



Australian Institute of
Project Management

Constitution

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SECTION ONE – Definitions and Interpretation

1.1 Definitions:

Where commencing with a capital letter definitions are:

Affiliate – means a Member enrolled in the Register as an “Affiliate”

Associate – means a Member enrolled in the Register as an “Associate”

Australian Institute of Project Management – means the company limited by guarantee with the registered name of “**Australian Institute of Project Management**”

Ballot Procedures – means the Ballot Procedures of the Institute approved by the Directors

Chapter – means a Chapter of the Institute established by the Directors in accordance with section nine of this constitution

Chapter Elections – means a ballot of all Financial Members of a Chapter

Chapter Council – means a council formed in accordance with section nine to administer a Chapter

Chapter Councillor – means a Member appointed or elected to a Chapter Council in accordance with section five of this constitution

Chapter President – means a Member elected or appointed as Chapter President of a Chapter in accordance with section five of this constitution

Chief Executive Officer – means the person employed by the Institute to manage and administer the day to day operations of the Institute and perform the role of Chief Executive Officer. The Chief Executive Officer is an employee of the Institute

Code of Conduct – means the Institute’s Code of Conduct that sets out the expected conduct of the Directors between and during meetings of the Directors

Code of Professional Conduct – means the Code of Professional Conduct of the Institute adopted by the Directors through Regulation

Committee of Directors – means a committee or approved sub-committee established at the discretion of the Directors, in accordance with this constitution, to undertake functions delegated in writing to it by the Directors

Committee Authority – is the written delegated authority from the Directors to a Committee of Directors

Company – in the context of this document means the “Australian Institute of Project Management” and is interchangeable with “Institute” for the purpose of interpretation of this constitution

Corporate Member – means a corporation or government agency enrolled on the Institute’s Corporate Members list in accordance with section three of this constitution

Council of Fellows – means the “Council of Fellows” established in accordance with section eight of this constitution

Directors – means those Members of the Institute elected or appointed pursuant to this constitution to direct the affairs of the Institute and who are deemed to be Directors in accordance with the Corporations Act

Disciplinary Appeals Board – means a Board established by the Institute under its Disciplinary Regulations to provide a right of appeal to a Member to a decision by the Disciplinary Hearings Board

Disciplinary Hearings Board – means a Board established by the Institute under its Disciplinary Regulations to hear, advise and make recommendations to the Directors on the Discipline of Members

Elected Officers – means the National President, National Directors and Chapter Presidents

Elected Position – means those Members elected to an Elected Position established by section five of this constitution

Fellow – means a Member entered in the Register of the Institute as “Fellow”

Fellowship Submission – means a submission made by a Member as part of an application for the Membership Grade of Fellow

Financial Member – means a Member who is a fully paid up Member of the Institute or a Member who is in arrears but has not received a notice of arrears under section 3.18.2 of this constitution

Formal Charter – means the written delegated authority from the Directors to the Governance Committee, a Chapter or Institute Council

Full Member – means a Member entered in the register as “Full Member”

Governance Charter – means the Governance Charter of the Institute adopted by the Directors

Governance Committee – means the Governance Committee established by the Directors in accordance with section eight of this constitution

Improper Conduct – means the improper conduct of a Member as defined in the Institute’s Disciplinary Regulations

Institute – means the “Australian Institute of Project Management”

Institute Councils – means an Industry Council, Management Council, Specific Interest Council or any other Council established by the Directors pursuant to section ten of this constitution

Institute Secretary – means the Secretary for the time being of the Institute and Company Secretary in terms of the Corporations Act

Interim Elections – means a ballot conducted for a casual vacancy in accordance with section five of this constitution

Law – means Australian Corporations Legislation including the Corporations Act and any amendment, modification, or re-enactment of it for the time being in force or any subsequent corporations’ law for the time being in force

Letters of Recognition – means the abbreviated forms of certain Membership Grades the Institute may allow certain Members to use after their name

Life Fellow – means a Member entered in the Register of the Institute as “Life Fellow”

Members – means all persons admitted as Members of the Institute in accordance with this constitution and who are enrolled in the Register as Members

