



CONSTITUTION 2019
of
Australian Institute of Office Professionals

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Table of contents

Definitions and interpretation

Preliminary

- 1 Name of the Institute
- 2 Type of Institute
- 3 Limited liability of members
- 4 The guarantee

Purposes and powers

- 5 Objects
- 6 Powers
- 7 Income and Assets
- 8 Amending the constitution

Members

- 9 Membership and register of members
- 10 Who can be a member
- 11 How to apply to become a member
- 12 Membership Grades
- 13 Application for membership
- 14 When a person becomes a member
- 15 When a person stops being a member

Dispute resolution and disciplinary procedures

- 16 Dispute resolution
- 17 Disciplining members

General meetings

- 18 General meetings called by members
- 19 General meetings called by directors
- 20 Notice of annual general meetings
- 21 Quorum at general meetings
- 22 Using technology to hold meetings
- 23 Chairperson for general meetings
- 24 Role of the chairperson

- 25 Adjournment of meetings

Members' resolutions and statements

- 26 Institute must give notice of proposed resolution or distribute statement
- 27 Circular resolutions of members

Voting at general meetings

- 28 Persons entitled to vote
- 29 Challenge to member's right to vote
- 30 How voting is carried out
- 31 When and how a vote in writing must be held
- 32 Appointment of proxy
- 33 Voting by proxy

Directors

- 34 Number of directors
- 35 Election and appointment of directors
- 36 Election of chairperson
- 37 Registration of Interest, National President Elect
- 38 Term of office
- 39 When a director stops being a director

Powers of directors

- 40 Powers of directors
- 41 Delegation of directors' powers
- 42 Payments to directors
- 43 Execution of Documents

Duties of directors

- 44 Duties of directors
- 45 Conflicts of interest

Directors' meetings

- 46 When the directors meet
- 47 Calling directors' meetings
- 48 Chairperson for directors' meetings
- 49 Quorum at directors' meetings
- 50 Using technology to hold directors' meetings
- 51 Passing directors' resolutions
- 52 Circular resolutions of directors

Secretary

- 53 Appointment and role of secretary

Minutes and records

- 54 Minutes and records
- 55 Financial and related records

Divisions

- 56 Appointment of committee

Notice

- 57 What is notice
- 58 Notice to the Institute
- 59 Notice to members
- 60 When notice is taken to be given

Financial year

- 61 Institute's financial year

Indemnity, insurance, and access

- 62 Indemnity
- 63 Insurance
- 64 Directors' access to documents

Winding up

- 65 Surplus assets not to be distributed to members
- 66 Distribution of surplus assets

Definitions and interpretation

Definitions

In this Constitution:

Institute means the **AIOP (Australian Institute of Office Professionals)** referred to in clause 1

Corporations Act means the Corporations Act 2001 (Cth)

Elected chairperson means a person elected by the directors to be the **Institute's** chairperson under clause 36

General meeting means a meeting of members and includes the **annual general meeting**, under clause 19.1

Member means a person who is named in the application for registration of the **Institute**, with their consent, is a fully paid member of the **Institute**

Member present means, in connection with a **general meeting**, a **member present** in person, by representative or by proxy at the venue or venues for the meeting

Special resolution means a resolution:

- i. of which notice has been given under clause 20.4(c), and
- ii. that has been passed by votes cast by **members present** and entitled to vote on the resolution, and

Surplus assets mean any assets of the **Institute** that remain after paying all debts and other

Reading this Constitution with the Corporations Act

A word or expression that is defined in the **Corporations Act** or used in that Act and covering the same subject, has the same meaning as in this constitution.

Interpretation

In this constitution:

the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

Preliminary

1. Name of the Institute

The name of the **Institute** is the Australian Institute of Office Professionals (the **Institute**).

2. Type of Institute

The **Institute** is public company limited by guarantee.

3. Limited liability of members

The liability of the members is limited by guarantee in clause 2.

4. The Guarantee

Each member must contribute an amount of not more than \$20 (**the guarantee**) to the property of the **Institute** if the Institute is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of the **Institute** incurred before the member stopped being a member, or
- (b) costs of winding up.

Purposes and powers

5. Objects

The **Institute's** object is to pursue the following purpose(s):

- 5.1 Make available to the Institute's members and the community, training, and advancement of education as an office professional;
- 5.2 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;
- 5.3 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.

