



CONSTITUTION

ABN 68 004 992 527
(Incorporated in Victoria)
A COMPANY LIMITED BY GUARANTEE

Registered Office:

c/- Peter Sutton and Co
181 Drummond Street
CARLTON, Victoria, 3053

AUSTRALIAN INSTITUTE OF OFFICE PROFESSIONALS

CONSTITUTION

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AUSTRALIAN INSTITUTE OF OFFICE PROFESSIONALS

ABN 68 004 992 527

Company Limited by Guarantee

CONSTITUTION

1. NAME

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

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

2. OBJECTS

The **Objects of the Institute** are to —

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

2.2 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;

2.3 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.

3. NON-PROFIT ORGANISATION

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.

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4. CONDITIONS FOR WHICH LICENCE IS GRANTED

Clauses 3, 7 and 43 of this Constitution contain conditions upon which a licence is granted by the Australian Securities & Investment Commission to the Institute. For the purpose of preventing any evasion of the provisions of the said clauses the Australian Securities & Investment Commission may from time to time on the application of any member of the Institute and on giving notice to the Institute of its intention to do so and after affording the Institute an opportunity of being heard in opposition thereto, within such time as may be specified in such notice, impose further conditions which shall be duly observed by the Institute.

5. LIMITED LIABILITY

The liability of the members is limited by guarantee.

6. 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 (\$ 20.00).

7. AMENDMENTS TO THE CONSTITUTION

- 7.1** Any addition, alteration or amendment made to the OBJECTS OF THE INSTITUTE for the time being in force unless the same shall have been previously submitted to and approved by the Australian Securities and Investments Commission.
- 7.2** This Constitution may be added to, repealed or amended by Special Resolution at either the Annual General Meeting of the Institute called for such purpose in accordance with *Corporations Act, 2001* provided that no such Resolution shall be deemed to have been passed unless it be carried by a majority of at least two-thirds of the members of the Institute being in attendance, by proxy or by postal vote.
- 7.3** Provided, further that full particulars of the proposed alterations or additions are set forth in the Notice of Meeting convening the meeting and that such Notice be given to members of the Institute or National Directors at least 28 days prior to the meeting. An allowance of a further three days' notice is given for all Notices sent by post.

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8. POLICIES AND PROCEDURES

- 8.1** The National Board shall have power to make policies and procedures not inconsistent with the Constitution of the Institute, as in the opinion of the National Board 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 National Board will document policies and procedures for the day-to-day running of the Division/Branch Committees of Management covering the following matters.
- 8.2** To organise buildings, lecture classes or examination room(s), office(s), lodging and attendance and all other necessities and conveniences for or to students, lecturers, administrators, employees and officers instructed or employed temporarily or otherwise by the Institute, and to afford them facilities for study, research, cultivation and performance of the tasks and duties allotted to them respectively.
- 8.3** If thought desirable to fund administrative scholarships and exhibitions; to give prizes, certificates and diplomas to any person selected by the National Board or a Division/Branch Committee of Management of the Institute, who meets select criteria.
- 8.4** To carry on all or any of the businesses of proprietors and publishers of newspapers, journals, magazines, books, catalogues and other literary works and undertakings, printers, stationers, lithographers, photographers, book manufacturers, booksellers; and office equipment.
- 8.5** To encourage, promote, stimulate and establish a fund(s) under the management and control of the Institute by publication and distribution of papers, journals, print, electronic media, technology; found desirable.
- 8.6** To encourage, assist, sponsor and pay teachers, instructors and coaches for the purpose of securing their services in teaching, training, demonstrating and imparting their administrative and associated skills; experience and knowledge to members of the Institute or candidates for examinations set or approved by it.
- 8.7** To organise, give or support, dinners, balls, concerts and any other entertainment for the purpose of fund-raising monies for and promoting the Institute.
- 8.8** To establish, subsidise, promote, co-operate with, receive into union or affiliation, subscribe, donate and make grants to or become a member of, control, manage, superintend, lend or give monetary assistance to or otherwise aid associations and organisations incorporated or not incorporated and whether within the Commonwealth of Australia or elsewhere whose objects are substantially similar to those of the Institute and which restrict the Division/Branch of their income and property among their respective members at least as strictly as does the Institute.
- 8.9** To raise money by all lawful means and to solicit, receive and enlist financial or other aid from individuals, trusts, companies, corporations, associations, societies, institutions and other organisations or authorities and from Governments, Federal and Departments of State or public bodies.

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- 8.10** To provide for and furnish or secure for any members, subscribers or customers of the Institute any books or other publications, instruments, chattels, conveniences, advantages, benefits or special privileges which may seem expedient and either gratuitously or otherwise.
- 8.11** As far as the law will permit and subject to the provisions of any relevant statutes, rule, regulation or by-law or any licence issued in pursuance thereof to collect funds and to solicit, receive, enlist or accept financial and other aid, subscriptions, donations and bequests from individuals, trusts, foundations, companies, associations, societies, institutions and other organisations or authorities and from Governments, Government authorities and instrumentalities and public bodies.
- 8.12** To enter into any arrangements with any Governments or authorities, supreme, municipal or otherwise, or any person or company and to obtain from such Government, authority, person or company any rights, privileges, charters, contracts, licences, concessions and grants which the Institute may think it desirable to obtain and to carry out, exercise and comply therewith.
- 8.13** To draw, take, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments.
- 8.14** To expend any of the monies or funds of the Institute through an agent.
- 8.15** To borrow and raise money and to secure the payment thereof in such manner as may be painful including (without prejudice to the generality of the foregoing) by any mortgage, charge, debenture or lien upon or overall all or any of the property of the Institute both present and future and also by a similar mortgage, charge, debenture or lien to secure and guarantee the performance by the Institute or any other person or company of any obligation undertaken by the Institute or any other person or company as the case may be.
- 8.16** To lend or invest such of the monies and funds of the Institute as may not be immediately needed in such securities and investments upon such terms and conditions as the National Board in their absolute discretion may determine.
- 8.17** To employ and engage administrators, servants and persons whose services may be deemed necessary or desirable for the purpose of the operations of the Institute.
- 8.18** To purchase, take on lease or acquire by gift or otherwise, real and personal property of any nature or description.
- 8.19** To sell and transfer such property or exchange it for other property.
- 8.20** To demise such property for such terms at such rent and upon such conditions as may be deemed desirable.
- 8.21** To raise money on such property on such terms and conditions as may be deemed desirable.
- 8.22** To construct, add to, alter, demolish, repair, maintain and deal with such property in such manner as may be deemed advisable.
- 8.23** To promote, establish, superintend, conduct, control and assist within Australia, Division/Branch and Committees and other forms of organisation and administration.

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- 8.24** To assist in any way deemed desirable by the National Board and/or Division/Branch Committees of Management any other body or organisation in connection with the conduct of any research or similar work.
- 8.25** To undertake and execute any trusts and to accept any gift, endowment or bequest made to the Institute generally or for the purpose of any specific project and to carry out any trusts attached to any gift, endowment or bequest providing that the Institute shall only deal with any property which is subject to any trusts in such manner as is allowed by law having regard to such trusts.
- 8.26** From time to time to make, rescind, add to or amend the Institute's policies and procedures.
- 8.27** Generally to do all such acts, manners and things and to enter into and make such agreements as are incidental or conducive to the attainment of the Objects of the Institute.
- 8.28** The provisions of the **Second Schedule to the Companies (Application of Laws) Act, 1981** shall not apply to the Institute and the foregoing provisions of this paragraph shall be read and construed without reference to the provisions of that Schedule. Provided that the Institute shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the Institute would make it a trade union within the meaning of the *Trade Unions Act, 1958*.

