

GEOSPATIAL COUNCIL OF AUSTRALIA LIMITED

A COMPANY LIMITED BY GUARANTEE | ABN 22 135 572 815

BY-LAWS

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1. PRELIMINARY

1.1. Definitions

In addition to definitions in the Constitution the following definitions apply to these By-Laws:

- a. "Board" means the current Board of Directors of the Company
- b. "Complainant" means in relation to a complaint lodged under clause 10.1, the person who lodged the complaint
- c. "Complaine" means in relation to a complaint lodged under clause 10.1
 - i. if the subject of the complaint is an individual, that Member; or
 - ii. if the subject of the complaint is an organisation, the representative of the organisation determined by the CEO of the Company to be held responsible to answer the complaint.
- d. "Company" means the Geospatial Council of Australia Limited
- e. "Constitution" means the current published constitution of the Company
- f. "Member" means an individual or organisation whose name is entered in the Register as a member of the Company
- g. "President" means the President of the Company for the time being.

1.2. Application of the Corporations Act

- a. These By-Laws are to be interpreted subject to the Corporations Act.
- b. Unless the contrary intention appears, an expression in a By-Law that deals with a matter dealt with by a provision of the Corporations Act has the same meaning as in that provision of the Corporations Act.
- c. Subject to clause 1.2(b), unless the contrary intention appears, an expression in a By-Law that is defined in section 9 of the Corporations Act has the same meaning as in that section.

1.3. Delegation of Director's Powers

The Directors hereby delegate such of their powers to the persons contemplated in these By-Laws to the extent and as may be necessary to give full force and effect to these By-Laws.

1.4. Corporate Governance

- a. The Board is the supreme governing body and must exercise the powers granted by the Constitution in accordance with the Corporations Act.
- b. Where these By-Laws are silent on an issue, the Board is the supreme authority to arbitrate and its decision is final and binding.

2. MEMBERSHIP

2.1. Categories

The categories within the two classes of membership for the Company are:

- a. Individual Class
 - Professional
 - Affiliate
 - Student
- b. Organisation Class
 - Business
 - Public Sector
 - Education
 - School.

2.2. Eligibility

The eligibility for each category of membership is as follows:

- a. A Professional Member will:
 - i. be an individual;
 - ii. be over the age of 18;
 - iii. reside in Australia; and
 - iv. be entitled to voting rights.
- b. An Affiliate Member will:
 - i. be an individual;
 - ii. be over the age of 18;
 - iii. reside in any country outside Australia; and
 - iv. not be entitled to voting rights.
- c. A Student Member will:
 - i. Be an individual;
 - ii. be based in Australia;
 - v. currently studying on a full or part time basis; and
 - vi. not be entitled to voting rights.
- d. A Business Member will:
 - i. be a private or publicly listed organisation;
 - ii. be based in Australia or overseas; and
 - iii. be entitled to voting rights.
- e. A Public Sector Member will:
 - i. be a Federal, State or Local government agency or Authority;
 - ii. be based in Australia or overseas; and
 - iii. be entitled to voting rights.
- f. An Education Member will:
 - i. be a university, VET or registered private training organisation or research institution;
 - ii. be based in Australia or overseas; and
 - iii. be entitled to voting rights.
- g. A School Member will:
 - i. be a public or private primary or high school;
 - ii. be based in Australia or overseas; and
 - iii. not be entitled to voting rights.

2.3. Organisation Member Representatives

- a. An Organisation Member shall nominate at least one natural person to be the Member’s Representative to represent and vote for and on behalf of that Member.
- b. If a Member has not nominated a Representative, the chief executive officer, president or similar equivalent will be eligible to vote on all matters at which the Member is entitled to vote.
- c. A Representative can exercise, upon behalf of the Member, all rights conferred to in the Constitution and otherwise to represent and vote for and on behalf of that Member:
 - i. at general meetings of the Company;
 - ii. at meetings of any committee of which the Member is a member; and
 - iii. in all ballots held by the Company in which the Member is entitled to vote.
- d. Organisation Members may nominate more than one representative to be listed on the Company database, for purposes including, but not limited to:
 - i. voting at meetings of Members;
 - ii. receiving Member communications; and
 - iii. management of membership billing.
- e. A Member may change its Representative/s at any time by giving notice in writing to the Company.

