Constitution

Australian Institute of Professional Intelligence Officers Limited

ACN 692 799 134

A company limited by guarantee

Adopted: 19 May 2026

Version: V1.1

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Part 1 – Preliminary matters

1. Dictionary

(1) Unless otherwise stated, the following definitions apply in this Constitution:

ACNC means the Australian Charities and Not-for-Profits Commission.

AGM means annual general meeting.

AIPIO Handbook means the document that contains information about the Institute's governance, including the Board Charter, service charter, various policies and procedures regarding the Institute's operation, and the constitution.

ASIC means the Australian Securities and Investments Commission.

Board means the Executive Directors and Directors of the Institute.

Board Charter means the Institute's policy document contained in the AIPIO Handbook, which clearly sets out:

(a) the respective roles and responsibilities of individual Directors and the Board collectively;
(b) the authorities of the Board, including delegations and committees; and
(c) the management and control of the Institute.

Board Secretary means the Executive Director elected under rule 23, with a position and role separate from that of the Company Secretary under Part 6.

Business Day means a day that is not a Saturday, a Sunday, a public holiday, or a bank holiday.

Class of Membership means a category of membership which a person is admitted according to satisfying membership criteria under this Constitution and the AIPIO Handbook.

Code of Ethics means the document that sets out the principles of conduct expected of Members, which the Board resolves to amend from time to time.

Company Secretary means the person the Board appoints under rule 31, whose position and role are separate from that of the Board Secretary.

Corporate Membership means a Class of Membership of an organisation or corporate body in which its administrator nominates an individual person(s) to be Member(s) who are only entitled to vote at AGMs or SGMs as if they are Full Members .

Corporations Act means *Corporations Act 2001*.

Director means a person eligible under rule 20 and elected or appointed under this Constitution to the Board as an Executive Director or Director.

Director Identification Number means a 15-digit identifier that a Director or a person who intends to become a Director obtains from the Australian Business Registry Services.

Eligible Recipient means an entity that:

(a) has a purpose similar to that of the Institute; and

(b) has a governing document that:

(i) prohibits the distribution of income and property among its members to the extent, at least, as that is imposed on the Institute under this Constitution;

(ii) requires its income and property to be applied in promoting its purpose and agrees to use any distribution that the Institute provides to it to further such purposes; and

(iii) is registered as a charity with the ACNC.

Employee means a person the Institute hires to perform a service on a full-time, part-time or contract basis.

Executive Director means a Director who holds the position of President, Vice-President, Treasurer, Board Secretary or any other position that the Board resolves from time to time.

Fellow means a Class of Membership to which a person:

(a) who, in the expressed opinion of the majority of the Members present at an AGM:

(i) has a high level of professional standing;

(ii) has displayed an outstanding level of achievement in the field of Intelligence that, among other things, promotes or enhances intelligence professionalism; and

(iii) is to be awarded the designation 'Fellow';

(b) is authorised to use the post-nominal FAIPIO;

(c) has no voting rights unless the person is a Financial Member.

Financial Member means a person who has paid membership fees and has no fees in arrears.

Full Member means a Class of Membership in which a person:

(a) is a Financial Member;

(b) is entitled to vote at AGMs and SGMs of the Institute;

(c) is entitled to use the post-nominal MAIPIO;

(d) is eligible for election to the Board.

Institute means the Australian Institute of Professional Intelligence Officers Ltd (ACN 692 799 134).

Life Member means a Class of Membership in which a person:

(a) is worthy of special recognition for their efforts on behalf of the Institute over an extended period;

(b) is designated by Special Resolution after the Board nominates the person as eligible to be a Life Member;

(c) has the same rights as a Full Member such as being entitled to vote at AGMs and SGMs of the Institute and is eligible for election to the Board;

(d) is authorised to use the post-nominal of their membership level and (Life), for example, MAIPIO (Life);

(e) meets any other criterion the Board resolves to make from time to time.

Limited Member means a Class of Membership in which a person:

(a) is a Financial Member;
(b) is entitled to vote at AGMs and SGMs of the Institute;

(c) is not entitled to use the post-nominal MAIPIO;

(d) is eligible for appointment to the Board as a Director under rule 21(4).

Member means a member of the Institute.
Officer means:

(a) a Director;

(b) a Company Secretary;

(c) a person who:

(i) makes, or participates in making, decisions that affect the whole or substantial part of the business of the Institute; or

(ii) can significantly affect the Institute's financial standing; or

(iii) acts in accordance with instructions of the Board; or

(iv) is an Employee of the Institute.