9. FULL NAMES, ADDRESSES AND OCCUPATIONS OF ORIGINAL SUBSCRIBERS

Hereto are:

NAME	ADDRESS	OCCUPATION OF SUBSCRIBER
COOKE, Constance Kathleen	11 Bridge Crescent Montmorency, Victoria <i>(Passed away Oct 2012)</i>	Secretary
HAUSER, Constance Verna	666 Inkerman Road Caulfield, Victoria	Private Secretary
MILLER, Rosalind Cecil	9 Heather Court East Hawthorn, Victoria	Instructor
MILLS, Ann Elizabeth	2/427 Murray Road West Preston, Victoria	Assistant to Senior Legal Officer, Conzinc Riotinto
MOORE, Sheila Mary	36 Ludbrook Avenue South Caulfield, Victoria	PRA Staff Agency

The subscribers are desirous of being formed into a company in pursuance of this Constitution.

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10. MEMBERSHIP

10.1 The number of members with which the Institute proposes to be registered is 5,000 but the National Board may from time to time register an increase in members.

10.2 The Institute shall consist of Honorary Life Members, Fellows, Associate Fellows, Members, Associates, Affiliates, General Members, Students, Corporates, International Affiliates and Social Members. A general Register of Members shall be kept by a National Officer/National Membership Officer, and a Division/Branch Register of Members shall be kept by the Division/Branch Administration Officer or Division/Branch Membership Officer of each Division/Branch. Such register shall include the full name, address, occupation and membership classification of all members. The Division/Branch Administration Officer or Division/Branch Membership Officer shall forward to the National Membership Officer a copy of the Division/Branch register containing all members' information as soon as practicable after 31 August each year. A Division/Branch monthly report containing all new member information shall be forwarded to the Company Secretary and Director each month.

10.3 APPLICATION FOR MEMBERSHIP

Prospective members must complete a Membership Application Form and return it to the Division/Branch Administration/Membership Officer or National Membership Officer duly signed with a copy of a curriculum vitae and enclosures if applying for a particular category of Membership. General Members are not required to provide a curriculum vitae or other supporting documentation.

10.4 TRANSFER OF MEMBERSHIP

Membership subscriptions for a member transferring from one Division/Branch to another shall be paid on a pro-rata basis to the Division/Branch where the member takes up residence. The member's file to be forwarded to the new Division/Branch and the member's name should be removed from the member's former Division/Branch database.

10.5 ADMISSION OF MEMBERS

All members shall be admitted to membership by a Division/Branch Committee of Management or National Membership Officer and registered on the relevant Division/Branch register of members and National register. Individual or Corporate membership can only be held in the State/Territory that the person/company resides. An application for membership can be refused without specifying any reason. An Application for membership shall be made on the appropriate form with payment of membership fees, due and payable within one month upon confirmation of the applicant's admission by tax invoice.

10.6 GRADES OF MEMBERSHIP

(a) Honorary Life Member (HLM)

Any person who has rendered service to the administration, education or office professions and has attained knowledge and experience in or with regard to commercial, office or educational experience which in the opinion of the National Board of the Australian Institute of Office Professionals entitles them to the distinction of the award of Honorary Life Membership of the Institute.

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An Honorary Life Member of the Institute —

- (i) shall be exempt from liability to pay a joining fee and all subsequent annual subscriptions provided for by the clauses of the Constitution;
- (ii) shall enjoy the privileges of membership, including the right to vote; and
- (iii) shall be exempt from any liability in the event of the Institute being wound up (in accordance with Clause 44 of the Constitution).

(b) Fellow (FAIOP)

Any person who is the holder of the AIOF Diploma or an equivalent business or educational qualification and currently employed as an office professional or suitably qualified educator responsible for business education with not less than 15 years office experience at the date of application; and provides written evidence to the satisfaction of the Institute, may apply to be admitted as a *Fellow* of the Institute.

(c) Associate Fellow (AFIOP)

Any person who is the holder of the AIOF Diploma or an equivalent business or educational qualification and currently employed as an office professional or suitably qualified educator responsible for business education with not less than 10 years office experience; or shall have 20 years office experience at the date of application, and provides written evidence of successful participation in continuing professional development (CPD) to the satisfaction of the Institute, may apply to be admitted as *Associate Fellow* of the Institute.

(d) Member (MAIOP)

Any person who is currently employed as an office professional or as a suitably qualified educator responsible for business education with 5 to 10 years office experience at the date of application, and provides written evidence of successful participation in continuing professional development (CPD) to the satisfaction of the Institute, may apply to be admitted as a *Member* of the Institute.

(e) Associate (AAIOP)

Any person who is currently employed as an office professional or as a suitably qualified educator responsible for business education with NOT less than 5 years office experience, and provides written evidence of successful participation in continuing professional development (CPD) to the satisfaction of the Institute, may apply to be admitted as an *Associate* of the Institute.

(f) Affiliate

Any person who is currently employed as an office professional or as a suitably qualified educator responsible for business education with between 0-3 years office experience, and provides written evidence of successful participation in continuing professional development (CPD) to the satisfaction of the Institute, may apply to be admitted as an *Affiliate* of the Institute.

(g) General Member

Any person who is currently employed as an office professional or educator responsible for business education. A general member is not required to submit evidence of qualifications, working experience or continuing professional development. A general member does not receive post-nominal letters. A general member may participate in any of the Institute's programmes.

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(h) Student

Any person who is currently studying full-time or part-time, but not working full-time, for a business qualification, at an accredited institution, and provides written evidence of course details to the satisfaction of the Institute at the 30 June each year, may apply to be admitted as a *Student Member* of the Institute.

(i) Corporate

Companies who employ, or are affiliated with, office professionals or with business education, may apply to be admitted as Members of the Institute. Four (4) representatives from the company are allowed to attend AIOF functions at members' rates. Two (2) of these representatives are entitled to be members of a Division/Branch Committee of Management or National Sub-Committee. With only two entitled to voting rights. More than one Corporate membership can be held by one company or, if required, extra representatives can be added at a discounted subscription rate.

(j) International Affiliate (IAAIOF)

Any person resident overseas, or an International office/business, who meets the Institute's membership criteria may apply to be admitted as an *International Affiliate* of the Institute. Members of an affiliated international business would receive reciprocal benefits when attending Institute functions anywhere in Australia. One representative of the business would be listed on the National database to receive all National mailings.

10.7 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 years. No joining fee is paid on return to full membership.

10.8 DESIGNATIONS

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	FAIOF
Associate Fellow	AFAIOF
Member	MAIOF
Associate	AAIOF
International Affiliate	IAAIOF

Affiliate members, Student members, General members or Corporate members are not entitled to use any form of designation of membership of the Institute.

10.9 SUBSCRIPTIONS

- (a) The annual membership subscription shall be determined by the National Board Directors.
- (b) All annual membership subscriptions shall become due and payable in advance to the Division/Branch or National Finance Director, as determined by the National Board, each year on 1 July and received no later than 31 July. All members' information shall be recorded on the Division/Branch register as soon as practicable after 31 August each year. The Division/Branch Administration Officer/Division/Branch Membership Officer shall forward each month to the Company Secretary and Director a report containing all new member information.
- (c) The fee structure for student members is as follows: Those members who are working full or part-time and wish to study a Diploma (or equivalent business or educational qualification) shall pay FULL membership fees. Unemployed members should pay the student rate. The joining fee shall be waived.
- (d) All applicants approved for admission to membership of the Institute by the Division/Branch Committee of Management or National Membership Officer from 1 January and prior to 1 April in any year shall pay one-half of the appropriate annual membership subscription within one month after being approved for admission as a financial member.
- (e) All applicants approved for admission to membership of the Institute by the Division/Branch Committee of Management or National Membership Officer from 1 April and prior to 30 June in any year shall pay the appropriate annual membership subscriptions in full within one month after being approved for admission and shall be a financial member to 30 June in the following year.