Member Duties – means the obligations imposed on a Member by this constitution, the Institute’s Code of Professional Conduct or any other obligation imposed by the Directors through Regulation

Member ex-officio – means a Member who has the right to receive notices of, attend and participate in meetings but not to vote at those meetings

Member Privileges – means those benefits, products and services offered with membership to the Institute that are provided at the discretion of the Directors

Member Rights – means the rights attributed to Members by this constitution

Membership Grade – means the designated grade of membership of a Member that is recorded in the Register

National Directors – means the Members elected or appointed as National Directors of the Institute in accordance with section five of this constitution

National Elections – means a ballot of all Financial Members of the Institute

National President – means the Member elected or appointed as National President of the Institute in accordance with section five of this constitution

Officer of the Institute – means a Director or Secretary of the Institute or a person defined in section 9 Pt 1.2 of the Corporations Act

Professional Development Activities – means the activities of the Institute’s professional development programme

Proxy Form – means the proxy form prescribed by the Directors from time to time or if not prescribed a proxy form in a common or usual form

Qualification Requirements – means the qualifications requirements established by this constitution for a Membership Grade

Register – means the Register of Members containing such information and maintained in such manner, as determined by the Directors from time to time so as to ensure good conduct of the Institute's affairs

Registered Address – means the contact address given to the Institute by a Member as the address to be recorded in the Register

Region – means a geographic region determined by the Directors

Regulations – means the Regulations established by the Directors in accordance with section seven of this constitution

Returning Officer – means a person appointed by the Directors to administer the elections of the Institute and whose responsibilities include the despatching, receiving, opening, counting and declaring of a ballot

Serious Misconduct – means the serious misconduct of a Member as defined in the Institute's Disciplinary Regulations

Standing Orders – means the rules adopted by the Directors to govern the procedure of meetings of Directors or general meetings of the Institute

1.2 Presumption of Interpretation

Unless the context otherwise requires:

- (a) The singular includes the plural and vice versa;
- (b) Words importing gender include every other gender; and
- (c) Reference to a person includes that person's successors and legal personal representatives.

1.3 References to Corporations Act

Unless the context otherwise requires, a reference to:

- (a) The Corporations Act includes any regulation or instrument made under it and where amended, re-enacted or replaced means that amended, re-enacted or replacement legislation; and
- (b) A section of the Corporations Act includes any corresponding section for the time being in force.

1.4 Application of Corporations Act

Except so far as the contrary intention appears in this constitution, an expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.

1.5 General

1.5.1 Where a word or phrase is given a defined meaning, any other part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.

1.5.2 Headings do not affect the interpretation of this constitution.

1.5.3 A Member is to be taken to be present at a general meeting if the Member is present in person or by proxy.

1.5.4 A reference in a section 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.

1.5.5 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.

1.5.6 Any doubt arising as to the application or meaning of any section of this constitution shall be decided by a vote of a general meeting, whose decision shall be final and conclusive.

SECTION TWO – Nature of Company

2.1 Objects

The objects of the Institute shall be to progress, promote, protect, review, publicise and advance the profession, science, art, education and technology of project management and all associated matters and to undertake and pursue all such other similar, related or compatible objects, including the advancement of the professional interests of its Members generally, both in Australia and internationally, as may from time to time be considered appropriate by the Directors.

2.2 Ancillary Objects

In carrying out the objects stated in this rule the Institute shall, to the extent determined by the Directors to be practical and desirable:

- (a) Develop and promote the profession and its inter-disciplinary nature and its Members both internationally and as Members of the Institute, and to establish, promote and develop professional recognition, relationships, exchange of knowledge and experience, with other professions, other occupations and the community generally;
- (b) Develop and promote the accreditation of Members and the recognition of courses for the profession of project management and for the general public;
- (c) Promote a high standard of professional conduct of Members of the Institute and for that purpose exercise professional supervision and disciplinary powers over them;
- (d) Develop and promote the use by Members Letters of Recognition of the Institute to represent the standard of professional conduct of Members and the exercise of professional supervision by the Institute over Members of the Institute;
- (e) Prepare and publish, or superintend the publication of journals, books, pamphlets and papers and information, utilising any and various means of communication;
- (f) Provide courses of education, conferences, seminars and work shops for Members of the Institute, persons, corporations and government agencies interested in the profession of project management and for the general public;
- (g) Prescribe, develop, acquire, promote, protect, publish and undertake the professional ethics, education discipline and recognition of Members of the profession in the Institute's own right or in association with professional and educational bodies of any nature;
- (h) Promote the study of and research into the practise of project management;
- (i) Hold and arrange for examinations, establish scholarships, grant prizes and by other means promote and advance the study of matters relevant to the objects of the Institute;
- (j) Hold or arrange competitions and provide or contribute towards the provisions of prizes, awards and distinctions to advance the profession of project management;