2.4. Period

The membership period is the Australian financial year, that is 1 July to 30 June each year.

2.5. Fees

- a. The annual membership fees are set by the Board and published in the Membership Fees & Benefits Policy on the Company’s website.
- b. Within a number of categories, there are multiple fee tiers for certain membership types.

Category	Professional	Student	Business
Tiers	Full Graduate Retired Fellow Honorary Fellow	Full-time Part-time Undergraduate Part-time Postgraduate	Small (1-19 FTE) Medium (20-199 FTE) Large (200+ FTE)

2.6. Benefits

Members shall receive benefits as outlined in the Membership Fees & Benefits Policy on the Company’s website.

2.7. Recognition

- a. The Company may issue to each Member, free of charge, a certificate, letter and/or digital badge evidencing that Individual or Organisation as a Member.
- b. Professional Members may use the following letters after their name to signify they are a Member of the Company:
 - i. *MGCA* – for Full, Graduate and Retired members
 - ii. *FGCA* – for Fellows
 - iii. *HonFGCA* – for Honorary Fellows.

- c. Any form of recognition (certificate, digital badge or post nominal) is not to be displayed if membership is no longer current.

2.8. Obligations of Members

- a. Further to clause 3.3 of the Constitution, Members are obliged to comply with the Constitution, these By-Laws and the Code of Ethics, each as amended from time to time.
- b. In addition, Members are obliged to comply with the Company's policies and procedures, as approved from time to time, as applicable to each Individual Member.

2.9. Effect of Cessation of Membership

Any person who ceases to be a Member under clauses 3.12 to 3.14 of the Constitution shall:

- a. forfeit all and any rights and privileges of membership as at the date of cessation of membership;
- b. have no further rights of or claims against the Company or the property or funds of the Company, except rights or claims as a creditor (if any) and any rights or claims arising from actions or omissions during the period of membership;
- c. remain liable for and will pay to the Company any moneys which it owes and were due to the Company at the date of them ceasing to be a Member, including but not limited to membership fees.

3. MEETINGS OF THE BOARD

3.1. Meetings will be held quarterly, or at least three (3) times per year as per the Constitution.

3.2. Meetings may be held exclusively by video conferencing if the President and CEO determine that is the most practical means, as long as the technology used to facilitate the meeting is clearly set out.

3.3. A notice of a Board meeting:

- a. will be given to all current Directors;
- b. will be given at least 48 hours' prior to the meeting, except in special circumstances;
- c. will specify the time and place (electronic address/access if necessary) of the meeting;
- d. will, where practicable, state the nature of the business to be transacted at the meeting; and
- e. may be given in person, by telephone, email or other electronic means.

3.4. The non-receipt of notice of a Board meeting, or a failure to give notice of a meeting to a director does not invalidate any act, matter or thing done or resolution passed at the meeting if:

- a. the non-receipt or failure occurred by accident or error; or
- b. before or after the meeting, the director:
 - i. has waived or waives notice of that meeting;
 - ii. has notified or notifies the Company of their agreement to that act, matter, thing or resolution personally, by telephone, email or other electronic means; or
 - iii. the director attended the meeting.

3.5. The Chair of the meeting shall:

- a. set the agenda for the meeting in consultation with the CEO;
- b. request Directors or attendees to identify any conflicts of interest;
- c. manage the business of the meeting; and
- d. confirm the date and time for the next meeting.

3.6. The CEO will ensure that minutes are recorded which note:

- a. the date and time of the meeting;
- b. those in attendance;
- c. the business of the meeting and any decisions, resolutions, and actions; and
- d. the date and time of the next meeting.

- 3.7. The CEO will arrange for all Board meeting minutes to be stored on an appropriately secure storage drive for future reference.
- 3.8. The President may choose to allow guests such as experts to a matter being discussed or a Young & Early Professional observer to attend.

4. APPOINTMENT OF DIRECTORS (ONGOING BOARD)

4.1. Management

The management of the identification, recruitment and appointment of the ongoing Board of the Company will be undertaken by the Remuneration & Appointments Board Committee.

