the office-bearers of the Institute as provided in this Constitution;
- (c) to assign such duties and delegate such powers to the Council, the National Executive, the Executive Director and to other staff as it may deem appropriate;

- (d) to appoint such committees as it may deem fit from amongst the members of the Council or from the general membership of any Division of the Institute or from both and prescribe the duties and powers of any committee;
- (e) to establish and maintain a national office and employ such staff as are considered necessary to undertake the business of the Institute;
- (f) to consider and approve the accounts of the Institute;
- (g) to fix any honoraria to be granted to office-bearers of the Institute and the Editor of the AJPA and to fix the salaries, tenure and other terms and conditions of employment of any staff of the Institute;
- (h) to enlist the services of any members of any Division of the Institute to assist in the execution of any of its duties;
- (i) to arrange for the preparation of an Annual Report of the Institute;
- (j) to solicit, acquire and receive monies or property from public, private or other sources given or bequeathed to it, subject to such conditions as may be imposed by the donors, and to devote such monies or property to the aims and objects of the Institute;
- (k) to levy each Division of the Institute such amounts as the Institute may require to carry out its aims and objects;
- (l) to prepare and publish educational and training material and general information concerning public administration;
- (m) to apply the funds of the Institute in promoting its objects and, in particular, to purchase, take on lease or in exchange, hire, or otherwise acquire any real or personal property, to construct, maintain and alter any building or works, and to invest moneys in such manner as the Institute, without restriction of any laws limiting the investment of moneys by trustees, may from time to time determine;
- (n) to do all such things as are incidental or conducive to the attainment of the aims and objects of the Institute and the exercise of the powers of the Institute.
- (o) In the construction of the powers described in Subrule (2), the expressions shall be given their widest possible meaning consistent with their sense and intention, and these powers shall not be regarded as being in any way limited or restricted because of the manner in which they are expressed.

3. Incorporation

The Institute is incorporated under the Associations Incorporation Act 1991 of the Australian Capital Territory.

4. Location of Office

The Council may determine the location of any office of the Institute.

5. Interpretation

(1) In this Constitution, unless a contrary intention appears -

"AJPA" means the Australian Journal of Public Administration;
"Council" means the National Council of the Institute; "Division" means any State or Territory Division of the Institute; "financial year" means the year ending on 30 June;

"Division" means an incorporated body or registered body with a registered name of an Institute of Public Administration Australia in their title or a body with a purpose consistent with IPAA National and deemed by National Council to participate in Council Meetings.

"office-bearer of the Institute" means a person holding an office referred to in rule 12;

"ordinary Council member" means a member of the Council nominated pursuant to rule 12 (1)(b);

"Secretary" means the person holding office under this Constitution as Secretary of the Institute or, where that office is vacant, the public officer of the Institute;

"the Act" means the Associations Incorporation Act 1991 of the Australian Capital Territory;

"the Regulations" means the Associations Incorporation Regulations;

"voting delegate" means a member of a Division nominated by that Division to represent the Division at general meetings of the Institute pursuant to rule 24.

(2) In this Constitution-

(a) a reference to a function includes a reference to a power, authority and duty; and

(b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.

(3) The provisions of the Interpretation Act 1967 of the Australian Capital Territory apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART 11 - MEMBERSHIP, etc

6. Membership

- (1) The membership of the Institute shall comprise each Division of the Institute.
- (2) No membership fees apply to the Divisions who are members of the Institute.

7. Fellows

- (1) The Council may appoint a member of a Division who has made an outstanding contribution to the practice or study of public administration to be a Fellow of the Institute and any person so appointed shall be entitled to use the title "Fellow of the Institute of Public Administration Australia" and the letters FIPAA after his or her name.
- (2) The Council shall determine the criteria for appointment as a Fellow and the means by which Divisions may nominate a member for appointment as a Fellow.
- (3) The Council may appoint a panel of Fellows to determine who is worthy of appointment as a Fellow and advise it accordingly.
- (4) A panel of Fellows appointed by the Council shall, subject to any direction given by the Council, determine its own procedure at meetings.