- (k) Establish and maintain libraries, collections of documents, papers and other effects relevant to the profession of project management; and
- (l) To make donations for patriotic or charitable purposes.

2.3 Exercise of Powers

The Institute may, in any manner permitted by Law exercise any power, take any action engage in any conduct or procedure, which under the Law a company limited by guarantee may exercise, take or engage in if authorised by its constitution.

2.4 Application of Income and Property

2.4.1 The income and property of the Institute shall be applied solely towards the promotion of the objects of the Institute. The Institute shall not declare or pay any dividend or otherwise divide, give or transfer any of its property or income to Members.

2.4.2 This section does not prevent the payment of fees or remuneration to any officers of or consultants to the Institute or to any Member for services rendered to the Institute, payment of interest for money borrowed, rent for leased premises or goods supplied to it provided that a Director shall not be paid any fees for his or her ordinary services as a Director.

2.4.3 Nothing in this section prevents the Institute from making advances to or reimbursing Directors for expenses properly incurred by the Directors in connection with the affairs of the Institute, including but not limited to a Director's travel and out-of-pocket expenses in connection with attendance at meetings of Directors, Committees or Members of the Institute or in respect of special services performed for or at the request of the Institute not being the ordinary services of a Director.

2.4.4 Any payments to a Director in accordance with section 2.4.3 shall be approved by the other Directors.

2.5 Limited Liability

The liability of the Members is limited.

2.6 Guarantee

Every Member of the Institute undertakes to contribute to the property of the Institute in the event of the Institute being wound up while they are a Member, or within one year after cessation of membership and will contribute to the payment of the debts and liabilities of the Institute and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required but not exceeding fifty dollars (\$50.00).

SECTION THREE – Membership

3.1 Members

The Members of the Institute shall be all Members and Associated Persons on the Institute's Roll as at the adoption of this constitution and all persons whose names are enrolled in the Register of the Institute by designation of the Directors or Members in general meeting.

3.2 Membership Grades

A person may be designated in the Register with a Membership Grade of:

- (a) Life Fellow;
- (b) Fellow;
- (c) Full Member;
- (d) Associate;
- (e) Student; or
- (f) Affiliate.

3.3 Qualification for Membership Grades

3.3.1 The Directors or Members in general meeting may designate a Membership Grade to a person when that person has complied with the Qualification Requirements prescribed by this constitution.

3.3.2 The Directors through Regulation may require a Member to undertake Professional Development Activities relevant to the practice of project management for a Member to maintain a Membership Grade.

3.4 Qualification Requirements – Life Fellow

3.4.1 A Fellow may be designated a Life Fellow by resolution of Members at general meeting upon nomination of the Directors.

3.4.2 A Fellow may be nominated by the Directors if the Fellow in the opinion of the Directors:

- (a) Has rendered exceptional and conspicuous service to the Institute and project management profession;
- (b) Is eminent and is a distinguished person in the project management profession; and
- (c) Made an important contribution to the profession of project management or materially advanced the profession of project management.

3.4.3 On acceptance of nomination by the nominee the Directors will put forward a resolution at the next Annual General Meeting of the Institute proposing the designation of the nominee as a Life Fellow.

3.5 Qualification Requirements – Fellow

3.5.1 From time to time the Directors may invite a Member to prepare a Fellowship Submission with the intention of conferring on that Member the grade of Fellow.

