



CONSTITUTION 2021

A.C.N: 004 992 527

(Incorporated in Victoria)

A COMPANY LIMITED BY GUARANTEE

1. INTRODUCTORY	4
1.1. Definitions	4
1.2. Interpretations	4
1.3. Name	5
1.4. Objects	5
1.5. Powers of the Company	6
1.6. No distribution to members	6
1.7. Limited Liability	6
1.8. Guarantee	6
2. MEMBERSHIP	6
2.1. Membership categories	6
2.2. Application for membership	6
2.3. Membership fees	7
2.4. Admission of members	7
2.5. Certificates	7
2.6. Cessation of membership	7
2.7. Members leave of absence	7
2.8. Member non-compliance with Constitution and misconduct	7
2.9. Member procedures of an appeal	8
3. GENERAL MEETINGS OF MEMBERS	8
3.1. Special General Meetings	8
3.1.1. Notice of Special General Meetings	8
3.2. Annual General Meetings	9
3.3. Notice of Annual General Meetings	9
3.3.1. Persons entitled to receive notice	9
3.4. Voting at general meetings	10
3.5. Entitlement to vote at general meetings	10
3.6. Votes by proxy at general meetings	10
3.7. Quorum for general meetings	10
3.8. Adjournment of general meetings	10
3.9. No casting vote of Chairperson at general meetings	10
4. BOARD OF DIRECTORS	10
4.1. Powers of the Board of Directors	10
4.2. Quorum for Board of Directors Meetings	11
4.3. Board of Directors Meetings	11
4.4. Appointment and removal of Directors	11

4.5.	Chairperson _____	12
4.6.	Number of Directors _____	12
4.7.	Retirement of Directors _____	12
4.8.	Election of National President-elect _____	12
4.9.	Vacation of Office of Director _____	12
4.10.	Validity of acts _____	13
4.11.	Manner of execution of documents _____	13
4.12.	Appointment of attorneys and agents _____	13
4.13.	Indemnity, insurance and access to books or information _____	13
4.14.	Indemnity _____	14
4.15.	Extent of indemnity _____	14
4.16.	Insurance _____	14
4.17.	Right of access to institute books and to take copies _____	14
5.	<i>MINUTES AND RECORDS</i> _____	15
5.1.	Minutes of all proceedings to be kept _____	15
5.2.	Minutes to be signed by Chairperson _____	15
5.3.	Minutes to be presume accurate _____	15
5.4.	Inspection of minutes of Annual or Special General Meetings _____	15
6.	<i>GENERAL</i> _____	15
6.1.	Maintenance of accurate financial records _____	15
6.2.	Notices by the Institute to Members _____	16
6.3.	Notices to Directors _____	16
6.4.	Notices by Members or Directors to the Institute _____	16
6.5.	Notices in writing _____	16
6.6.	Winding-up — dissolution _____	16
6.7.	Submission to jurisdiction _____	16
6.8.	Prohibition and enforceability _____	16

1. INTRODUCTORY

1.1. Definitions

In this Constitution:

- "Annual General Meetings" means Annual General Meeting of the Institute called by the Board of Directors once per year.
- "Chair of Directors" is also known as the National President, appointed by the Board of Directors and members.
- "Board of Directors Executive" are the National President, National Vice President, National Administration Director, National Vice President and National Finance Director.
- "National Officers" are members who are appointed by the Board of Directors to carry responsibility for various portfolios of the Institute. They are not directors of the Institute.
- "Constitution" means the Constitution of the Institute as amended from time to time.
- "Corporations Act" means the *Corporations Act 2001* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Institute.
<https://www.legislation.gov.au/Details/C2021C00214>
- "Director" includes any person occupying the position of director of the Institute and, where appropriate, includes an alternate director.
- "Directors" means all or some of the directors acting as a board.
- "General Meeting" means a general meeting of members convened from time to time
- "Institute" means the company registered as the AUSTRALIAN INSTITUTE OF OFFICE PROFESSIONALS of which these are the Constitution.
- "In writing" and "written" include printing lithography and other modes of reproducing or representing words in a visible form.
- "Member" means a member of the Institute and where used without qualification shall include Honorary Life Members, Fellows, Associate Fellows, Members, Student Members, Affiliate Connection, Corporate Members, General Members and International Members of the Institute.
- "National Finance Director" refers to the formerly known National Honorary Treasurer appointed by the Board of Directors.
- "Month" means calendar month.
- "Board of Directors" means the whole or any number of the National Directors present at a meeting of the Board of Directors constituted from time to time.
- "National Director" means a director appointed to the Board of Directors or any number of the directors for the time being present at a meeting of the Board of Directors duly convened and held in accordance with the Constitution of the Institute and being not less than a quorum.
- "Office & Administrative Professional" means a person who:
 - assists executives in the administration of their duties;
 - has reached proficiency in commonly accepted administrative and business skills;
 - assumes responsibility within the scope of delegated authority;
 - is able to work in a capacity of an administrator without direct supervision.
- "Special Resolution" has the meaning assigned thereto by the Corporation Act 2001.
- "State/Territory" means a State or Territory of the Commonwealth of Australia.
- "Year" means calendar year.