6. Powers

The **Institute** has the following powers, which may only be used to carry out its purpose(s) set out in clause 6:

- (a) The National Board shall have power to make policies and procedures consistent 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
- (b) all the powers of the **Institute** are limited by guarantee under the **Corporations Act**.

7. Income and Assets

- 7.1 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 its members of the organisation, except as genuine compensation for services rendered or expenses incurred on behalf of the organisation.
- 7.2 Clause 7.1 does not stop the **Institute** from doing the following things, provided they are done in good faith:
- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **Institute**, or
 - (b) making a payment to a member in carrying out the **Institute's** purpose(s).

8. Amending the constitution

- 8.1 Subject to 23 of the Corporations Act may amend this constitution by passing a **special resolution at a General Meeting**.

Members

9. Membership and register of members

- 9.1 The members of the **Institute** are:
- (a) **members**, and **corporate members**
 - (b) any other person that the directors allow to be a member, in accordance with this constitution.
 - (c) The **Institute** maintains a register of members. The register of members is kept by the National Membership Officer and must contain for each current member:
 - i. name
 - ii. address
 - iii. any alternative address nominated by the member for the service of notices, and
 - iv. date the member was entered on to the register
 - v. grade of membership
- 9.2 The **Institute can** give current members access to the register of members, if and when required.

10 Who can be a member

- 10.1 Any person who is employed as an office/administrative professional or is a suitably qualified business educator, in **business administrative** roles and meets the criteria as set out in the Grades of Membership as defined by the AIOP Board of Directors is eligible to apply to be a member of the **Institute** under clause 11.
- 10.2 In this clause, 'person' means an individual or a corporate member.

11. How to apply to become a member

Prospective members may apply to become a member of the **Institute** by completing an Individual or Corporate Membership Application, paying the applicable fees online. **Evidence** of qualifications including a transcript of qualification, and a resume of years of working experience is required. This supporting evidence is required to be emailed to the National Membership Officer within seven (7) days to become a member of the Institute.

12. Membership grades

12.1 The Institute membership consists of Honorary Life Member, Fellow, Associate Fellow, Member, General Member, Student, Corporate, Retired, Associates of AIOP and International Affiliates.

A description of the Grades and Fees of membership are available on the AIOP Website.

12.2 A Register of Members shall be kept by a National Membership Officer.

Such register shall include the full name, contact details including address, occupation, and membership classification of all members.

12.3 Designations

Classification	Designation
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Fellow	FAIOP
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Associate Fellow	AFAIOP
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Member	MAIOP
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International Affiliate	
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Affiliates of AIOP	
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Student, General, International Affiliate and Corporate Members are **not entitled** to use any designation or post nominals of membership.

13. Application for Membership

13.1 Prospective members may apply to become a member of the **Institute** by completing the Membership Application online, and paying the applicable fees online. **Evidence** of qualifications including a transcript of qualification, and a resume of years of working experience is required.

This supporting evidence is required to be emailed to the National Membership Officer within seven (7) days to become a member of the Institute.

13.2 General Members are not required to provide a resume or any supporting documentation.

Membership fees are listed on the AIOP Website with the timeline of completing their on-line Membership Allocation Form.

13.3 The annual membership fees are determined by the **AIOP National Board of Directors** at their **May Board Meeting** each year to determine if an increase in the membership fees, are applicable.

13.4 Membership Fees and Pro-rata Membership Fees are itemised on the AIOP Website.

14. When a person becomes a member

Membership approval

- 14.1 The National Membership Officer processes an application for individual and/or corporate membership within a reasonable timeframe after its receipt. If required, the NMO will consult with the board executive.
- 14.2 If the National Membership Officer approves an application, as soon as possible:
- (a) Will enter the new member in the register of members, and
 - (b) write a welcome letter to advise the applicant of approval and the date their membership commences.
- 14.3 If an application is rejected, the National Membership Officer will advise the applicant as soon as possible giving a reason/or reason, and arrange a refund of membership fee paid.
- 14.4 If supporting paperwork is not received within 7 days the graded membership application is processed as a General Membership.

15. When a person stops being a member

A person immediately stops being a member if they:

- (a) die
- (b) are wound up or otherwise dissolved or deregistered (for an incorporated member)
- (c) resign, by writing to the secretary
- (d) are expelled, or
- (e) have not responded within three months to a written request from the NMO must confirm in writing that they want to remain a member.
- (f) Have not paid their renewal fee by the renewal date by 30 September each year.
- (g) Unfinancial members cannot use post nominals.
- (h) Membership certificates cannot be displayed if unfinancial.