Retired Member means a Class of Membership which a person who:
(a) is no longer in paid employment but wishes to continue as a Member;
(b) has the same rights as a Full Member such as being is entitled to vote at AGMs and SGMs of the Institute and is eligible for election to the Board;

(c) is authorised to use the post-nominal MAIPIO (R).

SGM means special general meeting.

Special Resolution means a resolution passed at an AGM or SGM by at least a 75% majority of the Members present and eligible to vote.

Surplus Assets mean the items of value, such as money and property, that remain after the satisfaction of debts and liabilities in the event of the institute's winding-up or dissolution.

2. Interpretation

(1) Unless otherwise defined in rule 1(1) above:

(a) a word or expression used in this Constitution has the same meaning as defined in the Corporations Act unless otherwise defined;
(b) headings in this Constitution are for convenience and do not affect the interpretation of this Constitution;

(c) words ‘including’, ‘such as’, ‘for example’ and the like are not to be interpreted to be words of limitation unless otherwise stated;

(d) 'determined by lot’ means the approach where the names of the candidates have been drawn at random;

(e) ‘resolve’ or ‘resolution’ means a written motion that is adopted at a meeting after a majority of Members eligible to vote;

(f) ‘signing’ or ‘signed’ means bearing a signature or representation of a signature affixed by mechanical means or an electronic symbol to give the effect intended;

(g) ‘written’ or ‘writing’ means any worded or numbered expression that can be read, reproduced, and later communicated and includes printed, hard copy or electronically transmitted and stored information;

(h) words in the singular include the plural and vice versa;

(i) headings are for convenience only and do not affect the interpretation of this Constitution.

3. Replaceable rules do not apply

(1) The replaceable rules contained in the Corporations Act from time to time do not apply to the Institute.

4. Amendments to the Constitution

(1) At an AGM, a Special Resolution may amend, repeal, or adopt a new constitution.

(2) The Institute must lodge the Special Resolution made under rule 4(1) with:

(a) ASIC, along with the changes to the constitution within 14 Business Days after it is passed; and

(b) the ACNC, if registered as a charity.

(3) Unless a later date is specified, the Special Resolution made under rule 4(1) takes effect on the date it is passed.

5. Name, type of company and liability

(1) The company's name is The Australian Institute of Professional Intelligence Officers Ltd (ACN 692 799 134).

(2) The Institute is a not-for-profit public company limited by guarantee, including if the Institute is established as a charity registered with the ACNC.

(3) The liability of Members is limited. Each Member guarantees to contribute up to a maximum of $1 to the assets of the Institute if it is wound up:

(a) while the Member is a Member, or within one year after they have ceased to be a Member, and

(b) at the time of winding up, the debts and liabilities of the Institute exceed its assets.

(4) The liability of each Member is limited to making such a contribution and no more.

6. Purpose of the Institute

(1) The purpose of the Institute is to:

(a) be the peak representative body of professional intelligence officers in Australia;

(b) advocate for the intelligence profession across all domains of intelligence practice;

(c) contribute to the intelligence profession by creating and sharing knowledge about the theory and practice of intelligence, thereby supporting the development of a formal body of knowledge for intelligence professionals.

(d) recognise the contribution of key stakeholders in aligned professional bodies, academe, industry, and allied professionals in advancing the profession of intelligence;

(e) advance the professionalisation of intelligence;

(f) affiliate with any bodies as the Institute deems fit;

(g) do such things as are incidental or conducive to attaining any or all of the above.

(2) Should the Institute register as a charity with the ACNC, it must consider achieving the purpose under rule 6(1).

7. Repeal and replacement of previous Constitution

(3) This Constitution, when adopted by special resolution of the members, repeals and replaces in its entirety the Constitution of the Company dated 8 September 2022.

Part 2 – Members and membership

8. Becoming a Member

(1) To become a Member, an applicant must satisfy the eligibility criteria, which include:
   (a) a person aged 18 years or older;
   (b) have a commitment to, support and understanding of the purpose of the Institute under rule 6(1);
   (c) complete and lodge a written membership application in the required format;
   (d) pay any applicable membership fees as required under rule 9;
   (e) agree to comply with the Code of Ethics;
   (f) agree to comply with this Constitution;
   (g) satisfy any other criteria the Board may resolve from time to time.

(2) If the applicant is admitted as a Member, the Institute must as soon as possible:
   (a) give the applicant notice of admission as a Member; and
   (b) enter the applicant's details in the register of Members under rule 12.