8. Cessation of membership

- (1) A Division may, at any time, by special resolution of its members, resign from membership of the Institute.
- (2) Resignation from the Institute shall take effect on and from the date of service on the Secretary of a notice of resignation signed by the President and the secretary of the Division or from any later date specified in the notice, not exceeding three months from the date of signing of the notice.

9 Disciplining of members

The institute does not have the power to discipline members.

10. Members' liabilities

The liability of a Division to contribute towards the payment of the debts and liabilities of the Institute or the costs, charges and expenses of the winding up of the Institute is limited to the amount, if any, unpaid by the Division in respect of its membership of the Institute.

PART III - THE NATIONAL COUNCIL

11. Powers of the National Council

The Council, subject to the Act, and this Constitution, and to any resolution passed by the Institute in general meeting -

- (a) shall control and manage the affairs of the Institute;
- (b) may exercise all such functions as may be exercised by the Institute other than those functions that are required by this Constitution to be exercised by the Institute in general meeting;
- (c) has power to perform all such acts and do all such things as appear to the Council to be necessary or desirable for the proper management of the affairs of the Institute.

12. Constitution of the Council

- (1) The Council shall comprise:
 - (a) the office-bearers of the Institute;
 - (b) one member of each Division nominated from time to time by the Division.

13. Office-bearers

- (1) The office-bearers of the Institute shall be -
 - (a) the President;
 - (b) the Treasurer; and
 - (c) the Secretary.
- (2) Nomination of a member of a Division as a candidate for election as an office-bearer of the Institute:
 - (a) shall be made in writing, signed by two members of the Council (one of whom shall be a member of a Division other than the one to which the candidate belongs) and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
 - (b) shall be delivered to the Secretary not less than 7 days before the date fixed for the annual general meeting of the Institute at which the election is to take place.
- (3) The ballot for the election of office-bearers shall be conducted at the annual general meeting of the Institute.
- (4) If sufficient nominations are received to fill all vacancies among office bearers, the candidates nominated shall be deemed to be elected.

- (5) If more than one nomination is or are received for a vacancy (or those vacancies), a ballot shall be held to fill that office (or those offices).
- (6) In the event of a tied vote for any office, the tie shall be resolved by the Secretary by the drawing of lots.

14. Holding of Offices, etc.

- (1) A person is not eligible to hold two or more positions as office-bearer of the Institute at the same time.
- (2) A person is not eligible to hold a position as office-bearer and ordinary Council member at the same time and, if an ordinary Council member is elected as an office-bearer, he or she shall resign from the office of ordinary Council member.
- (3) The President shall, subject to this Constitution, hold office until the conclusion of the second annual general meeting following the date of the office-bearers' election and are eligible for re-election for a third term only (i.e. a maximum of six years total continuous terms of office).
- (4) The Secretary and the Treasurer shall, subject to this Constitution, hold office until the conclusion of the second annual general meeting following the date of the office-bearer's election or appointment and are eligible for re-election.

15. Secretary

- (1) The Secretary shall keep or cause to be kept minutes of-
 - (a) all elections and appointments of office-bearers and Council members;
 - (b) the names of members of the Council present at each Council meeting; and
 - (c) all proceedings at Council meetings and general meetings.
- (2) Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

16. Treasurer

The Treasurer shall -

- (a) collect and receive or cause to be collected and received all moneys due to the Institute and make all payments authorised by the Institute; and
- (b) keep or cause to be kept correct accounts and books showing the financial affairs of the Institute with full details of all receipts and expenditure connected with the activities of the Institute.

17. National Executive Director

- (1) The Council may appoint a person to or remove a person from the position of National Executive Director by such process as it shall determine.
- (2) Any person so appointed shall assume all such responsibilities and carry out or cause to be carried out all such work as the Council may from time to time determine or which is required by this Constitution.