3.5.2 The Directors may resolve that a person be designated in the Register as a Fellow if that person has produced evidence to the satisfaction of the Directors to show that he/she has rendered exceptional service to the Institute and is prominent in the profession of project management.

3.5.3 To demonstrate that a person has rendered exceptional service to the Institute and is prominent in the profession of project management the Fellowship Submission must show:

- (a) The number of years the person has been a Member of the Institute. This period is expected to be not less than ten years unless exceptional circumstances exist and the Directors agree with the lesser period; and
- (b) The number of years the person has been employed in positions of full responsibility as a project manager or where the person has been involved in the advancement of the project management profession. This period is expected to be not less than ten years unless exceptional circumstances exist and the Directors agree with the lesser period, and/or
- (c) The level of participation in the Institute, including but not limited to the participation in committees and councils of the Institute; and
- (d) The level of service to, and participation in, the Institute; and
- (e) The contribution made to the advancement of the profession; and
- (f) The educational or professional qualifications held.

3.6 Qualification Requirements – Honorary Fellow

3.6.1 The Directors may resolve that a person, who is not a member of the Institute, be designated in the Register as an Honorary Fellow if that person has, in the opinion of the Directors, rendered conspicuous and meritorious service to the profession of project management, or is eminent in the field of project management, or is a distinguished person whom the Directors would like to honour as having rendered meritorious service to the community:

3.6.2 Honorary Fellows:

- (a) shall not be required to pay any joining fees or annual membership fees;
- (b) shall not be entitled to voting rights or to hold office within the Institute
- (c) shall be given notice of and may attend any general meeting of the Institute;
- (d) may serve on Institute Councils or Committees
- (e) shall receive all regular publications of the Institute as determined from time to time by the Directors;
- (f) may use the post-nominal Hon FAIPM

3.7 Qualification Requirements – Full Member

The Directors may designate a person in the Register as a Full Member if that person has produced evidence that shows to the satisfaction of the Directors that that person:

- (a) Has the demonstrated skills, knowledge and competency to perform in the role of project manager;
- (b) Is an established and competent project management professional; and
- (c) Has been a competent project management professional for a period of time prescribed by the Directors to be eligible to be a Full Member of the Institute; or
- (d) Has any other experience for the prescribed period of time sufficient, in the opinion of the Directors, to qualify that person as a Full Member of the Institute.

3.8 Qualification Requirements – Associate

The Directors may designate a person in the Register as being of the grade of Associate if that person has produced evidence that shows to the satisfaction of the Directors that that person:

- (a) Is working toward becoming a competent project management professional for a period of time prescribed by the Directors to be eligible to be an Associate of the Institute; or
- (b) Has any other experience relating to the profession of project management or a related discipline for the prescribed period of time sufficient, in the opinion of the Directors, to qualify that person as an Associate of the Institute.

3.9 Qualification Requirements – Student Member

The Directors may designate a person in the Register as a Student Member if that person has produced evidence to the satisfaction of the Directors that at the time of application for enrolment the person is:

- (a) A *bona fide* student in a course leading to a qualification approved by the Institute; or
- (b) Is a full time or part time student who is not engaged in employment other than on a part time basis; and

- (c) Has an active interest in project management sufficient in the opinion of the Directors to qualify that person as a Student Member of the Institute.

3.10 Qualification Requirements – Affiliate

3.10.1 An Affiliate is a person who joins the Institute to access limited privileges pursuant to policies adopted by the Directors.

3.10.2 The Directors may designate a person in the Register as being an Affiliate if that person has produced evidence that shows to the satisfaction of the Directors that that person:

- (a) Has an interest or is involved in project management sufficient, in the opinion of the Directors, to qualify that person as an Affiliate of the Institute; and
- (b) Has met any other requirements that may be imposed from time to time by the Directors through Regulation.

3.10.3 The Directors may develop sub-grades of membership for the Membership Grade of Affiliate and Affiliates may be identified in the Register by this sub-grade in addition to their designation as an Affiliate.