4.2. Composition

The Board should be comprised of persons with a broad range of interests, skills, expertise and experience which will assist the directors in carrying on the activities and furthering the objects of the Company.

To achieve this, the Board has set out the following aspirational guidelines in relation to the composition of the Board:

- a. Directors that reflect the diversity within the geospatial sector, such as language, ethnicity and culture, gender, sexual orientation, age, socio-economic status and disability;
- b. Directors representing both individuals and organisations (small to large);
- c. Directors that represent the variety of the geospatial disciplines the Company represents;
- d. Directors from professions that assist in the provision and maintenance of good governance, including financial and legal affairs;
- e. A Director from a rural or regional area, being an area that is located outside a capital city (with the exception of Hobart and Darwin);
- f. Directors from at least 3 States or Territories; and
- g. Directors that have already undertaken, or plan to undertake in the future, the AICD Directors Course.

In addition to these aspirational guidelines, the Directors of the ongoing Board will meet the skillsets as outlined in the Board Skills Matrix document. This matrix will be reviewed by the Board on an annual basis.

As per the Constitution, the Board may consist of both member and independent (non-member) Directors.

4.3. Identification

- a. If a position/s becomes vacant through the completion of a Director's term or via Clause 5.5 of the Constitution, a call for Director nominations shall be sent to all current voting members and existing Directors.
- b. The call for nominations will be sent via electronic message not less than nine (9) weeks prior to an AGM and must be submitted no less than five (5) weeks prior to the date of the meeting or at a date provided by the Company (whichever is earlier).
- c. All voting Members & existing Directors will have the right to nominate one current Individual Member or a person in the current employ of an Organisation Member candidate (which can be themselves).

4.4. Screening

- a. The Remuneration & Appointments Committee (RAC) will review the list of nominated candidates against the eligibility criteria outlined in the Constitution and the Board Skills Matrix and create a shortlist of nominees of no more than three (3) individuals per position.

- b. The Chair of the RAC will appropriately manage any conflicts of interest when finalising the shortlisted candidates.
- c. The shortlisted nominees will be contacted by the CEO in person, via telephone, email or other electronic means to advise them of the status of their nomination and invite them to an interview (in person or via video conference) with at least three members of the Committee.
- d. A member of the RAC will contact at least two referees for each nominee.

4.5. Selection & Appointment

- a. The RAC will review the outcomes of the interviews and references and determine recommended candidate/s for the position/s.
- b. The RAC will prepare a report for the Board, noting all shortlisted nominees and the recommended candidate/s.
- c. The Board must approve, via a vote with a 2/3 majority, the nominated candidate/s for the position/s.
- d. If there is only one approved candidate per position, the details of the candidate will be shared with Members for endorsement by a majority vote at the AGM.
- e. If there is more than one approved candidate per position, an election of all members to choose the preferred candidate will be undertaken prior to the AGM, with results announced at the AGM.

4.6. Exception

- a. As per the Constitution, the Board reserves the right, via a 2/3 majority vote at a meeting of Directors, to directly appoint up to three (3) eligible Member or independent (non-Member) persons to the Board, disregarding clauses 4.3 – 4.5 above.
- b. The Board will take into account the skills outlined in the Board Skills Matrix, and the skills of the existing Directors, in making such a decision.

5. RESPONSIBILITIES AND DUTIES OF DIRECTORS

- 5.1. Directors must act at all times in an accordance with their obligations under the Corporations Act, at general law and the rules set out in the Constitution.
- 5.2. The Board Protocols and Directors' Duties Policy are established, and regularly reviewed and approved by the Board, to set out the responsibilities and behaviour of the Company and assist the Directors in carrying out their duties. Each Director, on appointment is to receive a copy of the policy and acknowledge and agree to the bound by its terms.

6. REMUNERATION OF DIRECTORS

- 6.1. Directors of the Inaugural Board will not receive remuneration.
- 6.2. As per the Constitution, Directors of the ongoing Board are entitled to such remuneration (which must be inclusive of superannuation where applicable) out of the funds of the Company as the Board determines, subject to any aggregate limit in respect of a Financial Year that has been fixed by the Company in general meeting by a resolution passed by at least 3/4 of the Members present and voting.
- 6.3. The RAC will oversee the determination of such remuneration and make recommendations to the Board on the matter.
- 6.4. In addition to any remuneration paid, a Director is entitled to be paid all travelling and other expenses properly incurred by that Director in connection with the affairs of the Company.