1.2. Interpretations

A member is to be taken to be present at a meeting if the member is present in person, online or by proxy or attorney.

A director is to be taken to be present at a meeting of directors if the director is present in person.

Where a provision of this Constitution establishes an office of chairperson, the chairperson may be referred to as Chair.

A reference in a rule in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position for the time being.

Unless the contrary intention appears, in this Constitution:

- words importing the singular include the plural and vice versa;
- words used to denote persons generally or importing a natural person include any company, corporation, body corporate, body politic, partnership, joint venture, association, board, group or other body (whether or not the body is incorporated);
- a reference to a person includes that person's successors and legal personal representatives;
- a reference to any statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photograph and any other modes of representing or reproducing words in a visible form including, but not limited to, representation or reproduction by electronic means; and
- where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.

This Constitution is to be interpreted subject to the *Corporations Act 2001* as amended from time to time, provided that the Replaceable Rules for Constitutions of Companies pursuant to the *Corporations Act 2001* do not apply to this company.

Unless the contrary intention appears, an expression in a rule that deals with a matter dealt with by a provision of the *Corporations Act 2001* has the same meaning as in that provision of the *Corporations Act 2001* as it is from time to time.

Unless the contrary intention appears, an expression in a rule that is defined in section 9 or the section or sections of it as amended from time to time which modify, correspond to, or replace it, from time to time of the *Corporations Act 2001* has the same meaning as in that section.

References to sections of legislation are references to sections of the *Corporations Act 2001* unless other legislation is specified.

Any reference to a provision of the *Corporations Act 2001* refers to that provision as amended or affected by any other legislation and in force for the time being or to any provision substituted for or corresponding with that provision.

1.3. Name

The Name of the Company is the AUSTRALIAN INSTITUTE OF OFFICE PROFESSIONALS (hereinafter called the Institute).

The Registered Office of the Institute shall continue to be domiciled in Victoria until further notice.

1.4. Objects

The Objects of the Institute are to:

- make available to the Institute's members and the community, training and advancement of education as an office professional;

- promote continuous development and advancement of education of the Institute’s members and the community to meet proficiency standards required by commerce, industry, tiers of Government for an office professional;
- advise on and establish within the Commonwealth of Australia (and any other country) training programmes, seminars, course examinations, to be provided by qualified trainers for members and the community desirous of entering a career path as an office professional.

1.5. Powers of the Company

Solely for the purpose of furthering the Objects, the Company has the legal capacity and powers set out in section 124 of the *Corporations Act 2001*.

1.6. No distribution to members

The assets and income of the Institute shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to the members of the Institute except as bona fide remuneration for services rendered or expenses incurred on behalf of the Institute.

1.7. Limited Liability

The liability of the members is Limited by Guarantee.

1.8. Guarantee

Every member of the Institute undertakes to contribute to the assets of the Institute in the event of its being wound up during the time that he/she is a member or within one year afterwards for payment of the debts and liabilities of the Institute contracted before the time at which he/she ceases to be a member, and of the costs, charges and expenses of winding-up the same and for the adjustment of the rights of the contributors amongst themselves such amount as may be required not exceeding the sum of twenty dollars (AUS\$ 20.00).

2. MEMBERSHIP

2.1. Membership categories

The Institute shall consist of Honorary Life Members, Fellows, Associate Fellows, Members, General Members, Students, Corporates, Affiliate Connections and International. A general Register of Members shall be kept on database. Such register shall include the full name, address, occupation, and membership classification of all members.