3.11 Description of Members

3.11.1 Financial Members of the Institute may describe themselves by their designated Membership Grade.

3.11.2 Life Fellows, Fellows, Full Members and Associates shall be entitled to the use of the abbreviated forms of their Membership Grade as Letters of Recognition after their name. The abbreviated forms that may be used by these Members as Letters of Recognition shall be:

- Life Fellow (LFAIPM);**
- Fellow (FAIPM);**
- Member (MAIPM); or**
- Associate (AAIPM).**

3.12 Proposals for Enrolment and Designation

3.12.1 Proposals for admission to membership or for the transfer from one Membership Grade to another shall be made on forms prescribed by the Directors.

3.12.2 Each proposal for membership shall contain a statement that if the applicant is accepted as a Member the applicant agrees to be bound by this constitution, any rules or Regulations imposed by the Directors and the Institute's Code of Professional Conduct.

3.12.3 Every proposal shall contain such information and must be accompanied by such payments as may be prescribed by the Directors.

3.12.4 The Directors are not under any obligation to accept a proposal or disclose the reason for not accepting a proposal or deferring acceptance of a proposal even if the proposal is in the prescribed form.

3.12.5 The Directors may cause to be held examinations for the purpose of testing, where necessary, the qualifications of candidates for enrolment or designation.

3.13 Admission to Membership or Designation

3.13.1 A person shall be accepted as a Member of the Institute when the person's name is entered into the Register with the appropriate Membership Grade and where possible, Chapter designation.

3.13.2 The person shall be entered in the Register by the Chief Executive Officer as soon as practicable after the person has been designated a Member in accordance with this constitution and on payment of any fees and subscriptions prescribed as payable by the Directors on the enrolment of that person in the Register.

3.13.3 When a Member's Membership Grade is changed in accordance with this constitution the Institute shall recognise the new Membership Grade when the new Membership Grade for that Member is recorded in the Register.

3.13.4 The Member's new Membership Grade shall be recorded in the Register by the Chief Executive Officer as soon as practical after the designation of the new Membership Grade and the payment of any fees and subscriptions prescribed as payable on the designation of Membership Grade.

3.13.5 If the payment of any fee has not been made within two months after the date of notification of acceptance as a Member or designation of Membership Grade the proposal shall become void.

3.14 Certificate of Membership

3.14.1 Upon admission to membership or upon change of Membership Grade a Member shall be issued with a membership certificate.

3.14.2 Membership certificates shall be executed by two Directors as delegated by the Directors or under a membership seal prepared for the purpose under the signatures of two Directors.

3.14.3 Membership certificates shall specify the:

- (a) Full name of the Member;
- (b) Membership Grade;
- (c) Date of issue; and
- (d) Serial number of certificate.

3.14.4 All certificates shall remain at all times the property of the Institute and shall be returned to the Institute upon demand or when the Member ceases to be a Member of the Institute.

3.15 Duties of Members

3.15.1 Every person admitted as a Member shall be deemed to have entered into an agreement with the Institute to abide by and be bound by this constitution, any Regulations made in accordance with this constitution and the Institutes Code of Professional Conduct.

3.15.2 Every Member shall make every endeavour to further the objects, interests and influence of the Institute to the best of their ability.

3.15.3 Every Member agrees to pay all sums payable under section 3.17 of this section and any other such sum prescribed by the Directors as payable by a Member.

3.15.4 All communications, correspondence, reports, minutes and other papers and documents, including the reports of any review panels or boards relative to the admission, advancement of membership, suspension or de-registration of Members shall be privileged and confidential.

3.16 Rights of Members

3.16.1 The rights of membership shall be personal and shall not be transferable or transmittable by any act or by operation of law and all rights and privileges shall cease immediately upon the removal of a Member's name from the Register.

3.16.2 Membership rights shall be common to all Members except as otherwise stated in this constitution.

3.16.3 Without limiting any other rights conferred on Members, a Financial Member with the exception of Affiliates and Student Members shall have the right to:

- (a) Vote in any election in accordance with this constitution;
- (b) Be nominated and elected to any Elected Position within the Institute;
- (c) Be given notice of, attend and vote at any general meeting of the Institute;
- (d) Appoint and be appointed as a proxy in accordance with this constitution;
- (e) Be given all notices issued to Members generally;
- (f) Receive all services and regular publications of the Institute as determined from time to time by the Directors; and
- (g) Such privileges as may be determined from time to time by the Directors.