10.10 SPECIAL LEVIES

All members of the Institute shall be liable equally to meet any special levies or calls or to contribute to any issue of debentures by the Institute as may be sanctioned by a special resolution passed at an Annual General Meeting of the Institute or of their Division/Branch as the case may be.

10.11 CESSATION OF MEMBERSHIP

- (a) Any member may withdraw their membership by giving notice in writing to the Division/Branch Administration Officer subject to the payment of any subscription monies which have fallen due for payment prior to the date of such withdrawal.
- (b) Any member whose annual subscription is unpaid by 31 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).
- (c) 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 Student Member upon payment of renewal and administrative fee (if applicable).

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- (d) A member shall cease membership of the Institute upon —
- (i) non-payment of the yearly membership fees;
 - (ii) withdrawal of membership;
 - (iii) no longer holding the qualifications for membership;
 - (iv) expulsion;
 - (v) the corporate representative/s terminating the employment of the Corporate member;
 - (vi) 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 Division/Branch Membership Officer/Division/Branch Administration 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 Division/Branch and the Australian Institute of Office Professionals shown on stationery or other forms of publicity shall forthwith be erased.

10.12 REPRIMAND, SUSPENSION AND EXPULSION OF MEMBERSHIP

- (a) A member may be reprimanded, suspended or expelled from the Institute if the National Board Executive or Division/Branch Committee of Management (whichever applies) determines that the member has:
- (i) refused, neglected or breached the provisions of the Constitution or Policies and Procedures of the Institute, or
 - (ii) if in the opinion of the National Board Executive or Division/Branch Committee of Management (whichever applies) is found guilty of any unprofessional conduct which is unbecoming a member or prejudicial to the interests of the Institute whichever applies.
- (b) When the Institute becomes aware that a problem or complaint exists, the National Board Executive or Division/Branch Committee of Management (whichever applies) agrees to meet in camera, to gather all the facts of the problem or complaint, and consider what action should be taken.
- (c) In all instances, a meeting in person is arranged by giving the member seven (7) day’s notice. At this meeting the member gives an account of the situation and is asked to correct the conduct that is the subject of the complaint. No complainers’ name is mentioned nor any of the conversation put in writing. The member could be given a reprimand over the instance and the matter closed.
- (d) However, if the conduct continues, another meeting of either the National Board Executive or Division/Branch Committee of Management (whichever applies) is held, and if this meeting thinks fit, a special meeting is then called giving the member seven (7) days notice to attend the meeting giving either a written or an oral explanation. At this meeting the National Board Executive or Division/Branch Committee of Management (whichever applies) should state the complaint, call for discussion and request a decision by resolution from the committee to either suspend or expel the member.

- (e) If a two-thirds majority for this resolution is not obtained, a resolution should then be recorded in the minutes of the meeting that the Committee resolves that no further action be taken and the Company Secretary and Director or Division/Branch Administration Officer informs the member verbally and in writing of the result.
- (f) However, if a resolution is passed by a two-thirds majority of the Committee to suspend the member, the Committee will decide what penalty should be imposed, i.e. one or two months. In the case of expulsion, the member is expelled immediately.
- (g) Where an expelled member does appeal the decision within two months, an Appeals Committee shall be established by the National Board Executive or the Division/Branch Committee of Management (whichever applies) is given 14 days written notice, to hear such an appeal and the Appeals Committee shall consist of persons stipulated and selected by either, the National Board Executive or the Division/Branch Committee of Management (whichever applies).
- (h) **An Appeal**
The following procedures shall apply:
 - (i) the Appeal shall be heard within two months of being made;
 - (ii) the member shall be given not less than fourteen (14) days written notice that the Appeals Committee will meet;
 - (iii) 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;
 - (iv) submit to the Appeals Committee written representations at or prior to the date of the hearing;
 - (v) submit copies of any documentary evidence for consideration by the Appeals Committee;
 - (vi) 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.
- (i) 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.
- (j) 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.

11. MEETINGS

11.1. GENERAL MEETINGS

(a) Directors' Meetings

- (i)** A director may at any time, and the Secretary must on the request of a director, call a directors' meeting.
- (ii)** A directors' meeting must be called on at least 48 hours written notice of a meeting to each director.
- (iii)** It is not necessary to give notice of a meeting of directors to an Australian resident whom the Secretary, when giving notice to other directors, reasonably believes to be temporarily outside Australia.
- (iv)** Subject to the Corporations Act, 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.
- (v)** The directors need not all be physically present in the same place for a directors' meeting to be held.
- (vi)** Subject to Clause 22, 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.
- (vii)** Clauses 11.1(a)(iv) and 11.1(a)(v) apply to meetings of directors' committees as if all committee members were directors.
- (viii)** The directors may meet, adjourn and regulate their meetings as they think fit.
- (ix)** Where a quorum cannot be established for the consideration of a particular matter at a meeting of directors, the chairperson may call a general meeting to deal with the matter.
- (x)** Notice of a meeting of directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all directors.

(b) Decisions on Questions

- (i)** Subject to this Constitution, questions arising at a meeting of directors are to be decided by a majority of votes of the directors present and voting and, subject to Clause 22, each director has one vote.
- (ii)** The chairperson of a meeting does not have a casting vote in addition to his or her deliberative vote.

(c) Division/Branch Committees of Management

- (i)** A Division/Branch committee of management will convene at least six (6) general meetings of members in any one year.
- (ii)** A Division/Branch committee of management meeting must be called on at least 48 hours written notice of a meeting to each committee member.
- (iii)** A Division/Branch committee of management meeting may be held by committee members communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.

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- (iv) Committee members need not all be physically present in the same place for a Division/Branch committee of management meeting to be held.
- (v) Division/Branch Committees of Management may meet, adjourn and regulate their meetings as they think fit.
- (vi) Subject to this Constitution, questions arising at a meeting of the Division/Branch Committee of Management shall be decided by a majority of votes of Committee Members present respectively and voting, and any such decision shall for all purposes be deemed a decision of the Division/Branch Committee of Management.
- (vii) In the case of an equality of votes, the Chair of the meeting has only a “casting vote”.

11.2 SPECIAL GENERAL MEETINGS

(a) Calling Special General Meetings

- (i) Any director or Division/Branch committee of management may, at any time, call a special general meeting.
- (ii) Members may —
 - (A) request the directors to call a general meeting in accordance with Section 249D of the *Corporations Act, 2001*; and
 - (B) not request or call and arrange to hold a general meeting except under Section 249E or 249F of the *Corporations Act, 2001*.

(b) Notice of Special General Meetings

- (i) The Division/Branch Committee of Management shall call a special general meeting on receipt of a petition signed by not less than twelve (12) 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.
- (ii) Subject to the provisions of the *Corporations Act, 2001* allowing a special general meetings 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.
- (iii) A notice calling a special general meeting —
 - (A) 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
 - (B) must state the business to be transacted at the meeting; and
 - (C) may specify details for the purposes of proxy appointment.
- (iv) The directors or Division/Branch committee of management may postpone or cancel any special general meeting whenever they think fit (other than a meeting called as the result of a request under Clause 11.2(a)(ii)).
- (v) 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.

(c) Proceedings at Special General Meetings

(i) Member

In Clauses 12, 14, 15 and 17.1, Member includes a member present in person or by proxy, attorney or representative.

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

11.3 ANNUAL GENERAL MEETINGS

(a) The National annual general meeting of the Institute shall be held every year in October. All Division/Branch committees of management shall hold an annual general meeting no later than 30 September each year. A Division/Branch audit must be conducted in reasonable time to enable a full audit of the National Consolidated Accounts to take place prior to the Institute's annual general meeting. All other meetings shall be called general meetings.

(b) Notice of Annual General Meetings

(i) Subject to this Constitution, 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 of all annual general meetings, or special meetings called by the National Board to all members, directors and auditors. Division/Branch Committees of Management shall give notice to all members registered on the Division/Branch Register of Members.