(3) If the applicant is not admitted as a Member, the Institute must inform the applicant of this decision as soon as possible. The Board may provide reasons for not accepting an applicant, but it is optional.

9. Classes of Membership

(1) The membership of the Institute consists of the following Classes of Membership:
   (a) Full Member;
   (b) Limited Member;
   (c) Life Member;
   (d) Fellow;
   (e) Retired Member;
   (f) Corporate Member.

(2) The Board may resolve to amend an existing or create a new Class of Membership from time to time.

(3) The number of Members in each Class of Membership is unlimited.

10. Membership fees

(1) A Life Member is exempt from paying membership fees.

(2) The Board may resolve to:
   (a) determine the membership fees for each Class of Membership other than for a Life Member;

(b) waive or discount the membership fees payable by any Member.

(3) The Institute may send Members a notice to:

(a) renew their membership by paying the membership fee; and/or

(b) update their details.

(4) If a Member has any membership fee or other fees in arrears, their membership may lapse.

(5) A Member whose membership has lapsed must not exercise any of the rights associated with that membership, including:

(a) the right to vote at AGMs and SGMs under rule 46; and

(b) eligibility for election to the Board under rule 23.

(6) A Member who resigns forfeits any money, including membership fees paid to the Institute.

(7) The Board may resolve to set other membership-related fees from time to time.

11. Membership not transferable

(1) Subject to rule 10(2), a person's membership of the Institute cannot be transferred to another person in any manner whatsoever unless otherwise approved by the Board.

(2) A membership seat under a Corporate Membership may be transferrable within that Corporate Membership.

12. Member's rights

(1) A Member, according to their Class of Membership, may:

(a) be given notice of any AGMs or SGM and may attend and vote in accordance with Part 8;

(b) appoint or be appointed as a proxy in accordance with rule 47;

(c) make enquiries and receive information about their membership and the governance of the Board;

(d) receive services and regular publications of the Institute as determined by the Board; and

(e) be eligible to be a Director under rule 20.

13. Register of Members

(1) A register of the details of each Member must be set up and maintained with the following information:

(a) the full name of the Member;

(b) contact information as the Board resolves from time to time;

(c) the date on which the Member's name was entered into the register;

(d) the Class of Membership of the Member;

(e) date the Member ceased to be a Member;

(f) any other information the Board resolves from time to time or as prescribed under the law.

(2) A register of Corporate Memberships must be set up and maintained with the information required as the Board resolves from time to time.

(3) The information contained in the register of Members, including Corporate Membership, may only be used for the Institute's purposes and activities.

14. Member resignation

(1) A Member may resign at any time by providing a written notice to the Institute. The resignation takes effect on the later of the following dates:

(a) the date the Board Secretary receives the notice; or

(b) date stated in the notice.

15. Ceasing to be a Member

(1) Ceasing to be a Member can occur if:

(a) the Member resigns from membership under rule 13;

(b) membership lapses under rule 9(4);

(c) the Board resolves to terminate the membership under rule 15.

Part 3 – Disciplinary matters

16. Disciplining, suspending, or terminating membership

(1) The Board may establish a committee to investigate any disciplinary matter and make recommendations to the Vice-President.

(2) Subject to rule 15(1), the Vice-President may decide to take no further action, warn, suspend, or terminate a Member's membership if it is determined that the Member has:

(a) been convicted of an indictable offence;

(b) not complied with this Constitution or the Code of Ethics; or

(c) acted in a manner that is or could be prejudicial to the reputation or interests of the Institute.

(3) If the Board resolves to suspend for a period of up to 12 months or terminate a person's membership under rule 15(1), a written notice must be given to the Member within five Business Days after the decision:

(a) outlining the grounds on which the suspension or termination is based;

(b) including an invitation to a meeting to be held between seven and 20 Business Days after the service of the notice;

(c) noting that the Member may bring a support person to that meeting, provided that any such support person is not acting as their legal representative;

(d) providing the date, time, and place of that meeting;

(e) informing the Member that the Member may do either or both of the following:

(i) attend and speak at that meeting;

(ii) submit written representations relating to the decision to the Board at or before the date of that meeting.

(f) informing the Member of their appeal rights under rule 16(1).

16. Members' appeal rights

(1) A Member may appeal the decision of the Board under rule 15 by providing a written notice to the Board Secretary within 10 Business Days of receipt of the written notice under rule 15(3).

(2) Nothing in this Constitution shall prevent the Board from resolving to immediately suspend a Member's right to participate in the Institute's activities in circumstances considered to warrant such action.