Dispute resolution and disciplinary procedures

16. Dispute resolution

- 16.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this Constitution between a member, director, or an officer and:
- (a) one or more members
 - (b) one or more directors or an officer, or
 - (c) the **Institute**.
- 16.2 A member must not commence a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 17 until the disciplinary procedure is completed.

- 16.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 16.4 If those involved in the dispute do not resolve it under clause 16.3, they must within 10 days:
- (a) Advise the directors about the dispute in writing
 - (b) agree or request that a mediator be appointed, and
 - (c) attempt in good faith to settle the dispute by mediation.
- 16.5 The mediator must:
- (a) be chosen by agreement of those involved, or
 - (b) where those involved do not agree:
for disputes between members, a person chosen by the directors, or
- 16.6 A mediator chosen by the directors under clause 16.5(b):
- (a) may be a member or former member of the **Institute**
 - (b) must not have a personal interest in the dispute, and
 - (c) must not be biased towards or against anyone involved in the dispute.
- 16.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard
 - (b) allow those involved a reasonable chance to review any written statements
 - (c) ensure that those involved are given natural justice, and
 - (d) not make a decision on the dispute.

17. Disciplining members

- 17.1 In accordance with this clause, the directors may resolve to warn, suspend or expel a member from the **Institute** if the directors consider that:
- (a) the member has breached this constitution, or
 - (b) the member's behaviour is causing, has caused, or is likely to cause harm to the **Institute**.
- 17.2 At least 14 days before the directors' meeting at which a resolution under clause 17.1 will be considered, the secretary must notify the member in writing:
- (a) that the directors are considering a resolution to warn, suspend or expel the member
 - (b) that this resolution will be considered at a directors' meeting and the date of that meeting
 - (c) what the member is said to have done or not done
 - (d) the nature of the resolution that has been proposed, and
 - (e) that the member may provide an explanation to the directors, and details of how to do so.
- 17.3 Before the directors pass any resolution, the member must be given a chance to explain or defend themselves by:
- (a) sending the directors a written explanation before that directors' meeting, and/or
 - (b) speaking at the meeting.
- 17.4 After considering any explanation under clause 17.3, the directors may:

- (a) take no further action
 - (b) warn the member
 - (c) suspend the member's rights as a member for an appropriate period on a case by case basis
 - (d) expel the member
 - (e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this clause), or
 - (f) require the matter to be determined at a **general meeting**.
- 17.5 The National Administration Director must give written notice to the member of the decision under clause 17.4 as soon as possible.
- 17.6 Disciplinary procedures must be completed as soon as reasonably practical.
- 17.7 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

General meetings

18. General meetings called by members

- 18.1 If the directors do not call the meeting within 21 days, 50% or more of the members who made the request may call and arrange to hold a **special general meeting**.
- 18.2 To call and hold a meeting under clause 18.1 the members must:
- (a) as far as possible, follow the procedures for **special general meeting** set out in this constitution
 - (b) call the meeting using the list of members on the **Institute's** member register, which the **Institute** must provide to the members making the request at no cost, and
 - (c) hold the **special general meeting** within three months after the request was given to the **Institute**.
- 18.3 The **Institute** must pay the members who request the **special general meeting** any reasonable expenses they incur because the directors did not call and hold the meeting.

General Meeting

19. Annual general meeting

- 19.1 The National **annual general meeting** is hosted by **AIOP National** prior to the end of October in each year, giving 21 days' Notice of the Meeting.
- 19.2 The agenda includes the business of an **annual general meeting, i.e.:**
- (a) a review of the **Institute's** activities
 - (b) a review of the **Institute's** finances
 - (c) the appointment and/or confirmation of directors and officers, and

- (d) Appointment of Accountants, Law Firm, and Auditors (if applicable)
 - (e) Appointment of Division Presidents
- 19.3 Prior to the **annual general meeting**, the directors must give information to the members of the **Institute's** activities and finances during the period since the last **annual general meeting**.
- 19.4 The chairperson of the **annual general meeting** must give members a reasonable opportunity at the meeting to ask questions or make comments about the management of the **Institute**.