(ii) A notice of an annual general meeting need not state that the business to be transacted at the meeting includes the —

(A) consideration of the annual financial report, directors' report and the auditor's report;

(B) election of directors; or

(C) appointment and fixing of the remuneration of the auditor.

(iii) The directors or committee of management must give notice of the postponement or cancellation of an annual general meeting to all persons referred to in Clause 13.2.

(iv) 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.

(c) Proceedings at Annual General Meetings

(i) All business transacted at the annual general meeting (with the exception of the presentation of the Statement of Financial Performance, Statement of Financial Position, the Report of the National Directors and Auditors), prescribed by the *Corporation Act, 2001* will include the appointment or re-appointment of Accountant and/or Independent Auditor and the fixing of the remuneration of the Auditor.

- (ii) At each annual general meeting, the National Board or Division/Branch Committees of Management shall submit a report which contains a summary of the activities for the year ended 30 June. Such reports will be formally approved at a meeting of the National Board or Division/Branch Committee of Management before presentation.

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

(iii) Adjournment

- (A) The chairperson of an annual general meeting at which a quorum is present —
 - (1) in his or her absence may adjourn the annual general meeting with the meeting’s consent; and
 - (2) must adjourn the annual general meeting if the meeting directs him or her to do so.
- (B) An adjourned annual general meeting may take place at a different venue to the initial annual general meeting.
- (C) The only business that can be transacted at an adjourned annual general meeting is the unfinished business of the initial annual general meeting.
- (D) Notice of an adjourned annual general meeting must only be given in accordance with Clause 11.3(b)(i) if an annual general meeting has been adjourned for more than 21 days.

12. CHAIRPERSON OF GENERAL, SPECIAL AND ANNUAL GENERAL MEETINGS

12.1 The Chair (National President) or the Division/Branch President or their nominees shall preside at every annual general meeting or special general meeting.

12.2 The chair, or in the chair’s absence the deputy chair of directors’, special and annual general meetings or Division/Branch president, or in the Division/Branch president’s absence the vice-president will be the chairperson at every general, special and annual general meeting.

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

- (a) there is no chairperson or deputy chairperson; or
- (b) neither the chairperson nor deputy chairperson is present within 15 minutes after the time appointed for holding the meeting; or
- (c) the chairperson and deputy chairperson are unwilling to act as chairperson of the meeting.

12.4 If no election is made under Clause 12.3 then —

- (a) the members may elect one of the directors present as chairperson; or
- (b) if no director is present or is willing to take the chair, the members may elect one of the members (being financial) present as chairperson.

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

13. NOTICES

13.1 SERVICES OF NOTICES

- (a)** Notice may be given by the Institute to any person who is entitled to notice under this Constitution by—
 - (i)** serving it on the person; or
 - (ii)** sending it by post, facsimile transmission or electronic notification to the person at the person’s address shown in the Register or the address supplied
- (b)** A notice sent by post is taken to be served —
 - (i)** by properly addressing, pre-paying and posting a letter containing the notice; and
 - (ii)** on the day after the day on which it was posted.
- (c)** A notice sent by facsimile transmission or electronic notification is taken to be served:
 - (i)** by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (ii)** on the day after its despatch.
- (d)** If a member does not have an address recorded in the Register a notice will be taken to be read on that member 24 hours after it was posted on a notice board at the Institute’s registered office.
- (e)** A member whose address recorded in the Register is not in Australia may specify in writing an address in Australia to be taken to the member’s for the purposes of Clause 13.1.
- (f)** A certificate in writing signed by a director, Company Secretary, committee of management member of the Institute that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- (g)** Subject to the Corporations Act the signature to a written notice given by the Institute may be written or printed.
- (h)** All notices sent by post outside Australia must be sent by pre-paid air-mail post.

13.2 PERSONS ENTITLED TO NOTICE

- (a)** Notice of every general meeting must be given to —
 - (i)** every member;
 - (ii)** every director and alternate director; and
 - (iii)** any auditor.
- (b)** No other person is entitled to receive notice of a general meeting.

14. QUORUM

14.1 No business may be transacted at a general meeting, special general meeting or annual general meeting unless a quorum of members is present when the meeting proceeds to business.

14.2 DIRECTOR'S MEETINGS

- (a)** A quorum is a majority of directors at the time of the meeting.
- (b)** Where a quorum cannot be established for the consideration of a particular matter at a meeting of directors, the chair may call a special general meeting to deal with the matter.

14.3 COMMITTEE OF MANAGEMENT MEETINGS

- (a)** A quorum of members is three (3) members or one-fifth of the total membership of the committee of management, whichever is the greater at the time of the meeting.

14.4 SPECIAL GENERAL MEETINGS

- (a)** National — a quorum of twelve (12) financial members are present in person.
- (b)** Division/Branch — a quorum of eight (8) financial members are present in person or by teleconference.
- (c)** If a quorum is not present within 30 minutes after the time appointed for the meeting:
 - (i)** if the Special General Meeting was called on the requisition of members, it is automatically dissolved; or
 - (ii)** in any other case —
 - (i)** it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the directors or Division/Branch committee of management; and
 - (ii)** 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.

14.5 In the event of a vacancy or vacancies in the office of a National Director or Division/Branch Committee Members, the remaining National Directors or Division/Branch Committee Members may act but, if the number of remaining National Directors or Division/Branch Committee Members is not sufficient to constitute a quorum at a meeting of the National Board or a Division/Branch Committee of Management respectively, may act only for the purpose of increasing the number of National Directors or Division/Branch Committee Members to a number sufficient to constitute such a quorum or of convening a Special General Meeting of the Institute.

14.6 ANNUAL GENERAL MEETINGS

- (a)** National — a quorum of twelve (12) financial members are present in person.
- (b)** Division/Branch — a quorum of eight (8) financial members are present in person or by teleconference.
- (c)** If a quorum is not present within 30 minutes after the time appointed for any annual general meeting:

- (i) the meeting shall be dissolved; or
- (ii) in any other case —
 - (A) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the directors or Division/Branch committee of management; and
 - (B) 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.

15. DECISIONS ON QUESTIONS AT SPECIAL AND ANNUAL 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 (before or on the declaration of the result of the show of hands) demanded by —

- 15.1 the chairperson;
- 15.2 At least five (5) members present in person or by proxy or postal vote (in the case of an annual general or special general meeting).
- 15.3 a member or members present in person or by proxy or postal vote and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;
- 15.4 unless a poll is demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution;
- 15.5 the demand for a poll may be withdrawn;
- 15.6 if a poll is demanded, it shall be taken either at once or after an interval or adjournment or otherwise as the chairperson directs, and the result of the poll shall be the resolution of the meeting;
- 15.7 a poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith.

16. TAKING A POLL

- 16.1 A poll will be taken when and in the manner that the chairperson directs.
- 16.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 16.3 The chairperson may determine any dispute about the admission or rejection of a vote.
- 16.4 The chairperson's determination, if made in good faith, will be final and conclusive.

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16.5 A poll demanded on the election of the chairperson or the adjournment of a general meeting must be taken immediately.

16.6 After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

17. VOTING RIGHTS AND PROXIES

17.1 ENTITLEMENT TO VOTE

(a) Every member (other than a Student member) being present, or by proxy or postal vote shall have one (1) vote. A Corporate member is entitled to two (2) votes, provided that members are financial and registered on the Division/Branch Register of Members by 31 August.

17.2 VOTES BY PROXY

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

(b) A proxy or postal vote may command or join in demanding a poll.

(c) A proxy may vote on a poll.

(d) 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.

17.3 DOCUMENT APPOINTING PROXY AND LODGEMENT OF PROXY

(a) A proxy or postal vote must be in writing on the form provided and under the hand of the appointer or of his/her attorney and authorised in writing.