3.16.4 Student Members and Affiliates shall not have or be entitled to exercise any voting rights and shall not be a candidate for, nor hold an Elected Position within the Institute.

3.16.5 Without limiting any other rights conferred on Student Members and Affiliates by the Institute, Student Members and Affiliates who are Financial Members shall have the right to:

- (a) Be given notice of and attend any general meeting of the Institute, but not the right to vote;
- (b) Be given all notices that are issued to Members generally;
- (c) Receive services and regular publications of the Institute as determined from time to time by the Directors; and
- (d) Such privileges as may be determined from time to time by the Directors.

3.16.6 If a Member is not a Financial Member of the Institute the Member shall not be entitled to any Member rights or privileges until the Institute has received all monies due and payable by that Member.

3.17 Corporate Members

3.17.1 The Institute may from time to time develop an association with a corporation or government agency and offer limited privileges pursuant to policies of the Directors if it is considered to be in the interest of the Institute or project management profession.

3.17.2 The Directors may establish a Corporate Member register for associated corporations and government agencies and define those associated corporations or government agencies as Corporate Members.

3.17.3 The Directors may in addition to offering certain privileges for association may at their discretion offer a reduction in membership fee to employees of Corporate Members if:

- (a) The Corporate Member pays for a minimum number of membership fees prescribed by the Directors on behalf of its employees; or

- (b) In the opinion of the Directors it is the best interests of the Institute to offer reduced membership fees to employees of the Corporate Member.

3.18 Membership Fees

3.18.1 The Directors shall prescribe the membership fees and any other fees or charges payable by a member or any other person for admission to membership, change in Membership Grade, and any other service provided or cost incurred by the Institute.

3.18.2 The Directors shall determine the membership fees payable for each Membership Grade including any Affiliate sub-grade and any Member enrolled through Corporate Members. The Directors may charge overseas Members an extra fee to cover postage and other communication expenses.

3.18.3 The Directors may from time to time allow a reduction of membership fees in recognition of a Member's:

- (a) Length of membership with the Institute;
- (b) Retirement;
- (c) Membership with other learned societies;
- (d) Substantial gifts or endowments to the Institute; or
- (e) In the opinion of the Directors it is in the best interests of the Institute or project management profession.

3.18.4 The Directors may determine at their discretion the due date a membership fee is payable by a Member and may allow a Member to pay the membership fee by instalment.

3.18.5 Life Fellows shall not be required to pay annual membership fees.

3.19 Arrears and Removal from the Register

3.19.1 If a membership fee or any other fee payable by a Member has not been paid by the due date and remains unpaid for a period of 90 days it shall be deemed to be in arrears.

3.19.2 As soon as practicable after the fees are in arrears the Chief Executive Officer shall give notice to the Member on a form prescribed by the Directors stating that the fees are in arrears and if the fees remain in arrears for a further period of 30 business days the name of that Member may be removed from the Register without requirement for further notice.

3.19.3 When a Member has received a notice of arrears in accordance with section 3.18.2 that Member shall not be entitled to any of the rights, benefits or privileges of membership and will not be a Financial Member of the Institute until all the fees are paid.

3.19.4 The removal from the Register of a Member does not exempt the Member from the obligation to pay the outstanding fees or any other debts owed to the Institute.

3.19.5 The Directors may, on such conditions as it determines, reinstate the name of any person removed from the Register in accordance with section 3.18.2.

3.20 Termination of Membership

Subject to this constitution a membership will terminate if a Member:

- (a) Dies;
- (b) Becomes bankrupt or applies to take advantage of any law relating to bankruptcy or insolvency;
- (c) Becomes of unsound mind; or
- (d) Delivers to the Institute a written notice of resignation of an existing membership.

3.21 Removal of Membership or Membership Grade

3.21.1 The Directors may by resolution remove a Member from the Register of the Institute when that Member:

- (a) Is found to have falsely represented to the Institute his or her qualifications upon admission or advancement of Membership Grade;
- (b) Refuses or neglects to comply with the provisions of this constitution or any applicable rules or Regulations of the Institute and the Institutes Code of Professional Conduct;
- (c) Engages in conduct which in the opinion of the Directors is unbecoming of a Member or prejudicial to the interests of the Institute or the profession of project management;
or
- (d) Fails to pay any debt due to the Institute after notice pursuant to section 3.18.