20. Notice of annual general meeting

- 20.1 A Notice of the **annual general meeting** must be sent to each financial member entitled to vote at the meeting.
- 20.2 in writing, at least 21 days before the meeting by email or any other electronic process.
- 20.3 Notice of a meeting must give 21 days' notice before the meeting if a resolution will be moved to:
- (a) remove a director
 - (b) appoint a director to replace a director who was removed.
- 20.4 Notice of an **annual general meeting** must include:
- (a) the place, date, and time for the meeting (the technology that will be used to facilitate this meeting)
 - (b) the general nature of the meeting's business
 - (c) any **special resolution/s**
 - (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - i. the proxy will be a member of the **Institute**
 - ii. the proxy form must be emailed to the **Institute** at its email address specified in the notice of the meeting, and
 - iii. the proxy form must be delivered to the **Institute** at least 3 days before the meeting.
- 20.5 If an **annual general meeting** is adjourned for one month or more, the members must be given new notice of the resumed meeting.

21. Quorum at annual general meeting

- 21.1 For an **Annual General Meeting** to be held, a quorum of **12** financial members must be present (in person, by proxy or by a representative) for the whole meeting.
- When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).
- 21.2 No business may be conducted at an **annual general meeting** if a quorum is not present.
- 21.3 If there is no quorum present within 30 minutes after the starting time stated in the notice, the **annual general meeting** is adjourned to the date, time, and place that the chairperson specifies.

21.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

22. Using technology to hold meetings

22.1 The **Institute** may hold an **annual general meeting** using technology that gives the members a reasonable opportunity to participate, including to hear and be heard.

22.2 Anyone using this technology is taken to be present in person at the meeting.

23. Chairperson for annual general meetings

23.1 The **elected chairperson** is entitled to chair the **annual general meeting**.

23.2 The financial members present and entitled to vote at an annual **annual general meeting** may choose a director or member to be the chairperson for that meeting if:

- (a) there is no **elected chairperson**, or
- (b) the **elected chairperson** is not present within 30 minutes after the starting time set for the meeting, or
- (c) the **elected chairperson** is present but says they do not wish to act as chairperson of the meeting.

24. Role of the chairperson

24.1 The chairperson is responsible for the conduct of the **annual general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor if applicable).

24.2 The chairperson does not have a casting vote.

25. Adjournment of meetings

25.1 If a quorum is present, an **annual general meeting** must be adjourned, if a majority of **members present** direct the chairperson to adjourn it.

25.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' Resolutions and statements

26. Institute must give notice of proposed resolution/s –

26.1 If the **Institute** has been given a notice or request:

- (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the **Institute's** cost,
- (b) or received too late to send with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the **Institute** in giving members notice of the proposed members' resolution or a copy of the members' statement.

However, at an **annual general meeting**, the members may pass a resolution that the **Institute** will pay these expenses.

- 26.2 The **Institute** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- (c) it is more than 1,000 words long
 - (d) the directors consider it may be defamatory
 - (e) and the members who proposed the resolution or made the request have not paid the **Institute** sufficient funds to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or
 - (f) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the members.

27. Circular resolutions of members

- 27.1 the directors may put a resolution to the members to pass a resolution without an **annual general meeting** being held (**a circular resolution**).

Circular resolutions cannot be used:

- (a) for a resolution to remove an auditor, appoint a director or remove a director
 - (b) for passing a **special resolution**, or
 - (c) where the **Corporations Act** or this constitution requires a meeting to be held.
- 27.2 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution. Members may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording is the same in each copy.
- 27.3 The **Institute** may send a circular resolution by email to members, and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at special general meetings

28. Persons entitled to vote

Each financial member has one vote.

29. Challenge to member's right to vote

- 29.1 A member or the chairperson may only challenge a person's right to vote at an **annual general meeting** at that meeting.
- 29.2 If a challenge is made, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

30. How voting is carried out

- 30.1 Voting must be conducted and decided by:
- (a) a show of hands
 - (b) a vote in writing, or
 - (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 30.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 30.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 30.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

31. When and how a vote in writing must be held

- 31.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
- (a) **members present** may vote and pass the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), or
 - (b) the chairperson.
- 31.2 A vote in writing must be taken when and how the chairperson directs, applies.
- 31.3 A vote in writing must be held immediately if it is demanded:
- (a) for the election of a chairperson, or
 - (b) to decide whether to adjourn the meeting.