(b) A proxy or postal vote must specify the manner in which the proxy is to vote in respect of a particular resolution and the proxy is not entitled to vote on the resolution except as specified on the proxy form.

(c) A proxy or postal vote shall not be treated as valid unless the proxy or postal vote and the power of attorney or other authority (if any) is deposited not less than 48 hours before the commencement of the meeting or adjourned meeting at which the person named proposes to vote at the registered office of the Institute or at such other place within the State as is specified for that purpose in the notice convening the meeting.

17.4 VALIDITY OF PROXY

(a) A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointer —

(i) died;

(ii) became mentally incapacitated; or

(iii) revoked the proxy or power;

unless any written notification of the death, unsoundness of mind or revocation was received by the Institute before the relevant general meeting or adjourned general meeting.

18. CASTING VOTE OF CHAIRPERSON

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

19. APPOINTMENT AND REMOVAL OF DIRECTORS

19.1 NUMBER OF DIRECTORS

- (a)** 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.

- (b)** Unless otherwise determined by special resolution of the Institute, the Board of Directors will include:

Chair and Director (may use the title of National President)
Company Secretary and Director
National Finance Director
At least two directors from its membership

19.2 APPOINTMENT AND REMOVAL OF DIRECTORS

- (a)** The Institute may by resolution —

- (i)** appoint new directors;
- (ii)** subject to clause 31.1 increase or reduce the number of directors;
- (iii)** remove any director before the end of the director's period of office; and
- (iv)** appoint another person in the director's place.

- (b)** A director appointed under Clause 19.1(a) will hold office until the conclusion of the third annual general meeting of the Institute when the director may be re-elected.

- (c)** A person appointed under clause 19.2(a)(iv) will hold office for the period for which the director replaced would have held office if the director had not been removed.

- (d)** 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.

- (e)** 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 Clause 19.2(a)(iii) or annul the suspension and reinstate the director.

19.3. ADDITIONAL AND CASUAL DIRECTORS

- (a)** The National Board may at any time appoint any Honorary Life Member, Fellow, Associate Fellow or Member to be a National Director to fill a casual vacancy.

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- (b) Subject to Clause 19.1(a), the directors may appoint any person as a director to fill a casual vacancy or as an addition to the existing directors.
- (c) A director appointed under Clause 19.3(b) will hold office until the next annual general meeting of the Institute when the director may be re-elected.

19.4 FILLING VACATED OFFICE

- (a) When a director retires under Clause 29.1, the Institute may by ordinary resolution elect a person to fill the vacated office.
- (b) If the vacated office is not filled and the retiring director has offered himself or herself for re-election, the retiring director will be deemed to have been re-elected unless —
 - (i) at the meeting at which he or she retires —
 - (A) it is resolved not to fill the vacated office; or
 - (B) the resolution for the re-election of the director is put and lost.

19.5. NOMINATION OF DIRECTOR

- (a) A person other than a retiring director is not eligible for election as a director at a general meeting unless the person, or a member who intends to propose the person, has left at the Institute’s registered office a written notice signed by him or her —
 - (i) giving the person’s consent to the nomination; and
 - (ii) stating either that the person is a candidate for the office of director or that a member intends to propose the person for election.
- (b) A notice given in accordance with Clause 19.5(a) must be left at the Institute’s registered office at least 30 days before the relevant general meeting.
- (c) A written notice referring to all director vacancies and each candidate for election, must be sent to all members at least seven days before every general meeting at which an election of a director will take place.

20. POWERS AND DUTIES OF DIRECTORS

- 20.1** Subject to these Clauses, the business of the Institute shall be managed by the National Board which will pay all expenses incurred in promoting the Institute, and may exercise all such powers of the Institute as empowered by the Constitution, required to be exercised by the National Board.
- 20.2** Without limiting the generality of Clause 20.1, the National Board may exercise all the powers of the Institute to borrow money, to charge any property or business of the Institute and to issue debentures or give any other security for a debt, liability or obligation of the Institute or of any other person; and guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.
- 20.3** All cheques, bank drafts and other negotiable instruments, and all receipts for money paid to the Institute, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) National Directors or in such other manner as the National Directors determine.

20.4 Every Division/Branch Committee of Management shall forward within a specified time, as directed by National Board, a full Division/Branch Report containing all the affairs conducted by the Division/Branch Committee of Management any matters of interest during the year ended on 30 June.

20.5 Every National Director or Division/Branch Committee Member shall have free access to the books, papers, accounts and all other records of the Institute whether controlled by the National Board or Division/Branch Committee of Management, wherever the same may be kept.

21. DIRECTORS' INTERESTS

21.1 No contract made by a director with the company and no contract or arrangement entered into by or on behalf of the company in which any director may be in any way interested is avoided or rendered voidable merely because of the director holding office as a director or because of the fiduciary obligations arising out of that office.

21.2 No director contracting with or being interested in any arrangement involving the company is liable to account to the company for any profit realised by or under any such contract or arrangement merely because of the director holding office as a director or because of the fiduciary obligations arising out of that office.

21.3 A director is not disqualified merely because of being a director from contracting with the company in any respect.

21.4 A director who has a material personal interest in a matter that is being considered at a directors' meeting must not —

(a) be present while the matter is being considered at the meeting; or

(b) vote on the matter,

unless permitted by the Corporations Act to do so, in which case the director may —

(c) be counted in determining whether or not a quorum is present at any meeting of directors considering that contract or arrangement or proposed contract or arrangement;

(d) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and

(e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

21.5 A director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the company or in which the company may be interested as a vendor, shareholder or otherwise and is not accountable to the company for any remuneration or other benefits received by the director as a director or officer of, or from having an interest in, that body corporate.

22. REMAINING DIRECTORS

- 22.1 The directors may act even if there are vacancies on the board.
- 22.2 If the number of directors is not sufficient to constitute a quorum at a directors' meeting, the directors may act only to —
- (a) appoint a director; or
 - (b) call a general meeting.

23. CHAIR OF DIRECTORS

- 23.1 The directors may elect a director as Chair of directors' meetings and may determine the period for which the Chair will hold office. The Chair will hold office for a period of three (3) years. The Chair may be re-elected by directors. The Chair of Directors is also known as National President.
- 23.2 If no chair is elected or if the chairperson is not present at any directors' meeting within ten minutes after the time appointed for the meeting to begin, the directors present must elect a director to be chair of the meeting.
- 23.3 The directors may elect a director as Deputy Chair to act as Chair in the Chair's absence.

24. NATIONAL BOARD OFFICERS

- 24.1 Portfolios carried out by members and appointed by the National Board shall be known as "Officers" of the Institute, not National Directors of the Institute.
- (a) Any financial member (including an Honorary Life Member), being a Fellow, Associate Fellow or Member of the Institute shall be eligible for election as a National Director or National Officer of the National Board, providing they have served on a Division/Branch Committee of Management.

24.2 National Office Bearers

The three (3) Office Bearers who administer the National Board comprising the Chair of the Board of Directors, Company Secretary and Director and National Finance Director shall be appointed by the National Board as and when a vacancy occurs and shall hold office until the conclusion of their third annual general meeting, when the National Office Bearers may be re-elected.

24.3 National Officers

National Officers shall be appointed by the National Board as and when a vacancy occurs and shall hold office until the conclusion of their third annual general meeting, when the National Officers may be re-elected.

- 25.4 No person may occupy any position, or combination of positions — either sequentially or contemporaneously, as a National Board Officer for a period in excess of-seven (7)years. Once a person has occupied a position or combination of those positions for a period of seven years,

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they shall be required to resign and stand down for a minimum period of twelve (12) months before they are eligible to offer themselves for election to the position of National Director or National Board Officer. A limit of two (2) separate seven (7) year tenures will apply.