Members shall not be entitled to use any form of designation of their membership of the Institute other than the designation appropriate to their class of membership specified in this Constitution:

Classification	Designation
Fellow	FAIOP
Associate Fellow	AFAIOP
Member	MAIOP

Student Members, General Member, Affiliate Connections or Corporate Business Members are not entitled to use any form of designation of membership of the Institute.

2.2. Application for membership

Prospective graded members must complete an online Membership Application Form with a copy of a curriculum vitae and enclosures.

2.3. Membership fees

The annual membership subscription shall be determined by the Board of Directors.

All annual membership subscriptions shall become due and payable in advance, as determined by the Board of Directors, each year by 30 June and received no later than 31 July. From time to time, Early Bird Membership Campaigns maybe offered.

2.4. Admission of members

All members shall be admitted to membership online and approved by the National Membership Officer. An application for membership can be refused without specifying any reason. An Application for membership shall be made on the appropriate online form with payment of membership fees, due and payable on line or by tax invoice.

2.5. Certificates

Members are entitled free of charge to a Certificate of Membership of the Institute issued in their name and certifying their category of membership.

Every Certificate of Membership issued by the Board of Directors will be signed by the National President or an appropriate National Director as deemed by Board of Directors.

Certificates will be automatically replaced on an application for an upgrade. Application may be made to the appropriate officer for replacement of a certificate. If approved an application is then made through the National Membership Officer for replacement of a certificate.

2.6. Cessation of membership

Any member may cease their membership by giving notice in writing to the National Membership Officer

Any member whose annual subscription is unpaid by 1 August shall cease to be a financial member of the Institute, but may be reinstated on payment of the renewal and administrative fee (if applicable).

Any student who fails to provide proof of enrolment shall cease to be a Student member at 30 June and shall be entitled to apply for re-admission as a General Member upon payment of renewal and administrative fee (if applicable).

A member shall cease membership of the Institute upon:

- non-payment of the yearly membership fees;
- withdrawal of membership;
- no longer holding the qualifications for membership;
- expulsion;
- the corporate representative/s terminating the employment of the Corporate member;
- the death of a member.

Upon the occurrence of any of the above, the member or member's representative (whichever is applicable) shall give notice in writing to the National Membership Officer of the Institute.

In the event of a member ceasing membership, the member shall return to the Institute any emblem, badge, certificate, sign or other display reference deemed to be the property of the Institute. Any reference to membership of the Australian Institute of Office Professionals shown on stationery or other forms of publicity shall forthwith be erased.

2.7. Members leave of absence

Any person who either through loss of employment, sick leave, maternity leave or extended leave for travel and provides written evidence to the satisfaction of the Institute may apply for leave of absence for a maximum term of two (2) years.

2.8. Member non-compliance with Constitution and misconduct

If any member:

- wilfully refuses or neglects to comply with the provisions of this Constitution; or
- be guilty of any conduct which in the opinion of the Board of Directors is unbecoming of the member or prejudicial to the interests of the Institute, the Directors may by resolution censure, suspend or expel the member from the Institute.

Any member who is proposed to be censured, suspended or expelled:

- must be given at least one week's notice of the meeting of the meeting of the Directors at which such a resolution is to be put which must state the nature of the allegations against member and the intended resolution; and
- must have the opportunity of giving orally or in writing any explanation or defence the Member may think fit at such meeting, before the passing of any resolution for censure, suspension or expulsion.

2.9. Member procedures of an appeal

The following procedures shall apply:

- the appeal shall be heard within two months of being made;
- the member shall be given not less than fourteen (14) days written notice that the Appeals Committee will meet;
- written notice stating the date, time and venue of the hearing and informing the member that the member may attend and speak at the hearing;
- submit to the Appeals Committee written representations at or prior to the date of the hearing;
- submit copies of any documentary evidence for consideration by the Appeals Committee; and
- the member shall be given an opportunity to make oral and written representation and due consideration shall be given to any oral or any written representations.

Following the hearing, the Appeals Committee shall deliver its decision and the reasons for that decision, in writing within fourteen (14) days of the decision being made.

A person who ceases to be a member of the Institute, shall not in any capacity as a member have any claim monetary or otherwise upon the Institute its funds or property except such monies as may then be owing by the Institute to such member by way of debt or debenture and furthermore shall deliver to the Institute the certificate of membership currently held.