17. Appeals Panel

(1) After each AGM, the Board must appoint an Appeals Panel Chairperson from the elected Directors as soon as practicable.

(2) If no Appeals Panel Chairperson is appointed under rule 17(1), or if the Appeals Panel Chairperson vacates the position at any time, the Board may appoint another Executive Director or Director to fill the vacancy until the next AGM.

(3) If a Member lodges an appeal under rule 16(1), the Appeals Panel Chairperson shall appoint two Members to the Appeals Panel who have no actual or perceived conflict of interest with the matter being appealed.

(4) An Executive Director or Director may not simultaneously serve as the Appeals Panel Chairperson and a Member of the Appeals Panel.

(5) The number of appeals must be reported at each AGM.

18. Meeting of Appeals Panel

(1) The Appeals Panel must hold a meeting within 20 Business Days after the Board Secretary receives the notice of an appeal made under rule 16(1).

(2) At the appeal meeting:

(a) the Member must be given a full and fair opportunity to demonstrate why their membership should not be terminated or suspended;

(b) the Vice President or their delegate must demonstrate the basis of their decision;

(c) a majority vote will determine the appeal;

(d) the decision of the Appeals Panel shall be final and binding on all parties;

(e) where the Appeals Panel sets aside the Board's decision to suspend or terminate a Member's membership, the membership shall be reinstated without prejudice.

(2) A Member cannot appeal the decision of the Appeals Panel further unless new relevant information is provided to the Board Secretary.

Part 4 – Dispute resolution

19. Dispute resolution procedure

(1) The Board has established a procedure to resolve disputes between:
   (a) Members;
   (b) a Member and the Board, an Executive Director or a Director;
   (c) a Member and an Employee of the Institute;
   (d) a Member and the Institute.

(2) The procedure to resolve disputes under rule 19(1) does not apply to matters under rules 15 and 16.

Part 5 – Board

20. Becoming a Director

(1) To be eligible for election or appointment as a Director, the person must:
   (a) be at least 18-years old;
   (b) be a Member;
   (c) commit to achieve the purpose of the Institute under rule 6;
   (d) consent in writing to hold the position of Director;
   (e) not be an Employee of the Institute;
   (f) not have been:
      (i) disqualified from managing a corporation;
      (ii) convicted of an indictable offence or bankrupt;
      (iii) found by a court or tribunal in any jurisdiction to have impaired capacity;
      (iv) involved in conduct that would be regarded as discreditable to the Institute or likely to bring the Institute into disrepute;
   (g) if the Board requests, agree to a criminal history check to ensure there are no grounds for disqualification;
   (h) provide written consent to be a Director;
   (i) either have or intend to obtain a Director Identification Number within the time the Board resolves; and
   (j) meet any other criteria relating to the composition of the Board, skills, and qualifications the Board may resolve from time to time.

(2) If a person is elected or appointed as a Director, that person must ensure they maintain eligibility under rule 20(1) for the term of office.

21. Number of Directors on the Board

(1) The maximum number of Directors on the Board that may be elected under rule 23 is 11.

(2) The minimum number of elected Directors under rule 23 is four.

(3) If the number of elected Directors on the Board falls below four at any time, the remaining Director(s) may only act in an emergency to convene an SGM to elect Directors.

(4) The Board may resolve, from time to time, to appoint additional Directors to ensure that, as a collective, the Board has the skills, commitment, capacity and knowledge to enable it to discharge its duties effectively and add value to the Institute.

(5) The number of Directors appointed under rule 21(4) must always be less than the number of Directors elected under rule 23.

(6) A change in the number of Directors elected on the Board under rule 23, in accordance with rule 21(1), must be approved at an AGM.

22. Composition of the Board

(1) The Board comprises:

(a) Executive Directors elected under rule 23:

(i) President, who also acts as Chairperson;

(ii) Vice-President, who also acts as deputy Chairperson;

(iii) Treasurer;

(iv) Board Secretary;

(b) Directors elected under rule 23;

(c) Directors appointed under rule 21(4).

23. Electing Directors

(1) A person is elected to be a Director as follows:

(a) the Board Secretary calls for nominations for a Director at least 20 Business Days before the AGM at which the election is to be held;

(b) any two eligible voting Members of the Institute may nominate an eligible Member, the candidate, to serve as a Director. The nomination must be:

(i) in writing; and

(ii) indicating whether the candidate is seeking election as an Executive Director and, in that case, which Executive Director role the candidate is seeking in addition to a Director; and

(iii) signed by the candidate and the Members who nominated them; and

(iv) given to the Board Secretary at least 10 Business Days before the AGM at which the election is to be held.