- 24.5 The National Board may appoint any financial member to be a National Board Officer and may terminate any such appointment.
- 24.6 The National Board will determine the powers and duties of the appointed National Board Officers.
- 24.7 National Board Officers must be an Honorary Life Member, Fellow, Associate Fellow or Member to be eligible for appointment. National Board Officers are not eligible to attend National Board meetings except by invitation.

25. DIVISION/BRANCH

- 25.1 The affairs of the Institute shall be divided into as many Division/Branch in any town or city and in which Division/Branch committees of management are appointed in accordance with the Constitution. Each Division/Branch shall comprise of members residing in the town or city and registered on the Division/Branch Register of Members in that town or city.
- 25.2 Each Division/Branch may be able to form and may be constituted in any town or city where more than twelve (12) members ordinarily reside.

26. ELECTION OF DIVISION/BRANCH COMMITTEE OF MANAGEMENT MEMBERS

26.1 A Division/Branch Committee of Management shall comprise:

- Division/Branch President
- Division/Branch Vice-President
- Division/Branch Administration Officer
- Division/Branch Finance Officer
- Division/Branch Membership Officer

Together with, after the first Annual General Meeting, not less than three (3), and not more than seven (7) other members; and shall be known as a Division/Branch Committee of Management.

26.2 Any financial member (including an Honorary Life Member), being a Fellow, Associate Fellow, Member, Associate, Affiliate or General member of the Institute shall be eligible for election to a Division/Branch Committee of Management to which they belong. Corporate representatives are eligible for election on a Division/Branch Committee of Management, providing they do not exceed two corporate representatives. This membership is not transferable.

- (a) A Division/Branch President or Division/Branch President-Elect must possess a minimum of twelve (12) months Division/Branch Committee of Management experience, or equivalent in a similar organisation, before being elected to that position.

26.3 Division/Branch Presidents

Division/Branch Presidents shall hold office until the conclusion of their third Annual General Meeting. All other Committee of Management members, except for the Division/Branch President and Division/Branch Vice-President are elected annually at the Division/Branch Annual General Meeting.

26.4 Division/Branch Vice-Presidents

Division/Branch Vice-Presidents shall hold office until the conclusion of their third Annual General Meeting. They may assume the role of Division/Branch President upon retirement/resignation of the Division/Branch President.

26.5 Division/Branch Committees of Management

The members of Division/Branch Committees of Management shall be elected at the Annual General Meeting of the respective Division/Branch held each year, and (unless such office shall be vacated of any such Division/Branch Committee member) shall hold office until the next Annual General Meeting when they shall be eligible for re-election, save for a retiring Division/Branch President or Division/Branch Vice-President who has held that office for the preceding three consecutive years and shall not be eligible for re-election as Division/Branch President or Division/Branch Vice-President before standing out of that office for at least one year after so retiring.

26.6 All nominations for vacant positions shall be made in writing, signed by two (2) members of the Institute shall be financial members of the Division/Branch, and endorsed with the nominees’ consent and delivered to the respective Administration Officer at least fourteen (14) days prior to the Annual General Meeting.

26.7 If the number of candidates duly nominated does not exceed the number who may be elected, the candidates nominated shall, at the Annual General Meeting, be declared duly elected. If the number of candidates nominated exceeds the number, a ballot for election shall be taken at the Annual General Meeting.

26.8 Upon a ballot being taken the Division/Branch Administration Officer shall distribute ballot papers containing the names of the candidate and providing direction as to the recording of votes.

26.9 If an insufficient number of nominations are received then the members who have been elected shall fill the vacancy or vacancies.

26.10 If no nominations are received, the retiring Division/Branch Committee Members shall continue to act but shall have power at any time during the following year to appoint other Division/Branch Members in their places or in the place of any of them.

27. DIVISION/BRANCH COMMITTEES OF MANAGEMENT

- 27.1** A Division/Branch Committee of Management may at any time appoint any financial member (including an Honorary Life Member), being a Fellow, Associate Fellow, Member, Corporate, Associate, Affiliate or General member to be a Division/Branch Committee Member respectively to fill a casual vacancy.
- 27.2** No person may occupy any position, or combination of positions, either sequentially or contemporaneously, on a Division/Branch Committee of Management for a period in excess of six (6) years. Once a person has occupied a position or combination of those positions for a period of six (6) years, they shall be required to resign and stand down for a minimum period of twelve (12) months before they are eligible to offer themselves for election to further positions on a Division/Branch Committee of Management. A limit of two (2) separate six (6) year tenures will apply.
- 27.3** Any Division/Branch Committee Member holds office for only as long as the vacating Division/Branch Committee Member would have retained the same office if no vacancy had occurred, is then eligible for re-election.
- 27.4** The National Board or Division/Branch Committee of Management may by resolution remove a National Officer or Division/Branch Committee Member respectively before the expiration of their term of office, and by resolution appoint other persons in their place. A new appointment may be made by resolution.
- 27.5** Persons appointed pursuant to Clause 27.1 are subject to retirement at the same time as if they had become a National Director or Division/Branch Committee Member on the day on which the National Director or Division/Branch Committee Member in whose places they are appointed were last elected a National Director or Division/Branch Committee Member.
- 27.6** The procedure as to the conduct and declaration of elections shall be as prescribed in Clause 26 herein.

28. RETIREMENT

- 28.1** A director must retire from office at the conclusion of the third annual general meeting after the director was last elected.
- 28.2** There shall be no retiring age for all National Directors, National Officers and Division/Branch Committee Members. National Directors, National Board Officers and Division/Branch Committee Members who retire from the workforce shall be entitled to complete their current terms of office if they choose and may be eligible for appointment/re-appointment to further Board or election/re-election to Division/Branch positions.
- 28.3** A retiring director will be ineligible for re-appointment after serving two consecutive terms of office.
- 28.4** National Directors, National Officers and Division/Branch Committee Members may retire from office upon giving seven (7) days notice in writing to the Company Secretary and Director or the Division/Branch Administration Officer respectively and such resignation shall take effect upon the expiration of such notice or its earlier acceptance by the National Board or Division/Branch Committee of Management.

29. VACATION OF OFFICE

29.1 In addition to the circumstances prescribed in the *Corporation Act, 2001*, the office of a director or Division/Branch committee member shall become vacant if the director or committee member —

- (a) becomes prohibited from being a director of a company by reason of any order made under *Corporation Act, 2001*;
- (b) ceases to be a director by operation of any section of the code;
- (c) 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;
- (d) resigns office by notice in writing to the National Board, within seven (7) days;
- (e) 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;
- (f) is removed by a resolution of the Institute;
- (g) for more than six (6) months is absent without leave of absence from the National Board or a Division/Branch Committee of Management (as the case may be) from meetings held during that period;
- (h) holds any office of profit under the Institute;
- (i) ceases to be a financial member of the Institute; or
- (j) 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.

30. SECRETARY

30.1 If required by the Corporations Act, there must be at least one Secretary of the Company appointed by the directors for a term and at remuneration and on conditions determined by them.

30.2 The Secretary is entitled to attend and be heard on any matter at all directors' and general meetings.

30.3 The directors may, subject to the terms of the Secretary's appointment, suspend, remove or dismiss the Secretary.

31. COMMITTEE OF DIRECTORS

32.1 The National Board or Division/Branch Committees of Management may delegate any of their powers to a sub-committee or sub-committees consisting of such numbers as deemed appropriate. Corporate representatives may be eligible for election to a sub-committee of the National Board or Division/Branch Committee of Management, providing they do not comprise of more than two members. This membership is not transferable.

- 31.2** A sub-committee to which any powers have been delegated shall exercise these powers in accordance with any directions of the National Board or Division/Branch Committee of Management.
- 31.3** The members of such a sub-committee may elect a chairperson.
- 31.4** Where such a meeting is held the members present may elect one of their numbers to be chairperson of the meeting if —
- (a)** a chairperson has not been elected as provided by Clause 15.1; or
 - (b)** the chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act.
- 31.5** A sub-committee may meet and adjourn as is necessary.
- 31.6** Questions arising at a meeting of a sub-committee shall be determined by a majority of votes of the members present and voting.
- 31.7** The chairperson of a meeting does not have a casting vote in addition to his or her deliberative vote.