18. Secretariat

- (1) There shall be a Secretariat of the Institute which shall consist of the Executive Director and such other staff as the Council may appoint.
- (2) The Executive Director shall be responsible for the day to day management of the Secretariat and shall report to the National Executive in relation to that management.

19. Vacancies

- (1) For the purposes of these rules, a vacancy in the office of a member of the Council or the position of an office-bearer occurs if the member -
 - a) dies;
 - b) ceases to be a member of a Division;
 - c) resigns the office or, in the case of an office-bearer, resigns from that position;
 - d) becomes an insolvent under administration within the meaning of the Corporations Law;
 - e) suffers from any incapacity which prevents that person from being able to perform the duties of a member of the Council or office-bearer; or
 - f) is disqualified from office under subsection 63(l) of the Act.
- (2) In the event of a casual vacancy in the position of an office-bearer, the Council may appoint a member of a Division (which may include a current Council member) to fill the vacancy and the person so appointed shall hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the casual appointment.
- (3) In the event of a casual vacancy in the office of an ordinary Council member, the Division which nominated that person shall nominate another member of the Division to be its representative on the Council.
- (4) Subject to this Constitution, the Council or the National Executive may act notwithstanding any vacancy on it.

20. Council Meetings and Quorum

- (1) The Council shall meet at least twice in each calendar year on such dates and at such times as the Council may determine.
- (2) Additional meetings of the Council may be convened by the President or in the event of this office being vacant, any other member of the Council.
- (3) The Council or any sub-committee of the Council appointed pursuant to rule 21 may resolve that any meeting shall be held by telephone or some other means of electronic communication and such a resolution may be passed by circulating the proposed resolution among members.
- (4) Oral or written notice of a meeting of the Council shall be given by the Secretary to each member of the Council at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Council) before the time appointed for the holding of the meeting.
- (5) Notice of a meeting given under Subrule (4) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Council members present at the meeting unanimously agree to treat as urgent business.
- (6) A resolution under Subrule (3) or a written notice under Subrule (4) may be sent by post or facsimile transmission.
- (7) The number of the Council members to constitute a quorum for the transaction of the business of a meeting of the Council shall be a majority plus one.
- (8) No business shall be transacted by the Council unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place (if being held in person) and at the same hour of the same day in the following week.
- (9) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- (10) At meetings of the Council -
 - (a) the President shall preside; or
 - (b) if the President and the office bearers are absent, one of the remaining members of the Council may be chosen by the members present to preside.

21. Independence of Council members

When acting as a member of the Council, a person is obliged to act in the interests of the Institute as a whole and is not bound to comply with any directions given to him or her by the Division of which he or she is a nominee or member in relation to the performing of any functions or exercising of any powers as a member of the Council.

22. Delegation by Council to Office-Bearers and Sub-Committees

- (1) The Council may, by instrument in writing, delegate to one or more office-bearers or to a sub-committee of members of the Council the exercise of such functions of the Council as are specified in the instrument, other than -
 - (a) this power of delegation; and
 - (b) a function which is a function imposed on the Council by the Act, by any other law of the Territory, or by resolution of the Institute in general meeting.
- (2) a function which is a function imposed on the Council by the Act, by any other law of the Territory, or by resolution of the Institute in general meeting.
- (3) A function, the exercise of which has been delegated by the Council, may still be exercised from time to time by the Council.
- (4) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances as may be specified in the instrument of delegation.
- (5) Any act or thing done or suffered by an office-bearer or sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Council.
- (6) The Council may, by instrument in writing, revoke wholly or in part any delegation under this rule.

23. Voting and Decisions

- (1) Questions arising at a meeting of the Council or of any sub-committee appointed by the Council pursuant to Subrule 21 shall be determined by most of the votes of members of the Council or sub-committee present at the meeting.
- (2) Voting entitlements at a meeting of the Council shall, except as provided in Subrule (3), be as follows -
 - (a) Office-bearers of the Institute shall have one vote each.
 - (b) Ordinary Council members shall have two votes each.