(c) a list of the candidates' names, chosen in random order, with the names of the Members who nominated each candidate, must be open for inspection by Members of the Institute for at least five Business Days immediately preceding the AGM.

(d) if required by the Board, balloting lists must be prepared containing the names of the candidates in random order.

(e) each Member present and entitled to vote at the AGM may vote for one candidate for each vacant position on the Board. Any equality in voting is decided as follows:

(i) if there are two candidates and they receive an equal number of votes, the outcome is determined by lot;

(ii) if there are three or more candidates and two or more candidates receive an equal highest number of votes, a second vote is conducted between only those candidates who received the equal highest number of votes;

(iii) if, following the second vote, two or more candidates receive the same number of votes, voting is determined by lot.

(f) if there is only one candidate for a vacant Board position, the candidate is declared elected with the majority vote of the Members present.

(g) if, at the start of the AGM, there are no candidates nominated for any vacant Board position, nominations for vacant position/s may be taken from the floor of the meeting, and an election may be held in accordance with rule 23(1)(g);

(h) if no candidate is elected to a vacant Board position, a casual vacancy is filled under rule 30.

24. Term of office

(1) The term of office for Directors elected under rule 23 is three years.

(2) Directors elected under rule 23 shall remain in office for three years and are eligible, on nomination, for re-election after that.

(3) Directors appointed under rule 30(2) shall remain in office until the next AGM, at which point they are eligible for nomination and election as Directors.

(4) Each Director remains in office until their term expires, or they resign under rule 27 or are otherwise removed from office under rule 28 or the law.

(5) There is no maximum number of consecutive terms for which a Director may hold office.

(6) The Board may resolve the sequence of Directors' retirements from time to time to ensure rotational terms, whereby a maximum of one-third of the Board retires in any year.

25. Powers and duties of the Board

(1) The Board:

(a) is responsible for the good governance, management of business and financial affairs of the Institute;

(b) may exercise powers to act on behalf of the Institute;

(c) may delegate any of its powers to a person or committee according to delegations in the Board Charter;

(d) may resolve to create and/or dissolve one or more committees to support the Institute's operations.

(2) The Directors must comply with duties and powers under the Corporations Act, and if relevant, the ACNC to:

(a) exercise their powers and discharge their duties with the care and diligence that a reasonable person would exercise if they were a director of the Institute;

(b) act in good faith in the best interests of the Institute and for a proper purpose;

(c) not improperly use their position or information to gain an advantage for themselves or someone else or cause detriment to the Institute;

(d) disclose any actual, potential, or perceived conflicts of interest, including any material conflicts of interest;

(e) ensure that the financial affairs of the Institute are managed responsibly; and

(f) not allow the Institute to operate while insolvent.

(3) Within 20 Business Days of the Board's election, the Board will update the Board Charter in the AIPIO Handbook regarding the roles and responsibilities of each Director and the Board collectively and communicate it to the Members.

26. Effectiveness of acts

(1) An act done by a Director is effective even if their appointment or continuance of their appointment is invalid because the Institute or the Director did not comply with this Constitution or Corporations Act.

27. Resignation

(1) A Director or a committee member may resign at any time, including if eligibility criteria under rule 20(1) is not maintained while in office, by providing written notice of resignation to the Board Secretary.

(2) The resignation made under rule 27(1) takes effect on the later of the following dates:

(a) the date the Board Secretary received the notice; or

(b) the date stated in the notice.

28. Removal

(1) A Director may be removed from office at an AGM or SGM called under rule 42, if the majority of Members present vote to remove the Director.

(2) A Director has no right of appeal for their removal from office under rule 28(1).

29. Notice if a person becomes or ceases to be a Director

(1) The Board must, within 20 Business Days, lodge a notice with ASIC or, if relevant to the ACNC, containing the details of the person who becomes or ceases to be a Director.

30. Casual Board vacancies

(1) A casual vacancy is created if a Director:

(a) ceases to satisfy the eligibility criteria under rule 20;

(b) does not disclose in accordance with the Corporations Act the nature of any material personal interest in a matter that relates to the affairs of the Institute;

(c) is determined to have impaired capacity, such as becoming of unsound mind. The Board may require the affected Director or committee member to provide evidence of their fitness to act in their position, such as a medical report from a registered medical practitioner;

(d) fails to attend three consecutive Board meetings without an approved leave of absence.