32. WRITTEN RESOLUTIONS

- 32.1** If all National Directors or Division/Branch Committee of Management members have signed a document containing a statement that they are in favour of a resolution of the National Directors or Division/Branch Committee Members in terms set out in the document, a resolution shall be deemed to have been passed at a meeting of the National Board or a Division/Branch Committee of Management (as the case may be) held on the day and at the time on which the document was signed by a National Director or Division/Branch Committee Member or, if the National Directors or Division/Branch Committee Members signed the document on different days, on the day on which, and at the time at which, the document was last signed by a National Director or Division/Branch Committee Member.
- 32.2** For the purposes of Clause 32.1, two (2) or more separate documents containing statements in identical terms each of which is signed by one or more National Directors or Division/Branch Committee Members shall together be deemed to constitute one document containing a statement in those terms signed by those National Directors or Division/Branch Committee Members on the respective days on which they signed the separate documents.
- 32.3** A reference in Clause 32.1 to all the National Directors or Division/Branch Committee Members does not include a reference to a National Director or Division/Branch Committee Member who, at a meeting of the National Board or a Division/Branch Committee of Management would not be entitled to vote on the resolution.

33. VALIDITY OF ACTS

- 33.1** All acts done by any meeting of the National Board or a Division/Branch Committee of Management or of a sub-committee of National Board or a Division/Branch Committee of Management or by any person acting as a National Director or Division/Branch Committee Member are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a National Director or Division/Branch Committee Member

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or a member of the sub-committee, or to act as a National Director or Division/Branch Committee Member, 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 Division/Branch Committee Member or to be a member of the sub-committee.

34. EXECUTION OF DOCUMENTS

34.1 MANNER OF EXECUTION

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

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

35. AUDITOR

35.1 The National Board will appoint an Auditor who shall be a registered company auditor at the time of nomination and appointment giving notice of thirty (30) days prior to Annual General Meeting. The Auditor shall not be a member of the Institute.

35.2 The Auditor shall perform an audit the accounts of the Institute and shall have full access to all of the books, papers, documents, accounts relating to the affairs of the Institute. The Auditor shall report at the National Annual General Meeting of the Institute.

35.3 The National Finance Director shall instruct the Division/Branch through the Division/Branch Finance Officers from 30 April, in each year of the procedures for audit of all Division/Branch' accounts and time-frame for submission to the National Board. Each Division/Branch will appoint an Auditor who shall be a registered company auditor at the time of nomination and appointment. The Division/Branch Finance Officer will advise the National Finance Director of this appointment.

35.4 Each Division/Branch Finance Officer shall liaise with their appointed Auditor from 30 April in each year to ensure that the Division/Branch Annual Statement of Income and Expenditure and Balance Sheet will be available to the National Board for inclusion in the Consolidated Accounts of the Institute.

35.5 The National Finance Director shall liaise with the appointed Auditor, from 30 April in each year to ensure that the National Annual statement of Income and Expenditure and Balance Sheet will be available for inclusion in the Consolidated Accounts of the Institute.

- (a)** The National Board shall negotiate the remuneration and/or fee of the Auditor and is empowered to fill any vacancy in the position of Auditor resulting from the death, resignation or loss of qualifications of the Auditor.

36. APPOINTMENT OF ATTORNEYS AND AGENTS

- 36.1** 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.
- 36.2** 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.
- 36.3** 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.
- 36.4** The National Directors may appoint attorneys or agents by facsimile, email transmission or letter to act for and on behalf of the Institute.
- 36.5** 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.

37. INDEMNITY, INSURANCE AND ACCESS TO BOOKS OR INFORMATION

37.1 PERSONS TO WHOM THIS RULE APPLIES

Clauses 38.1, 38.2 and 38.3 apply:

- (a)** to each person who is or has been a Director or Officer (within the meaning of Clauses 19 and 24 of the Institute);
- (b)** to such other Officers or former Officers of the Institute or of its related bodies corporate as the Directors in each case determine.

37.2 INDEMNITY

To the extent permitted by law, the Institute must:

- (a)** indemnify; and
- (b)** if requested by a person to whom this Clause 38 applies, enter into a deed indemnifying on a full indemnity basis, each person to whom this Clause 38.2 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;
- (c)** 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

- (d) in connection with an application, in relation to such proceedings, in which the Court grants relief to the person pursuant to the law;
- (e) 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.

37.3 EXTENT OF INDEMNITY

The indemnity in Clause 38.2:

- (a) is a continuing obligation and is enforceable by a person to whom Clause 38.2 applies even though that person may have ceased to be an Officer of the Institute or of a related body corporate;
- (b) 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 Clause 38.2 applies.

37.4. INSURANCE

The Institute may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance, for any person to whom this Clause 38.4 applies against any liability incurred by the person as an officer of the Company 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.

37.5 SAVINGS

Nothing in Clause 38.2, 38.3 or 38.4 —

- (a) affects any other right or remedy that a person to whom those rules apply may have in respect of any loss or liability referred to in those rules; or
- (b) limits the capacity of the Company to indemnify or provide insurance for any person to whom those rules do not apply.

37.6 RIGHT OF ACCESS TO INSTITUTE BOOKS AND TO TAKE COPIES

- (a) A Director of the Institute and the Institute Member may inspect the books 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.

- (b) A person who has ceased to be a Director of the Company may inspect the books of the Institute in accordance with the law as it is from time and this right continues for such period as the law provides.
- (c) 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.
- (d) 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 the Institute Member shall have the same right of such inspection as a current director has pursuant to the law.

38. MINUTES AND RECORDS

38.1 MINUTES OF MEETINGS

The National/Division/Branch President must ensure minutes of meetings including resolutions of national board meetings, committee of management meetings and general meetings are retained by the Institute and are to be regarded as official records of the Institute.

- (a) A copy of the minutes of the previous meeting of the national board, committee of management and general meeting of the Institute must be made available to members of the body before commencement of a meeting or must be read aloud after commencement of the meeting.
- (b) A motion to amend the minutes of a previous meeting may be made by any member and is to be determined by a majority of votes of members present.

38.2 SIGNING OF MINUTES

Subject to any amendments proposed and approved under the preceding Clause 39.1, the minutes of a previous meeting are recorded as a true and accurate record of that meeting and signed by the chairperson.

38.3. MINUTES AS EVIDENCE

A minute that is recorded and signed under Clauses 38.1 and 38.2 is evidence of the proceeding or resolution to which it relates unless the contrary is proved.

38.4 INSPECTION OF RECORDS

- (a) Except as otherwise required by the Corporations Act, the directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Institute or any of them will be open for inspection by members other than directors.
- (b) Except as otherwise required by the Corporations Act, a member other than a director does not have the right to inspect any financial records or other documents of the Institute unless the member is authorised to do so by a court order or a resolution of the directors.

40. MAINTENANCE OF ACCURATE FINANCIAL RECORDS

- 40.1** 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*.
- 40.2** The National Board and Division/Branch Committees of Management shall maintain proper financial records to be kept with respect to:
- (a)** all sums of money received and expended by the Institute or a Division/Branch, of which the receipt and expenditure takes place;
 - (b)** all sales and purchases of goods by the Institute or Division/Branch; and
 - (c)** assets and liabilities of the Institute or Division/Branch.
- 40.3** The financial records shall be kept at the registered office of the Institute in each State or at such other place or places as the National Board or Division/Branch Committees of Management think fit, and shall always be open to the inspection of every National Director or Division/Branch Committee Member.
- 40.4** The National Board and Division/Branch Committees of Management shall from time to time determine subject to Clause 45 of the Constitution 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 or Division/Branch Committee Members.
- 40.5** All Division/Branch Finance Officers shall submit Annual Financial Statements as at 30 June to respective auditors by 31 July each year. Audited Financial Statements must be submitted to the National Finance Director by 15 August each year.
- 40.6** The Division/Branch Committees of Management shall present to their Annual General Meeting the audited Annual Financial statements, which will have been forwarded to each Division/Branch member.
- 40.7** The National Board shall present to the Institute's Annual General Meeting the audited Consolidated Financial Statements, which will have been included in the Annual Report and forwarded to each member.
- 40.8** In the case of Division/Branch Committee of Management Accounts, no 'Statement of Directors' is required.