- 6.5. If a director renders or is called upon to perform extra services or to make any special exertions in connection with the affairs of the Company, the Board may arrange for a special remuneration to be paid to that director, either in addition to or in substitution for that director's remuneration.
- 6.6. The office of President or membership of a Board Committee may, if the Board resolves, be treated as an extra service or special exertion.

7. COMMITTEES

7.1. Structure

The Company's formal Committee structure currently includes:

- a. Board Committees;
- b. Areas of Practice Committees;
- c. Functional Committees; and
- d. Special Interest Groups.

7.2. Terms of Reference

Terms of Reference are established for each Committee by the CEO and the Board and shall include:

- a. its name
- b. its purpose
- c. the scope of work/responsibilities
- d. eligibility
- e. process for identifying members
- f. composition of the group
- g. reporting arrangements
- h. duration of appointment
- i. appointment process
- j. review mechanism and process (if applicable).

7.3. Committee Functioning

- a. A Committee must operate in accordance with its Terms of Reference and any direction of the Board.
- b. A Committee must not enter into financial agreements or contracts of any kind on behalf of the Company. A Committee does not hold any financial delegations.
- c. There will be a Chair of each Committee, with election and appointment terms defined in the Terms of Reference.
- d. A Committee may meet to manage the Committee's business.
 - i. Meetings will be held at a frequency as defined in its Terms of Reference and meetings schedules will be set at least six (6) months in advance.
 - ii. Meetings will be held via the meeting method (in person, video conferencing) as advised by the supporting staff member.
 - iii. Where a matter is to be decided by a vote, each Committee member has one (1) vote and the matter will be decided by a majority of votes. If there are equal votes, the Committee Chair has the casting vote.
 - iv. The Chair, or in their absence, another Committee member or senior staff member, will chair the meeting and manage the business of the meeting.
 - v. A senior staff member will be nominated to take meeting minutes, unless noted in the Committee Terms of Reference.
 - vi. The detail required in minutes will be defined in the Terms of Reference, however as a minimum shall identify the date and time of the meeting, those in attendance and any key decisions and/or actions.

- vii. Any member who is absent without the agreement of the Committee Chair for three meetings in one year will be deemed to have vacated their position.
 - viii. The Committee shall report to the Board via the CEO or their designate, in the format prescribed by the Board.
 - ix. If the Board requests it, each Committee will provide advice on its activities as is required.
- e. Committee members are obliged to comply with the Company's operational policies and procedures and any reasonable requests of the CEO.

7.4. Board Committees

In line with the Constitution, Directors may establish ongoing Committees assisting the Board to undertake key functions on behalf of the Board.

The current Board Committees of the Company are:

- a. *Audit and Risk*: reviews Company accounts reports, reviews budgets, monitors compliance and, in conjunction with the Board, develops, reviews and maintains risk management policy and a risk register;
- b. *Funding & Investment*: to identify appropriate sources of funding for Company projects and review investment strategies for major initiatives;
- c. *Recognition*: reviews the Company awards program and manages Company Fellowship nominations, along with associated policies;
- d. *Remuneration & Appointments*: oversees remuneration of Directors and the CEO, and manages the appointment of Directors.

7.5. Areas of Practice Committees

Areas of Practice (AoP) Committees are ongoing representative groups of current Members involved in specific geospatial disciplines, with a focus on sharing, producing and contributing to activities that are strategically aligned to the Company's mission and member interests.

The current AoP Committees of the Company are:

- a. *Surveying*: representing the disciplines of cadastral, engineering and mining surveying and geodesy
- b. *Hydrography*: representing the discipline of hydrographic surveying
- c. *GIS, Analytics & Remote Sensing*: representing the disciplines of geographical information science, spatial science, spatial analytics, data science, cartography, earth observation, remote sensing and photogrammetry.

7.6. Functional Committees

Functional committees are key ongoing Member committees reflecting the priorities of the Company, undertaking activities that support and grow the geospatial industry.