3. GENERAL MEETINGS OF MEMBERS

3.1. Special General Meetings

Members may:

- request the directors to call a general meeting in accordance with Section 249D of the *Corporations Act 2001*; and
- not request or call and arrange to hold a general meeting except under Section 249E or 249F of the *Corporations Act 2001*.

3.1.1. Notice of Special General Meetings

- The Board shall call a special general meeting on receipt of a petition signed by not less than fifteen (15) financial members, who shall specify the subject/s to be discussed. No other subject matter, other than that matter specified in the petition, shall be discussed.
- Subject to the provisions of the *Corporations Act 2001* allowing a special general meeting to be held with shorter notice, 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given) must be given to members of any general meeting.

A notice calling a special general meeting:

- must specify the place, date and time and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
- must state the business to be transacted at the meeting; and
- may specify details for the purposes of proxy appointment.

The directors may postpone or cancel any special general meeting whenever they think fit (other than a meeting called as on receipt of a petition as outlined above).

The failure or accidental omission to send a notice of a special general meeting (including a proxy appointment form) to any director or member or the non-receipt of a notice (or form) by any director or member does not invalidate the proceedings at or any resolution passed at the special general meeting.

All proxy votes and postal votes are to be tabled by the chairperson when the meeting is called to order.

3.2. Annual General Meetings

The National Annual General Meeting of the Institute shall be held every year in October. A financial review must be conducted by the accountants of the National Consolidated Accounts to take place prior to the Institute's annual general meeting.

3.3. Notice of Annual General Meetings

Notice of Annual General Meeting must be given within the time limits prescribed by the *Corporation Act 2001* specifying the place, date and time of meeting. In the case of special business, the general nature of that business shall be given.

3.3.1. Persons entitled to receive notice

- Notice of every general meeting must be given to every member; every director.
- No other person is entitled to receive notice of a general meeting.

A notice of an annual general meeting shall state the business to be transacted at the meeting and includes the:

- National Presidents Report;
- consideration of the annual financial report;
- a summary of the activities for the year by the National President;
- the election of directors;
- the appointment of the accountants; and
- the appointment of the legal firm.

The directors must give notice of the postponement or cancellation of an annual general meeting to all persons referred to above.

The failure or accidental omission to send a notice of an annual general meeting (including a proxy appointment form) to any member or the non-receipt of a notice (or form) by any member does not invalidate the proceedings at or any resolution passed at the general meeting.

Chairperson of General Meetings

The National President (also the Chair), or National Vice President or their nominee shall preside at every Annual General Meeting or Special General Meeting.

The National President or in his/her absence the National Vice President, at Special and Annual General Meetings will be the chairperson.

The directors or members present may elect a chairperson of a meeting if:

- there is no chairperson or deputy chairperson; or
- neither the chairperson nor deputy chairperson is present within 15 minutes after the time appointed for holding the meeting; or

- the chairperson and deputy chairperson are unwilling to act as chairperson of the meeting.

If there is a dispute at a meeting about a question of procedure, the chairperson may determine that question of procedure.

3.4. Voting at general meetings

At any annual general meeting a resolution put to the vote of the meeting shall be decided on by a show of hands, unless a poll is held before or on the declaration of the result of the show of hands.

3.5. Entitlement to vote at general meetings

Every member, other than a Student Member, and General Member being present, or by proxy shall have one (1) vote. A Corporate Business Member is entitled to two (2) votes, provided that members are financial and registered on the Register of Members as at 30 September.

3.6. Votes by proxy at general meetings

If a member appoints a proxy, the proxy may not vote on a show of hands.

A proxy may command or join in demanding a poll.

A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.

3.7. Quorum for general meetings

No business may be transacted at a special general meeting or annual general meeting unless a quorum of fifteen (15) financial of members is present in person or online when the meeting proceeds to business. The meeting should be adjourned. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is automatically dissolved.

3.8. Adjournment of general meetings

The chairperson of an annual general meeting at which a quorum is present:

- in his or her absence may adjourn the annual general meeting with the meeting's consent; and
- must adjourn the annual general meeting if the meeting directs him or her to do so.

An adjourned annual general meeting may take place at a different venue to the initial annual general meeting.