41. CERTIFICATES

- 41.1** Members are entitled free of charge to a Certificate of Membership of the Institute issued in their name and certifying their category of membership.
- 41.2** Every Certificate of Membership issued by the National Board will be signed by the National President and Company Secretary/Director or an appropriate National Director as deemed by National Board.

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41.3 Certificates will be automatically replaced on an application for an upgrade. Application may be made to the appropriate Committee of Management for replacement of a certificate. If approved by the Division/Branch Committee of Management, an application is then made to the National Board through the National Membership Officer for replacement of a certificate. Payment of a fee as determined by the National Board of Directors will apply to all such replacement certificates.

42. NOTICES

42.1 NOTICES BY THE INSTITUTE TO MEMBERS

(a) A notice is given by the Institute to a member by serving it personally, by post or by electronic means to the Member’s address as shown in the Register of Members.

42.2 NOTICES BY THE INSTITUTE TO DIRECTORS

Subject to this Constitution, a notice may be given by the Institute to any Director either by serving it personally at, or by sending it by post in a pre-paid envelope to or electronic mail, the Director’s usual residential or business address, or such other address, or by sending it to a facsimile number or electronic mail which the Director has supplied to the Institute for the giving of notices.

42.3 NOTICES BY MEMBERS OR DIRECTORS TO THE INSTITUTE

Subject to this Constitution, a notice may be given by a Member or Director to the Institute by serving it on the Institute at, or by sending it by post in a pre-paid envelope, addressed to the Company Secretary and Director, to the registered office of the Institute or by sending it, addressed to the Company Secretary and Director, to the principal facsimile number or principal electronic address of the Institute at its registered office.

42.4 NOTICES POSTED TO ADDRESSES OUTSIDE THE COMMONWEALTH

A notice sent by post to an address outside the Commonwealth must be sent by airmail, but such a notice may be sent by facsimile to a number, or electronically to an electronic mail address, which the addressee has supplied to the Institute for the giving of notices.

42.5 TIME OF SERVICE

(a) Where a notice is sent by post, service of the notice is to be taken to be effected if a pre-paid envelope containing the notice is properly addressed and placed in the post and to have been effected:

- (i) in the case of a notice of a general meeting, on the day after the date of its posting; or
- (ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post.

(b) Where a notice is sent by facsimile or electronic means service of the notice is to be taken to be effected on the day after the date it is sent.

42.6 OTHER COMMUNICATIONS AND DOCUMENTS

Clauses 42.1 to 42.5 (inclusive) apply, so far as they can and with such changes as are necessary, to the service of any communication or document.

42.7 NOTICES IN WRITING

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

43. 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 (as a Non-Profit Organisation) and whose Memorandum of Association or 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 under or by virtue of Clause 8 hereof, 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.

44. GENERAL

44.1 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.

44.2 PROHIBITION AND ENFORCEABILITY

- (a)** 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.
- (b)** 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.

45. DEFINITIONS AND INTERPRETATIONS

45.1 DEFINITIONS

In this Constitution:

- ◇ “Annual General Meetings” means Annual General Meeting of the Institute called by the National Board or Division/Branch called by a Division/Branch Committee of Management once per year.
- ◇ “Division/Branch” means a Division/Branch of the Institute established and conducted in accordance with the Constitution.
- ◇ “Division/Branch Committee of Management”, Committee of Management or “Committee” means the whole or any number of members for the time being present at a meeting of a Division/Branch Committee of Management (hereinafter referred to as Committee Members) constituted from time to time, duly convened and held in accordance with the Constitution of the Institute and not being less than a quorum.
- ◇ “Chair of Directors” is also known as the National President, appointed by the National Board.

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- ◇ “Company Secretary and Director” refers to the formerly known position of National Honorary Secretary appointed by the National Board.
- ◇ “National Office Bearers” and “National Board Executive” are the Chair of Directors, Company Secretary and Director and National Finance Director.
- ◇ “National Officers” are members who are appointed by the National Board to carry responsibility for various portfolios of the Institute. They are not directors of the Institute.
- ◇ “Companies Act” means the Companies (Application of Laws) Act, 1981 as amended from time to time.
- ◇ “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.
- ◇ “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.
- ◇ “Diploma” means the (Diploma) Diploma of “Institute”, known as Australian Institute of Office Professionals (formerly the Institute of Professional Secretaries & Administrators {Australia}) or an equivalent business or educational qualification.
- ◇ “General Meeting” means a general meeting of members convened on a monthly basis and not less than ten (10) general meetings in any one year.
- ◇ “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 and be deemed to include Honorary Life Members, Fellows, Associate Fellows, Members, Associate Members, Affiliate Members, Student Members, Corporate Members, General Members and International Affiliate Members of the Institute.
- ◇ “Member At-Large” means members who are admitted to the Institute who are not members of a Division/Branch.
- ◇ “National Finance Director” refers to the formerly known National Honorary Treasurer appointed by the National Board.
- ◇ “Month” means calendar month.
- ◇ “National Board” means the whole or any number of the National Directors being present at a meeting of the National Board constituted from time to time.
- ◇ “National Director” means a director appointed to the National Board or any number of the directors for the time being present at a meeting of the National Board duly convened and held in accordance with the Constitution of the Institute and being not less than a quorum.
- ◇ “Office Professional” means a person who —

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- (a) assists executives in the administration of their duties;
 - (b) has reached proficiency in commonly accepted administrative and business skills;
 - (c) assumes responsibility within the scope of delegated authority;
 - (d) 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.

45.2 INTERPRETATIONS

- (a) A member is to be taken to be present at a general meeting if the member is present in person or by proxy, attorney or representative.
 - (i) A director is to be taken to be present at a meeting of directors if the director is present in person.
 - (ii) Where a provision of this Constitution establishes an office of chairperson, the chairperson may be referred to as Chair.
 - (iii) 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.
 - (iv) Unless the contrary intention appears, in this Constitution:
 - (A) words importing the singular include the plural and vice versa;
 - (B) words importing a gender include every other gender;
 - (C) 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);
 - (D) a reference to a person includes that person’s successors and legal personal representatives;
 - (E) 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
 - (F) 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.
 - (G) In this constitution headings and boldings are for convenience only and do not affect its interpretation.
 - (H) This Constitution is to be interpreted subject to the *Corporations Act, 2001* as amended from time to time, provided that the Replaceable

DATE OF RE-ISSUE (M&AAs)	April 1990	NINTH Revision (Constitution)	October 2012	41
FIFTH Revision (Constitution)	March 2003	TENTH Revision (Constitution)	October 2013	
SIXTH Revision (Constitution)	October 2007	ELEVENTH Revision (Constitution)	November 2014	
SEVENTH Revision (Constitution)	October 2008	TWELFTH Revision (Constitution)	November 2015	
EIGHTH Revision (Constitution)	November 2011	THIRTEENTH Revision (Constitution)	November 2016	

Rules for Constitutions of Companies pursuant to the *Corporations Act, 2001* do not apply to this company.

- (I) 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.
- (J) 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.
- (K) References to sections of legislation are references to sections of the *Corporations Act, 2001* unless other legislation is specified.
- (L) 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.