32. Appointment of proxy

- 32.1 A member may appoint a proxy to attend and vote at an **annual general meeting** on their behalf.
- 32.2 A proxy does not need to be a member.
- 32.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
- (a) speak at the meeting
 - (b) vote in a vote in writing (but only to the extent allowed by the appointment),
 - (c) join in to demand a vote in writing.
- 32.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
- (a) the member's name and address
 - (b) the **Institute's** name
 - (c) the proxy's name or the name of the office held by the proxy, and
 - (d) the meeting(s) at which the appointment may be used.

- 32.5 Proxy forms must be received by the **Institute** at the address stated in the notice or at the **Institute's** registered address at least 3 days before a meeting.
- 32.6 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 32.7 Unless the **Institute** receives written notice before the start or resumption of an **annual general meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
- (a) dies
 - (b) is mentally incapacitated
 - (c) revokes the proxy's appointment, or
 - (d) revokes the authority of a representative or agent who appointed the proxy.
- 32.8 A proxy appointment may specify the way the proxy must vote on a particular resolution.

33. Voting by proxy

- 33.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).
- 33.2 When a vote in writing is held, a proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way they must vote
 - (b) if the way they must vote is specified on the proxy form, must vote that way, and
 - (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

Directors

34. Number of directors

The **Institute** must have at least **three and no more than nine directors**.

35. Election and appointment of directors

- 35.1 (a) Each of the directors must be appointed by a separate resolution, unless directors present have first passed a resolution that the appointments may be voted on together, and
- (b) no votes were cast against that resolution.
- 35.2 A person is eligible for election as a director of the **Institute** if they:
- (a) are a financial member of the **Institute**,
 - (b) may appoint non-executive directors.
 - (c) Any past president/division committee member may be appointed by the Board of Directors to fill a casual vacancy and must be ratified at the next **annual general meeting**.

- (d) are nominated by two members or representatives of members entitled to vote (unless the person was previously elected as a director at an **annual general meeting** and has been a director since that meeting),
 - (e) give the **Institute** their signed consent to act as a director of the **Institute**, and
 - (f) are not ineligible to be a director under the **Corporations Act**.
- 35.3 The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person:
- (a) is a member of the **Institute**, or a representative of a member of the **Institute** gives the **Institute** their signed consent to act as a director of the **Institute**, and
 - (b) is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
- 35.4 If the number of directors is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to three (or higher if required for a quorum) or calling an **annual general meeting**, but for no other purpose.

36. Election of chairperson

The directors must elect a director as the **Institute's elected chairperson**.

37. Registration of Interest, Election of National President Elect

- 37.1 A **Registration of Interest** is called for the position of National President-Elect in the month of July in the final year of the current National President's term for National Board election at the September Board meeting.
- 37.2 The incumbent must be a current member of the National Board or have completed a term of office on the National Board within the past two (2) years.
- 37.3 Must be financial member of the Institute with not less than three (3) years continuous Division Committee of Management experience.
- 37.4 Must recognise that this appointment is in preparation for a minimum of two years, and shall hold office until the conclusion of his/her third Annual General Meeting as National President or by negotiation with the Board of Directors.
- 37.5 Must be committed to the growth and prosperity of the Institute at National, Division and or Branch levels.
- 37.6 Must be prepared to represent the Institute as and when required on a National basis.
- 37.7 Nominees must submit a covering letter (no more than 2 pages) and a personal profile of no more than six (6) A4 pages outlining personal expectations and future directions for the Institute.
- 37.8 The National President must receive registrations of interest no later than mid-August in the year of the vacancy to nationalpres@aiop.com.au

38. Term of office Board Directors

38.1 At each **annual general meeting**:

- (a) Any past president may be appointed by the Board of Directors to fill a casual vacancy and must be ratified at the next **annual general meeting**.

38.2 Directors are appointed at an **annual general meeting** for a term of 3 years and may offer themselves for re-election;

38.3 A board directors' term may not exceed 6 years or two three year terms.

38.4 A director's term of office commences at the **annual general meeting** at which they are elected and ends at the end of the **annual general meeting** at which they retire.

38.5 A director's term may be extended if the Board of Directors so wish.

39. When a director ceases being a director

39.1 A director stops being a director if they:

- (a) give written notice of resignation as a director to the **Institute**
- (b) die
- (c) are removed as a director by a resolution of the members
- (d) stop being a member of the **Institute**
- (e) are a representative of a member, and that member stops being a member
- (f) are a representative of a member, and the member notifies the **Institute** that the representative is no longer a representative
- (g) are absent for [3] consecutive directors' meetings without approval from the directors, or
- (h) become ineligible to be a director of the **Institute** under the **Corporations Act**.