The only business that can be transacted at an adjourned annual general meeting is the unfinished business of the initial annual general meeting.

Notice of an adjourned annual general meeting must only be given in accordance with 3.1.1 (above) if an annual general meeting has been adjourned for more than 21 days.

3.9. No casting vote of Chairperson at general meetings

The Chair of a general meeting does not have a casting vote in addition to the chairperson's votes as a member or proxy.

4. BOARD OF DIRECTORS

4.1. Powers of the Board of Directors

The business of the Institute is to be managed by or under the direction of the Board who may exercise all powers of the Institute that this Constitution and the *Corporations Act 2001* do not require to be exercised by the Institute in Annual or Special General Meeting.

The Board of Directors shall have power to make policies and procedures not inconsistent with the Constitution of the Institute, as in the opinion of the Board of Directors are necessary and

desirable for the proper control, administration and management of the Institute's operations, finances, affairs, interests, and effects and to amend or rescind such policies or procedures.

The Board of Directors will document policies and procedures for the day-to-day running of the Division Committees covering the following matters.

4.2. Quorum for Board of Directors Meetings

Quorum for a meeting of the Board of Directors is a majority of directors in office at the time of the meeting.

4.3. Board of Directors Meetings

A director may at any time call a directors' meeting.

A directors' meeting must be called, giving at least 96 hours written notice of a meeting to each director.

Subject to the *Corporations Act 2001*, a directors' meeting may be held by directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.

The directors need not all be physically present in the same place for a directors' meeting to be held.

A director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.

The directors may meet, adjourn and regulate their meetings as they think fit.

Where a quorum cannot be established, for the consideration of a particular matter, the chairperson may call a general meeting to deal with the matter.

The chairperson of a meeting does not have a casting vote in addition to his or her deliberative vote.

4.4. Appointment and removal of Directors

The Institute may by resolution:

- appoint new directors;
- increase or reduce the number of directors;
- remove any director before the end of the director's period of office; and
- appoint another person in the director's place.

The Board of Directors may at any time appoint any Honorary Life Member, Fellow, Associate Fellow or Member to be a National Director to fill a casual vacancy.

A written notice referring to all director vacancies and each candidate for election, must be sent to all members in the July prior to the Annual General Meeting in October at which an election of a director will take place.

A director appointed will hold office until the conclusion of the third annual general meeting of the Institute when the director may be re-elected.

A person appointed will hold office for the period for which the director replaced would have held office if the director had not been removed.

If the conduct or position of any director appears to be prejudicial to the interests of the Institute, a majority of directors may suspend that director, provided that reasons are given for the suspension.

Within 30 days of the suspension, the directors must call a general meeting, at which the members may either confirm the suspension and remove the director from office in accordance with or annul the suspension and reinstate the director.

4.5. Chairperson

The Chairperson is also known as National President and is appointed for a two (2) year term with the option of an additional year.

If the National President is not present at any directors meeting, the National Vice President will preside over the meeting. If both are absent, a chair will be elected from the present directors.

4.6. Number of Directors

There will not be less than three (3) nor more than eleven (11) directors unless the Institute in general meeting by resolution changes the maximum number.

Unless otherwise determined by special resolution of the Institute, the Board of Directors will include:

- National President (Chairperson)
- Company Secretary and Director
- National Finance Director
- At least two directors from its membership or non-executive directors

4.7. Retirement of Directors

A director must retire from office at the conclusion of the third annual general meeting.

A retiring director will be ineligible for re-appointment after serving six (6) consecutive years of office.

4.8. Election of National President-elect

A Registration of Interest is called for the position of National President Elect in the month of July in the final year of the current National President's term for Board of Directors Election at the August Board meeting.

The incumbent must be a current member of the Board of Directors or have completed term of office on the Board of Directors within the past two (2) years.

Must be a financial member of the institute not less than three (3) years continuous with previous Committee Experience.

Must recognise that this appointment of National President is for a minimum of two (2) years, and shall hold office until the conclusion of their third Annual General Meeting as National President (or by negotiation with the board of directors).

Must be committed to the growth and prosperity of the Institute at National and State Levels.

Must be prepared to represent the institute as an when required

Nominees must submit a covering letter (no more than two (2) pages) and a personal profile (no more than six (6) pages), outlining personal expectations and future directions for the institute.