(2) The Board may appoint an elected Director to fill a casual vacancy under rule 30(1) in the office of an Executive Director.

(3) The Board may appoint an eligible person to fill a casual vacancy under rule 30(1) in the office of Director.

(4) A person in a casual vacancy under rule 30(1) holds office until the next AGM.

Part 6 – Company Secretary

31. Appointment

(1) The Company Secretary must:

(a) be over 18-years;

(b) reside in Australia;

(c) not be disqualified from managing a corporation; and

(d) consent in writing to hold the position of Company Secretary.

(2) The Board must:

(a) appoint at least one Company Secretary for the period and on the conditions the Board determines;

(b) keep a record of the consent in 31(1).

32. Duties

(1) The duties of the Company Secretary include:

(a) lodging any annual returns and annual reports and notices required to be lodged with the appropriate regulator;

(b) any other responsibilities imposed under the law for the appropriate regulator;

(c) responsibilities delegated from the Board.

33. Effectiveness of acts

(1) An act done by a Company Secretary is effective even if their appointment or continuance of their appointment is invalid because the Institute or the Company Secretary did not comply with this Constitution or the Corporations Act.

34. Resignation

(1) The Company Secretary may resign by giving written notice to the Institute.

(2) The resignation made under rule 34(1) takes effect on the later of the following dates:

(a) the date the Board Secretary receives the notice; or

(b) the date stated in the notice.

35. Removal

(1) The Board may at any time resolve to remove the Company Secretary.

36. Notice if a person becomes or stops being a Company Secretary

(1) Within 20 Business Days, the Board must lodge with ASIC or, if relevant to the ACNC, a notice of the details of the person appointed as Company Secretary or if a person ceases to be a Company Secretary.

Part 7 – Conducting Board meetings

37. Board meetings

(1) The Board may meet for business transactions, adjourn, and otherwise regulate its meetings.

(2) A matter arising at a Board meeting is to be decided by a majority vote of the Board on the resolution. In the event of a deadlock, the motion on a matter shall be deemed lost and can be re-submitted at a future meeting.

(3) The Board may hold meetings or permit a Director to attend meetings using any technology that allows the Director to hear, be seen and participate in discussions.

38. Minutes of Board meetings

(1) The Board must ensure a record of all Board meetings is kept in accordance with the Corporations Act.

39. Quorum

(1) The quorum for a Board meeting is more than 50% of the Board.

(2) If there is no quorum within 15 minutes after the time fixed for a Board meeting:

(a) the meeting is to be adjourned for at least one day; and

(b) the Directors who are present will decide the day, time, and place of the adjourned meeting.

40. Resolutions out of Board meetings

(1) The Board may make a written resolution as if it had been passed at a Board meeting.

(2) A record of the resolution made under rule 40(1) shall be maintained.

Part 8 – Conducting Member meetings

41. Annual general meetings

(1) The Institute's AGM must be held:

(a) at least once each calendar year; and

(b) within five months after 30 June.

(2) The following business must be conducted at each AGM:

(a) receiving and adopting the Institute's financial statement and audit report for the last reportable financial year;

(b) receiving Executive Directors reports;

(c) electing Directors first and then Executive Directors from those Directors;

(d) appointing an auditor;

(e) appoint an Appeals Panel Chairperson;

(f) any other business the Board determines and/or requires under the law.

42. Calling of annual and special general meetings

(1) The Board Secretary or a Director must call:

(a) an AGM within at least 20 Business Days after a resolution of the Board or following a request from a Director;

(b) an SGM within at least 20 Business Days of receiving a written signed request that states any resolution proposed at the meeting supported by at least 5% of the Members entitled to vote; or

(c) an SGM within the required timeframe to receive a written request from a court in accordance with the Corporations Act.

(2) A meeting called under rule 42(1) must include a notice of any proposed resolutions to be considered at the AGM or SGM.

(3) A meeting called under rule 42(1)(b) must be held within two months of the Board Secretary receiving the request.

(4) If the Board Secretary or a Director does not call a meeting under rule 42(3), other Members may call and arrange to hold it so long as more than 50% of the Members who requested the meeting under rule 42(1)(b) are present at that meeting.

(5) Members who arrange to hold an SGM under rule 42(4) must call the meeting in accordance with rule 43 and hold it within three months of making the request under rule 42(1)(b).

43. Notice of annual and special general meetings

(1) The Board Secretary must give each Member at least 20 Business Days' notice of any AGM or SGM.