The current Functional Committees of the Company are:

- a. *Young & Emerging Professionals*: consisting of members under 36 years old or with less than 10 years' experience in the geospatial industry;
- b. *Policy & Advocacy*: in conjunction with key staff, focuses on development and review of industry policy and strategies for advocacy to government on behalf of members and the industry;
- c. *Workforce*: in conjunction with key staff, identifies and supports programs and activities focussed on the increased capability of the geospatial workforce.

7.7. Special Interest Groups

Special Interest Groups (SIGs) are temporary Member and industry committees established for the purpose of research, discussion, review, advice and action on a highly topical geospatial issue.

The current SIG Committees of the Company are:

- a. *Spatial Digital Twins*: developing clear value propositions, identifying principles, frameworks and standards and collaborating with stakeholders in the digital twin space;
- b. *Disaster Management and Recovery*: focussed on the use of geospatial technologies and connection of geospatial people for use in disaster management;
- c. *Positioning, Timing and Navigation*: focus on these technologies being further embedded into other parts of the economy such as construction, transport, mining, agriculture etc along with wider knowledge sharing of geodesy.

7.8. Other Committees

The Company may establish other committees from time to time as required, for example, state conference program committees. The purpose, scope and governance of these committees are at the discretion and direction of the Board and the Chief Executive Officer.

8. STATE AND TERRITORY POSITIONS

8.1. Positions & Eligibility

- a. Two permanent positions in each state and territory of Australia will be appointed, with the roles being:
 - i. <State/Territory> Chair
 - ii. <State/Territory> Vice-Chair.
- b. Any current Professional Member of any tier or a nominated representative of any Organisation Member, except School Member, is eligible for the positions.
- c. If no nominations for the positions are received, the positions do not need to be filled.

8.2. Purpose and Role

The positions may:

- a. promote the strategic objectives of the Company to local industry;
- b. provide advice to the CEO and Board on matters concerning the State/Territory;
- c. maintain relationships with key State/Territory stakeholders;
- d. represent the Company on State/Territory Government groups;
- e. identify local opportunities for membership growth;
- f. in conjunction with staff, facilitate continuing professional education, including the annual State/Territory conference; and
- g. in conjunction with staff, identify other State/Territory specific events and establish local event committees as required.

8.3. Governance

The governance of the positions, including (but not limited to):

- a. delegations of authority;
- b. process for identification and appointment;
- c. terms of appointment; and
- d. reporting processes;

is outlined in the State/Territory Chairs Terms of Reference.

9. BALLOT OF MEMBERS

Any ballot of Members must be conducted as follows:

- a. the CEO or the Returning Officer appointed by the Board must conduct the ballot;
- b. a ballot notice must be prepared and submitted to Members which sets out the matters requiring the vote of Members, including any submissions for or against the matters;
- c. the notice must specify the time within which the ballot notice must be submitted to the CEO or Returning Officer, which must be at least thirty (30) days after the ballot papers are sent;
- d. the non-receipt by any Member of a ballot notice does not invalidate the ballot;
- e. the CEO or Returning Officer must reject any ballot paper which has not been completed correctly or was not submitted within the time prescribed;
- f. if there is any doubt concerning the validity of a ballot paper or of its receipt by the CEO or Returning Officer within the time prescribed, the question must be referred to the President whose decision is final and binding;
- g. the CEO or Returning Officer must notify the Directors in writing of the results of the ballot, including the number of votes for and against each matter; and
- h. the Board must notify the Members via email the outcome of the ballot within sixty (60) days after the ballot papers are sent.

10. DISCIPLINARY PROCEDURES AND COMPLAINTS MANAGEMENT

10.1. Complaints

- a. Any person may lodge with the Company a complaint against a Member by submitting a complaint statement via post or email to ceo@geospatialcouncil.org.au which must set out all matters giving rise to the complaint, including other statements or material relating to the matters if required.
- b. A person may only lodge a complaint if the complaint alleges that the Complainee:
 - i. is in breach of or has breached the Constitution;
 - ii. is in breach of or has breached these By-Laws;
 - iii. is in breach of or has breached the Code of Ethics; or
 - iv. has engaged in any other conduct likely to bring the relevant profession or the Company into disrepute.
- c. If the Complainant or the Complainee is a Committee member or Director of the Company, that person must not participate in any subsequent investigation, proceedings and determination in respect of that complaint.