Registrations of interest should be received by the National President by the 31 July in the year of the vacancy by email at nationalpres@aiop.com.au

4.9. Vacation of Office of Director

In addition to the circumstances prescribed in the *Corporation Act of 2001*, the office of a director shall become vacant if the director:

- becomes prohibited from being a director of a company by reason of any order made under *Corporation Act 2001*;
- ceases to be a director by operation of any section of the code;
- becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

- resigns office by notice in writing to the National President and National Administration Director, within twenty-eight (28) days;
- is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or become in the opinion of the directors' incapable of performing his or her duties;
- is removed by a resolution of the Institute;
- for more than six (6) months is absent without leave of absence from the Board of Directors (as the case may be) from meetings held during that period;
- holds any office of profit under the Institute;
- ceases to be a financial member of the Institute; or
- is directly or indirectly interested in any contract or proposed contract with the Institute and fails to declare the nature of the interest as required by the *Corporations Act 2021*.

4.10. Validity of acts

All acts done by any meeting of the Board of Directors or of a sub-committee of Board of Directors or by any person acting as a National Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a National Director or a member of the sub-committee, or to act as a National Director, or that a person so appointed was disqualified, as if the person had been duly appointed and was qualified to be a National Director or to be a member of the sub-committee.

4.11. Manner of execution of documents

The Institute may execute a document if it is signed by:

- two National Directors; or
- Company Secretary and Director or another person appointed by the Board of Directors to countersign that document or a class of documents in which that document is included.

Division Committees do not have the authority to enter into agreements that will bind the Institute to a third party.

4.12. Appointment of attorneys and agents

The National Directors may from time to time by resolution or power of attorney executed in accordance with Section 127 of the *Corporations Act 2001* appoint any person to be the attorney or agent of the Institute for purposes such as powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the National Directors), for such period and subject to such conditions as they think fit.

An appointment by the National Directors of an attorney or agent of the Institute may be made in favour of any member of any local board established under this Constitution; any company; the members, directors, nominees or managers of any company or firm; or any fluctuating body of persons whether nominated directly or indirectly by the National Directors.

Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the National Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him/her.

The National Directors may appoint attorneys or agents by email transmission or letter to act for and on behalf of the Institute.

An attorney or agent appointed under this clause may be authorised by the National Directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in it.

4.13. Indemnity, insurance and access to books or information

Persons to whom this rule applies

- to each person who is or has been a Director;

- to such other Officers or former Officers of the Institute or of its related bodies corporate as the Directors in each case determine.

4.14. Indemnity

To the extent permitted by law, the Institute must indemnify; and if requested by a person to whom this applies, enter into a deed indemnifying on a full indemnity basis, each person to whom this clause applies for all losses or liabilities incurred by the person as an officer of the Institute or of a related body corporate, including, but not limited to those incurred as a Director and notwithstanding that the officer subsequently ceases to be an Officer of the Company and is not an Officer when a claim of liability is made, but not limited to a liability for negligence and for reasonable costs and expenses (including, but not limited to, legal costs and expenses not limited to taxed costs) incurred:

- in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
- in connection with an application, in relation to such proceedings, in which the Court grants relief to the person pursuant to the law;
- in dealing with or responding to any claim or demand, settlement of a claim or demand, examination or investigation, or potential or actual criminal action which does not proceed to a conclusion in a court action.

The Institute may, to the extent permitted by law, advance, lend or provide a benefit to a person to whom this rule applies in respect of legal costs incurred by that person in defending an action for a liability incurred as an officer of the Institute (including but not limited to one incurred as a director, executive officer or as a former officer), subject to such liability to repay the amount of the advance, loan or other benefit as the law requires.

4.15. Extent of indemnity

Is a continuing obligation and is enforceable by a person to whom the relevant clause applies even though that person may have ceased to be an Officer of the Institute or of a related body corporate; operates only to the extent that the loss or liability is not covered by insurance, provided that, if the terms of insurance cover require the Institute, if legally permitted to do so, to indemnify an Officer in respect of a claim against him or her and then to seek reimbursement of the Institute from the insurer, then the indemnity in the relevant clause.