- (3) In the event of an equality of votes on any question, the person presiding may exercise a further or casting vote.
- (4) An ordinary Council member is entitled to appoint a proxy to exercise his or her powers, including the power to vote, at a meeting of the Council.
- (5) Any act or thing done or suffered, or purporting to have been done or suffered, by the Council or by any sub-committee appointed by the Council, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Council or sub-committee.

PART IV - GENERAL MEETINGS OF THE INSTITUTE

24. Voting Delegates

Each Division shall, from time to time, nominate one of its members to be a voting delegate for the purpose of representing the Division at general meetings of the Institute.

25. Annual general meeting - holding of

- (1) Subject to subrules (2) and (3) the Institute shall, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the Institute, convene an annual general meeting of its members.
- (2) Subrule (1) has effect subject to the powers of the Registrar-General under section 120 of the Act in relation to extensions of time.
- (3) The Institute shall, unless it is not practical or reasonable to do so, hold its annual general meeting at its annual National Conference.

26. Annual General Meetings - Business At

- (1) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be -
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Council reports on the activities of the Institute during the last preceding financial year;
 - (c) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73(1) of the Act.
- (2) An annual general meeting shall be specified as such in the notice convening it in accordance with this Constitution.
- (3) An annual general meeting shall be conducted in accordance with the provisions of this Part.

27. General Meetings - Calling Of

- (1) The Council may, whenever it thinks fit, convene a general meeting of the Institute.
- (2) The Council shall, on the requisition in writing of not less than two Divisions, convene a general meeting of the Institute.
- (3) A requisition of Divisions for a general meeting -
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be executed by the secretaries of the Divisions making the requisition; and
 - (c) shall be lodged with the Secretary.
- (4) If the Council fails to convene a general meeting within one month after the date on which a requisition of Divisions for the meeting is lodged with the Secretary, any one or more of the Divisions that made the requisition may convene a general meeting to be held not later than 3 months after that date.
- (5) A general meeting convened in the manner referred to in Subrule (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Council.

28. General Meetings - Notice

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Institute, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post or facsimile transmission to each office-bearer and the secretary of each Division a notice specifying the place, date and time, or arrangements for holding the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Institute, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each office-bearer and the secretary of each Division in the manner provided in Subrule (1) specifying, in addition to the matter required under that Subrule, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, the ordinary business of an annual general meeting may be transacted.
- (4) A voting delegate desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the person.

29. General Meetings - Procedure and Quorum

- (1) No item of business shall be transacted at a general meeting unless a quorum of voting delegates is present during the time the meeting is considering that item.
- (2) Three voting delegates present in person to vote at a general meeting constitute a quorum for the transaction of the business of a general meeting.
- (3) 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 Divisions shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice before the day to which the meeting is adjourned) at the same place.

30. Presiding Member

- (1) The President, or in the absence of the President, an office holder shall preside at each general meeting of the Institute.
- (2) If the President or an office holder are absent from a general meeting, voting delegates present shall elect one of their number to preside at the meeting.

31. Adjournment

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of voting delegates present at 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 general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each office bearer and the secretary of each Division stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subrules (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32. Making of Decisions

- (1) A question arising at a general meeting of the Institute 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 person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Institute, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- (2) At a general meeting of the Institute, a poll may be demanded by the person presiding or by not less than three voting delegates present at the meeting.
- (3) Where a poll is demanded at a general meeting, the poll shall be taken -
 - (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

33. Voting

- (1) Subject to Subrule (4), upon any question arising at a general meeting of the Institute a Division has one vote only.
- (2) At any general meeting, the vote of a Division may be cast for or against a proposed resolution or a motion by its voting delegate.
- (3) All votes shall be given personally or by proxy but no person may hold more than two proxies.
- (4) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a casting vote.