10.2. Determinations

- a. The CEO of the Company must consider each complaint and determine whether:
 - i. the matter is one which should be referred for mediation. If the matter is referred for mediation but mediation does not resolve the matter, the CEO shall determine whether or not there may have been improper conduct;
 - ii. the matters giving rise to the complaint, whether or not substantiated, are trivial, would not amount to improper conduct or for other reasons in the CEO's discretion do not warrant further action. The CEO may dismiss the allegation or take such other action, not involving a sanction, which the CEO deems appropriate; or
 - iii. the matters giving rise to the allegation may, if substantiated, amount to improper conduct.
- b. If the CEO determines that there may have been improper conduct, the CEO must institute disciplinary proceedings by establishing a Complaints Committee within 28 days of receipt of the complaint.

10.3. Complaints Committee

- a. A Complaints Committee will consist of the following members:
 - i. CEO;
 - ii. two (2) Directors of the Company; and
 - iii. one other Individual Member or representative of an Organisation Member who currently sits on a Company Committee, nominated by the President.
- b. A quorum of a Complaints Committee consists of two (2) persons.
- c. The CEO, or in the CEO's absence, another senior staff member as nominated by the CEO, must act as secretary of a Complaints Committee.

10.4. Notice & Response

- a. If the CEO institutes, or intend to institutes, disciplinary proceedings, the CEO must notify the Complainee:
 - i. in writing within 21 days of receipt of the complaint;
 - ii. set out the nature of the matters giving rise to the allegation;
 - iii. indicate the substance of any statements or other material accompanying the allegation;
 - iv. specify the provisions of the Code of Ethics, the Constitution or the By-Law or the conduct likely to bring the relevant profession or the Company into disrepute as the case may be which, the matters giving rise to the allegation may, if substantiated, contravene; and
 - v. set out the rights of response, and the time within which the Complainee may respond (which must not be less than 28 days from the date the notice is sent).
- b. The Complainee may within the time specified in the notice:
 - i. respond in writing setting out an explanation; or
 - ii. request a hearing by the Complaints Committee.

10.5. Disciplinary proceedings

- a. The Complaints Committee must:
 - i. consider the complaint and any explanations of the Complainee;
 - ii. if requested by the Complainee, conduct a hearing in such manner as the Complaints Committee determines;
 - iii. report in writing to the Board within 45 days of being appointed, and within 21 days of receiving the explanation of the Complainee, if an explanation is submitted; and
 - iv. set out in its report its findings, the evidence on which the findings were based and its recommendation to the Board.
- b. The Board must consider the report of the Complaints Committee and must either:
 - i. dismiss the allegation;
 - ii. determine that the allegation is justified but that no disciplinary sanction should be imposed on the Complainee; or
 - iii. determine that the allegation is justified and issue a reprimand and/or suspend or terminate the Complainee's membership in line with clause 3.15 of the Constitution.
- c. The Complainee is to be notified in writing of the result of disciplinary proceedings, including both the Complaints Committee's recommendations and the decision and reasons for decision of the Directors.
- d. Disciplinary proceedings to be kept confidential.
 - i. No member of the public, and in particular no representative of the media, may attend the hearing; or any of the deliberative proceedings of the Complaints Committee or the Directors.
 - ii. All disciplinary proceedings must be held confidential other than the final determination made by the Board.

10.6. Notices

- a. Any notice sent is deemed to be properly served if sent by email or registered mail to the last address advised in writing by the Member.

- b. If a Complainee, either before or within 30 days after the conclusion of the disciplinary proceedings against the Complainee, satisfies the CEO that:
 - i. any notice to the Complainee was not delivered or was delivered later than delivery might have been expected;
 - ii. in consequence the Complainee was unaware at the time which he or she should have been aware that disciplinary proceedings had been instituted against him or her; and
 - iii. the Complainee requests that the proceedings be re-opened, the CEO must re-open the proceedings notwithstanding that they may have been concluded.