Powers of directors

40. Powers of directors

40.1 The directors are responsible for managing and directing the activities of the **Institute** to achieve its purpose.

40.1 The directors may use all the powers of the **Institute** except for powers that, under the **Corporations Act** or this Constitution, may only be used by members.

40.2 The directors must decide on the responsible financial management of the **Institute** including:

40.3 any suitable written delegations of power under clause 41, and

40.4 how funds will be managed, such electronic transfers, negotiable instruments and how payments are authorised and signed off or otherwise approved.

40.5 Directors may only be removed by a directors' resolution at a board meeting or annual general meeting.

41. Delegation of directors' powers

- 41.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the **Institute** (such as a chief executive officer) if applicable or any other person, as they consider appropriate.
- 41.2 The delegation must be recorded in the **Institute's** minutes.

42. Payments to directors

- 42.1 The **Institute** must reimburse a director for any out of pocket expenses.
- 42.2 Any payment made must be approved by the National Executive.
- 42.3 The **Institute** may pay premiums for insurance indemnifying directors, as allowed for by law (including the **Corporations Act**) and this constitution.

43. Execution of documents

The **Institute** may execute a document without using a common seal if the document is signed by:

- 43.1 **two directors i.e. National President/Chair of the Institute and one other director.**

Duties of directors

44. Duties of directors

The directors must comply with their duties as directors under legislation and common law, and with the duties described in governance standard 5 of the regulations made under the which are:

- 44.1 to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **Institute.**
- 44.2 to act in good faith in the best interests of the **Institute** and to further the charitable purpose(s) of the **Institute** set out in clause 5,
- 44.3 not to misuse their position as a director
- 44.4 not to misuse information they gain in their role as a director
- 44.5 to disclose any perceived or actual material conflicts of interest in the manner
- 44.6 to ensure that the financial affairs of the **Institute** are managed responsibly, and
- 44.7 not to allow the **Institute** to operate while it is insolvent.

45. Conflicts of interest

- 45.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):
- 45.2 to the other directors, or
- 45.3 if all the directors have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.

- 45.4 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- 45.5 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clause 43:
- (a) be present at the meeting while the matter is being discussed, or
 - (b) vote on the matter.
- 45.6 A director may still be present and vote if:
- (a) their interest arises because they are a member of the **Institute**, and the other members have the same interest
 - (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the **Institute**
 - (c) their interest relates to a payment by the **Institute**, or any contract relating to an indemnity that is allowed under the **Corporations Act**
 - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
 - (e) the directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the **Institute**, and
 - (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

Directors' meetings

46. When the directors meet

The directors may decide how often, where and when they meet.

47. Calling directors' meetings

47.1 A director may call a directors' meeting by giving reasonable notice to all the other directors.

47.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all the directors.

48. Chairperson for directors' meetings

48.1 The **elected chairperson** is entitled to chair directors' meetings.

48.2 The directors at a directors' meeting may choose a director to be the chairperson for that meeting if the **elected chairperson** is:

- (a) not present within 30 minutes after the starting time set for the meeting, or

- (b) resent but does not want to act as chairperson of the meeting.

49. Quorum at directors' meetings

49.1 Unless the directors determine otherwise, the quorum for a directors' meeting is a majority of directors (no less than 3 directors).

A quorum must be present for the whole directors' meeting.

50. Using technology to hold directors' meetings

50.1 The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all the directors.

50.2 The directors' agreement may be a standing (ongoing) one.

50.3 A director may only withdraw their consent within a reasonable period before the meeting.

51. Passing directors' resolutions

A directors' resolution must be passed by a majority of the votes cast by directors' present and entitled to vote on the resolution.

52. Circular resolutions of directors

52.1 The directors may pass a circular resolution without a directors' meeting being held.

52.2 A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 52.3 or clause 52.4.

52.3 Each director may sign:

- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
- (b) separate copies of that document, if the wording of the resolution is the same in each copy.

52.4 The **Institute** may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

52.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 52.3 or clause 52.4.

Secretary

53. Appointment and role of secretary

53.1 The **Institute** will appoint one secretary, called the **National Administration Director**

53.2 The secretary must be appointed by the directors (after giving the **Institute** their signed consent to act as secretary of the **Institute**) and may be removed by the directors.

53.3 The role of the secretary includes:

- (a) maintaining the minutes and other records of **annual general meetings** (including notices of meetings), directors' meetings and circular resolutions.