(2) A notice of an AGM or SGM under rule 42 must state:

(a) the date, time, and place for the meeting;

(b) if the meeting is to be held using technology, the technology that will be used to facilitate the meeting;

(c) the nature of the business to be transacted at the meeting, including any resolutions to be proposed at the meeting; and

(d) any other matters required under the law.

(3) AGMs and SGMs will not be invalid because of the non-receipt of the meeting notice.

(4) To the extent permitted by law and for as long as the Institute is registered as a charity and/or a not-for-profit company, this rule will prevail unless there is any inconsistency between the notice of AGM or SGM to Members and the Corporations Act.

44. Quorum

(1) Business may only be transacted at an AGM or SGM if a quorum exists.

(2) The quorum for an AGM or an SGM is 10 Members, including three Directors entitled to vote; the quorum must always be present during the meeting.

(3) If a quorum is not present within 15 minutes after or during the time fixed for an AGM or SGM called upon at the request of:

(a) Members under rule 42(1)(b) the meeting lapses;

(b) the Board, or a court under the Corporations Act, the meeting:

(i) is adjourned for at least five Business Days; and

(ii) the Board will determine an alternative meeting date, time, and place.

(4) The Chairperson may adjourn the meeting from time to time and from place to place with the consent of those present at an AGM or SGM at which there is a quorum.

(5) If an AGM or SGM is adjourned, a new notice of the meeting will be given under rule 43.

45. Procedure for conducting any general meetings

(1) This rule applies to any AGM or SGM, except for an SGM under rule 42(4).

(2) An eligible voting Member may participate in and vote in an AGM or SGM in person, by proxy, or using any available technology, allowing the Member to hear and participate in discussions as they happen.

(3) At each AGM or SGM:

(a) the President is to preside as Chairperson; and

(b) If there is no President or the President is not present within 15 minutes after the time fixed for the AGM or SGM or is unwilling to act, then the Vice President will act as Chairperson. If the Vice President is not present or unwilling to act, the remaining Directors present may choose another Director who is present to act as Chairperson at the AGM or SGM.

(c) the Chairperson is responsible for the general conduct of the AGM or SGM in accordance with this Constitution and adopts any procedures to ensure proper and orderly:

(i) debate for discussion;

(ii) casting and recording of votes.

46. Voting

(1) A Member with voting rights present at an AGM or SGM is entitled to one vote only for each proposed resolution.

(2) A Member is not entitled to vote at an AGM or SGM if the Member:

(a) has any membership fee or other fees in arrears;

(b) is suspended on the date of the meeting.

(3) A challenge to a Member's right to vote at an AGM or SGM:

(a) may only be made at the meeting; and

(b) must be determined by the Chairperson, whose decision is final.

(4) Each resolution, except a special resolution, will be decided by a majority vote of Members with voting rights present at an AGM or SGM.

(5) If the votes are equal, the resolution will be decided to maintain the status quo.

(6) If at least 20% of the Members present demand a secret ballot, voting must be by secret ballot.

(7) If a secret ballot is held, the Chairperson must appoint two Members to conduct it as the Chairperson decides.

(8) The result of any voting is a resolution of the meeting at which the vote was held. The number or proportion of the votes recorded in favour or against is not required.

(9) Before any vote is taken, the Chairperson must inform the meeting whether any proxy votes have been received and how they will be cast.

47. Proxies

(1) Any Member who is entitled to vote at an AGM or SGM may appoint another Member, who is also entitled to vote at AGMs or SGMs, as the Member's proxy to attend, vote and confer authority to demand or join in demanding a secret ballot on behalf of the Member at AGMs or SGMs.

(2) An instrument appointing a proxy must be:

(a) in writing; and

(b) in the form resolved by the Board; and

(c) received by the Board Secretary at least 48 hours before the start of the meeting.

(3) A vote cast by proxy will be valid unless the proxy giver revokes it and the Board Secretary is advised before the commencement of the meeting.

48. Minutes of general meetings

(1) The Board must ensure full and accurate minutes of all questions, matters, resolutions, and other proceedings of each AGM and SGM are taken and made available to Members.

(2) To ensure accuracy, the minutes of each AGM and SGM must be signed by the Chairperson of the meeting or the Chairperson of the next AGM or SGM, verifying their accuracy.

(3) If asked by a Member, the Board Secretary must, within 10 Business Days after the request is made, make the minutes for an AGM and/or SGM available for inspection by the requesting Member.

Part 9 – Financial matters

49. Financial reporting year

(1) The Institute's financial year will end on 30 June each year.