4.16. Insurance

The Institute may, to the extent permitted by law, purchase and maintain insurance; or pay or agree to pay a premium for insurance, for any person to whom this clause applies against any liability incurred by the person as an officer of the Institute or of a related body corporate, if any, including, but not limited to, a liability for negligence and for reasonable costs and expenses (including, but not limited to, legal costs and expenses not limited to taxed costs), incurred in defending proceedings, whether civil or criminal and whatever their outcome.

4.17. Right of access to institute books and to take copies

A Director and a member may inspect the financial records of the Institute with respect to legal proceedings to which that person is a party, proposes in good faith to bring, or which the person has reason to believe will be brought against them.

A person who has ceased to be a Director may inspect the books of the Institute in accordance with the law as it is from time to time, and this right continues for such period as the law provides.

The Institute may enter into a deed of access with individual persons who may or have ceased to be a Director of the Institute extending such rights, provided that the directors consider that it is an appropriate protection of a former director to do so.

A person who is presently a Director or has been a Director of the Institute may inspect and make copies of books or parts of books to the extent provided by law or permitted by the

Institute in the discretion of the Directors and member shall have the same right of such inspection as a current director has pursuant to the law.

5. MINUTES AND RECORDS

5.1. Minutes of all proceedings to be kept

The Directors will cause minutes of:

- all proceedings and resolutions of meetings of members;
- all procedures and resolutions of meetings of the Directors including meetings of committees of Directors;
- all resolutions passed by members without a meeting; and
- all resolutions passed by the Directors without a meeting to be duly kept for that purpose in accordance with the law.

5.2. Minutes to be signed by Chairperson

The Directors will cause the minutes referred to be signed by:

- the Chairperson of the meeting at which the proceedings took place or at which the resolutions were proposed; or
- the Chairperson of the next succeeding meeting.

5.3. Minutes to be presumed accurate

Where the minutes are signed, those minutes shall be presumed to be an accurate record of the relevant proceedings and resolutions unless the contrary is proved.

5.4. Inspection of minutes of Annual or Special General Meetings

Minutes of proceedings of meetings of members will be open for inspection by any member without charge.

6. GENERAL

6.1. Maintenance of accurate financial records

Financial records will be kept of the sums of money received and expended by the Institute and the matter in respect of which such receipt and expenditure takes place and the property, credits and liabilities of the Institute and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the *Corporations Act 2001*. Every year the financial records of the Institute shall be examined by one or more registered company auditor/s as set out in *Corporations Act 2001*.

The Board of Directors shall maintain proper financial records to be kept with respect to:

- all sums of money received and expended by the Institute, of which the receipt and expenditure takes place;
- all sales and purchases of goods by the Institute; and
- assets and liabilities of the Institute.

The financial records shall be kept at the registered office of the Institute or at such other place or places as the Board of Directors think fit, and shall always be open to the inspection of every National Director.

The Board of Directors shall from time to time determined at which times and places and under which conditions or regulations the financial records and books of the Institute or any of them shall be open to the inspection of members not being National Directors.

The Board of Directors shall present to the Institute's Annual General Meeting Consolidated Financial Statements, which will have been included in the Annual Report and forwarded to each member.

6.2. Notices by the Institute to Members

A written notice to a member by electronic means to the member's address as shown in the Register of Members.

6.3. Notices to Directors

Subject to this Constitution, a written notice may be given by the Institute to any Director by appropriate means.

6.4. Notices by Members or Directors to the Institute

A notice may be given by a member or Director to the Institute by serving it on the Institute by electronic mail addressed to the National President.

6.5. Notices in writing

A reference in this Constitution to a notice in writing includes a notice given by electronic mail.

6.6. Winding-up — dissolution

If upon the winding-up or dissolution of the Institute there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the Institute but shall be given or transferred to some institution or institutions having objects similar to the Objects of the Institute and whose Constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Institute, such institution or institutions to be determined by the members of the Institute at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

6.7. Submission to jurisdiction

Each member submits to the non-exclusive jurisdiction of the Supreme Court of Victoria, the Federal Court of Australia and the Courts which may hear appeals from those Courts.

6.8. Prohibition and enforceability

Any provision of, or the application of any provision of, this Constitution which is prohibited in any place is, in that place, ineffective only to the extent of that prohibition.

Any provision of, or the application of any provision of, this Constitution, which is void, illegal or unenforceable in any place does not affect the validity, legality or enforceability of that provision in any other place or of the remaining provisions in that or any other place.