Minutes and records

54. Minutes and records

54.1 The **Institute** must, within one month, make and keep the following records:

- (a) minutes of proceedings and resolutions of **general meetings**
- (b) minutes of circular resolutions of members
- (c) a copy of a notice of each **annual general meeting**, and
- (d) a copy of a members' statement distributed to members.

54.2 The **Institute** must, within one month, make and keep the following records:

- (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
- (b) minutes of circular resolutions of directors.

54.3 To allow members to inspect the **Institute's** records:

- (a) the **Institute** must give a member access to the records, and
- (b) the directors may authorise a member to inspect other records of the **Institute**,

54.4 The directors must ensure that minutes of an **annual general meeting** or a directors' meeting are signed within a reasonable time after the meeting by:

- (a) the chairperson of the meeting, or
- (b) the chairperson of the next meeting.

54.5 The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a director within a reasonable time after the resolution is passed.

55. Financial and related records

55.1 The **Institute** must make and keep written financial records that:

- (a) and fair financial statements to correctly record and explain its transactions and financial position and performance, and
- (b) enable true be prepared and to be audited.

55.2 The **Institute** must also keep written records that correctly record its operations.

55.3 The **Institute** must retain its records for at least 7 years.

55.4 The directors must take reasonable steps to ensure that the **Institute's** records are kept safe.

55.5 The above records are managed by the **National Finance Director**.

Divisions

56. Appointment of committee

56.1 During the month of September each year, Divisions' elect a division committee at a Division Committee Meeting (previously known as a Division Committee of Management) for the following year.

A call for nominations for division committee members should be conducted during the month of August in division Newsletter/Facebook and/or LinkedIn page.

All committees must be finalised by 30 September 2019. The Division Committee list must be forwarded to the National Administration Director no later than **2 October** to incorporate resolutions into the AIOP National AGM Agenda.

The appointment of the Division President and committee is ratified at the **National Annual General Meeting** held in October each year.

56.2 A Division/Branch Committee shall comprise:

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

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

56.4 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.

Notice

57. What is notice

57.1 Anything written to or from the **Institute** under any clause in this constitution is written notice unless specified otherwise.

58. Notice to the Institute

Written notice or any communication under this Constitution may be given to the **Institute**, the directors or the National Administration Director by:

58.1 delivering it to the **Institute's** registered office

58.2 posting it to the **Institute's** registered office or to another address chosen by the **Institute** for notice to be provided

58.3 sending it to an email address or other electronic address notified by the **Institute** to the members as the **Institute's** email address or other electronic address.

59. Notice to members

59.1 Written notice or any communication under this constitution may be given to a member:

- (a) in person
- (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices
- (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
- (d) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).

59.2 If the Institute does not have an address for the member, the Institute is not required to give notice in person.

60. When Notice is taken to be given

A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs
- (c) sent by email, or other electronic method, is taken to be given on the business day after it is sent, and
- (d) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

61. Institute's financial year

The **Institute's** financial year is from **1 July** to **30 June** unless the directors pass a resolution to change the financial year.

Indemnity, insurance and access

62. Indemnity

62.1 The **Institute** indemnifies each officer of the **Institute** out of the assets of the **Institute**, to the relevant extent, against all losses and liabilities (including costs, expenses, and charges) incurred by that person as an officer of the **Institute**.

62.1 In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.

62.2 In this clause, 'to the relevant extent' means:

- (a) to the extent that the **Institute** is not precluded by law (including the **Corporations Act**) from doing so, and
- (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

62.3 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Institute.

63. Insurance

To the extent permitted by law (including the **Corporations Act**), and if the directors consider it appropriate, the **Institute** may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the **Institute** against any liability incurred by the person as an officer of the **Institute**.

64. Directors' access to documents

64.1 A director has a right of access to the financial records of the **Institute** at all reasonable times.

- (a) If the directors agree, the Institute must give a director or former director access to: certain documents, including documents provided for or available to the directors, and
- (b) any other documents referred to in those documents.

Winding up

65. Surplus assets not to be distributed to members

If the **Institute** is wound up, any **surplus assets** must not be distributed to a member or a former member of the **Institute**.

66. Distribution of surplus assets

66.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **Institute** is wound up must be distributed to one or more charities:

- (a) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **Institute**.

65.2 The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the Institute may apply to the Supreme Court to make this decision.