50. Financial records and audit

(1) The Board must ensure that financial records regarding the Institute's financial affairs are kept in accordance with the Corporation Act.

(2) The Institute must at all reasonable times make its financial records available in writing for inspection by the Directors, Members and any other persons authorised or permitted by or under the Corporations Act or any other law to inspect such records.

(3) The Board must, within five months after 30 June or not less than 10 Business Days before each AGM, whichever is the earlier, make available to each Member:

(a) the financial report, the Treasurer's report, and the auditor's report; or

(b) the concise report, as required under Part 2M.3 of the Corporations Act.

(4) The Board must submit:

(a) a financial statement or reporting to ASIC as required; or

(b) an annual information statement to ACNC if registered as a charity.

(5) The Board will appoint an auditor in accordance with the Corporation Act at the AGM. The auditor's duties will be regulated in accordance with the Corporations Act, and remuneration will be agreed by the Board.

51. No profit for Members or Directors and allowed reimbursement

(1) The income and assets of the Institute must be applied solely towards the promotion of the purpose under rule 6.

(2) No portion of the Institute's income and assets may be paid or transferred directly or indirectly to any Member or Director.

(3) The Board may resolve to make a payment in good faith to:

(a) remuneration of any Officer or Employee of the Institute;

(b) a Member or other person in return for services rendered to the Institute.

(c) payment of an honorarium in respect of special honorary services rendered;

(d) repayment of out-of-pocket expenses;

(e) payment of interest on money lent;

(f) payment for the sale or hire of goods or rent for premises let to the Institute.

(4) At least two Members, one of whom must be an Executive Director, must approve all expenses.

Part 10 – Indemnity and insurance

52. Indemnity of current and past Officers of the Institute

(1) To the extent that the law permits, the Institute indemnifies its current and past Officers for all losses and/or liabilities that a person incurs as an Officer of the Institute, including but not limited to liability for negligence and or legal costs.

(2) The indemnity under rule 52(1) does not cover a past or current Officer where a loss or liability arises from that person's wilful misconduct or fraud.

53. Insurance

(1) To the extent permitted by the law, the Institute may pay, directly or through an entity, a premium for an insurance contract to cover its past and current Officers against any liability that the person incurs as an Officer of the Institute, including liability for negligence and/or legal costs.

Part 11 – Winding up and loss of deductible gift recipient endorsement

54. Excess property on winding up

(1) If, upon winding up or dissolving the Institute, any Surplus Assets whatsoever remain after satisfying all its debts and liabilities, the surplus assets must be given only to one or more Eligible Recipients.

(2) An Eligible Recipient is another institution that has a purpose similar to the Institute's and which prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Institute under or by this Constitution.

(3) The decision as to which Eligible Recipient is, or which Eligible Recipients are, to be given the Surplus Assets under rule 54(2) is to be determined:

(a) by a resolution of the Members at or before the winding up or dissolution of the Institute; or

(b) if no such resolution is passed under (a), by a Court that may have or acquire jurisdiction in the matter.

55. Loss of deductible gift recipient endorsement

(1) If the Institute is endorsed as a deductible gift recipient or 'DGR' to operate one or more funds, authorities or institutions, and that endorsement is revoked, the 'Revoked DGR Entity', then the Institute must:

(a) satisfy all relevant liabilities for each Revoked DGR Entity from that Revoked DGR Entity's assets; and

(b) after the payment of all relevant liabilities under rule 55(1)(a) are satisfied, ensure the following remaining assets are distributed to one or more Eligible Recipients or the same deductible gift recipient endorsement as the Revoked DGR Entity:

(i) deductible gifts of money or property received for the principal purpose of the Revoked DGR Entity;

(ii) deductible contributions made in relation to an eligible fundraising event held to raise funds for the Revoked DGR Entity and

(iii) money the Institute received because of such deductible gifts and contributions.

(2) A resolution of the Members will determine which Eligible Recipients will receive the funds distributed in accordance with rule 54(3)(b).

Schedule 1 – Record of Amendments

1. Purpose

This Schedule records all amendments made to this Constitution from time to time in accordance with rule 4, Amendments to the Constitution.

2. Record of Amendments

Amendment No.	Date of Special Resolution	Description of Amendment	Effective Date
1	19 May 2026	Adoption of this Constitution in substitution for the Constitution dated 8 September 2022, including: ▪ Inclusion of the Australian Company Number (ACN 692 799 134); ▪ inclusion of a repeal and replacement provision; and ▪ establishment of Schedule 1 – Record of Amendments.	19 May 2026