34. Appointment of Proxies

- (1) A voting delegate is entitled to appoint a person who is a member of the same Division or another Division as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix I to this Constitution.

PART V - MISCELLANEOUS

35. Funds - Source

- (1) Each Division shall pay an annual levy to the Institute, the amount of which shall be determined by the Council from year to year.
- (2) The funds of the Institute shall consist of -
 - (a) annual levies from the Divisions;
 - (b) grants and donations received;
 - (c) revenue from seminars and workshops organised by the Institute;
 - (d) revenue from the sale of publications, including books, journals, films and electronic media by the Institute;

- (e) revenue from the sale of any intellectual property of the Institute;
 - (f) interest received from deposits.
- (3) All money received by the Institute shall be deposited as soon as practicable and without deduction to the credit of an Institute bank account.

36. Funds - Management

- (1) Subject to any resolution passed by the Institute in general meeting, the funds of the Institute shall be used in pursuance of the objects of the Institute in such manner as the Council determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Council or one member of the Council and one staff member of the Institute, being members of the Council or staff members authorised to do so by the Council.
- (3) The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bonafide compensation for services rendered or expenses incurred on behalf of the organisation.

37. Banking

All banking of the Institute shall be carried out at such branches of such bank or banks as the Council may from time to time determine.

38. Alteration of Objects and Rules

Neither the objects of the Institute referred to in section 29 of the Act nor this Constitution shall be altered except in accordance with the Act.

39. Common Seal

- (1) The common seal of the Institute shall be kept in the custody of the Public Officer.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the common seal shall be attested by the signatures either of any two members of the Council or of one member of the Council and of the Executive Director.

40. Custody of Books

Subject to the Act, the Regulations and this Constitution, the Executive Director shall keep in his or her custody or under his or her control all records, books, and other documents relating to the Institute.

41. Inspection of Books

The records, books and other documents of the Institute shall, subject to reasonable notice being given, be open to inspection at a place in the Australian Capital Territory, free of charge, by any member of a Division at any reasonable hour.

42. Service of Notices

- (1) Except where specific provision is made in a rule, notices may be served by or on behalf of the Institute for the purposes of this Constitution, in the following manner:
 - (a) in the case of a natural person - by personal service or by sending it by post to the person's address as shown in the register of the Division of which that person is a member,
 - (b) in the case of a Division - by sending it by post to the registered office of the Division.
- (2) Where a document is sent to a person or Division by properly addressing, prepaying and posting a letter containing the document, the document shall unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person or Division at the time at which the letter would have been delivered in the ordinary course of post.

43. Surplus Property

- (1) At a general meeting of the Institute, the Institute may pass a special resolution nominating:
 - (a) another institute or body for the purpose of paragraph 92(1)(a)(ii) of the Act; or
 - (b) a fund, authority or institution for the purpose of paragraph 92(1)(b)(ii) of the Act,in which it is to vest its surplus property in the event of the dissolution or winding up of the Institute.
- (2) An institute or body nominated under paragraph (1)(a) must fulfil the requirements specified in subsection 92(2) of the Act.
- (3) An institute or body nominated under paragraph (1) (a) must, within its rules, prohibit the distribution of its assets and income to its members.

APPENDIX 1

**INSTITUTE OF PUBLIC ADMINISTRATION AUSTRALIA
INCORPORATED**

FORM OF APPOINTMENT OF PROXY

I,[insert full name]

of[address]

being a voting delegate of..... [insert full name of Division]

hereby appoint [full name of proxy]

of[address]

as my proxy to vote on behalf of the above Division at the general meeting of the Institute (annual general meeting or other general meeting as the case may be) to be held on the day of 20 , and at any adjournment of that meeting.

+ My proxy is authorised to vote* in favour of/*against the resolution
(insert details)

.....
(Signature of member appointing proxy)
Date:

(+ to be inserted as desired)

Note

1: A proxy for a voting delegate may only be given to a person who is a member of a State or Territory Division of the Institute.