3.21.2 The Directors may by resolution remove a Member from the Register upon recommendation of the Disciplinary Hearing Board or, if the matter is under appeal, the Disciplinary Appeal Board that the Member be de-registered.

3.21.3 The Directors may by resolution change or remove a Member's designated Membership Grade where that Member fails to undertake Professional Development Activities that have been prescribed for that Membership Grade by the Directors pursuant to section 3.3.2 of this constitution.

3.21.4 A decision of the Directors to remove a Member from the Register is not effective unless:

- (a) The Institute Secretary has given the Member concerned notice of the resolution to be considered by the Directors and a copy of any business papers circulated to the

Directors regarding the resolution not less than 14 days prior to the date of the meeting;

- (b) If the business papers do not contain particulars of any allegations supporting the resolution that is to be considered, a statement setting out those allegations must be given to the Member;
- (c) The Member has been invited and permitted to attend that part of the meeting of the Directors at which the resolution is considered and permitted to make written or oral submissions to the meeting;
- (d) The Member is given an opportunity to respond to any matters raised in the meeting;
- (e) The Directors may ask the Member to leave the meeting during its deliberations once submissions from all interested parties are complete; and
- (f) Notice of the decision of the Directors is given promptly to the Member.

3.20.5 The Directors may de-register a Member without notice of the resolution if:

- (a) The Disciplinary Hearings Board or if the matter is under appeal, the Disciplinary Appeals Board, has found a Member guilty of Serious Misconduct and has advised the Directors to de-register the Member; or
- (b) The Member is to be removed pursuant to section 3.20.1 (d).

3.22 Refund of Membership Fees

Termination of membership or de-registration does not entitle a Member to any refund of all or part of any membership fee.

3.23 Cessation of Membership

3.23.1 Any Member who ceases to be a Member of the Institute for any reason shall forfeit all rights and privileges of membership and all claims for participation in and use of the assets (including intellectual property) and funds of the Institute or any part of them but shall remain subject to the provisions of section 2.6.

3.23.2 The person who is removed from Membership shall have his or her name removed from the Register and shall return his or her certificate or certificates of membership to the Institute.

3.24 Register

3.24.1 The Chief Executive Officer shall on behalf of the Directors and in compliance with the Law keep a Register of all Members which shall record as a minimum:

- (a) Full name of Member;
- (b) Current address and contact details including telephone and email address;
- (c) Membership Grade;
- (d) Date of admission to Membership;

- (e) Chapter to which Member belongs;
- (f) Any accreditations or certifications awarded by the Institute; and
- (g) Such other information as Directors may prescribe from time to time.

3.24.2 The address given by the Member on application or the last address given by a Member to the Institute shall be deemed the Registered Address of the Member for all purposes under this constitution. It shall be the Member's obligation to notify the Institute of any change of address.

SECTION FOUR - General Meetings

4.1 Annual General Meetings

4.1.1 Annual General Meetings of the Institute shall be called by the Directors and held once in each year in accordance with the requirements of the Law.

4.1.2 The Chair of an Annual General Meeting must allow a reasonable opportunity for the Members at the meeting to ask questions about or make comments on the management of the Institute.

4.1.3 If the Institute's auditor or their representative is at the meeting the Chair of the Annual General Meeting must allow a reasonable opportunity for the Members at the meeting to ask the auditor or their representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

4.2 Calling of General Meetings

4.2.1 The Directors may call and arrange to hold a general meeting whenever they think fit.

4.2.2 The Directors may change the venue for, postpone or cancel a general meeting that has been called by them.

4.2.3 The Institute Secretary must call a general meeting within 21 days after receiving a written requisition from:

- (a) National President;
- (b) Three Directors;
- (c) Members with at least 5% of the votes that may be cast at the general meeting; or
- (d) A petition of 100 Members.

4.2.4 The requisition must:

- (a) State any resolution to be proposed at the meeting;
- (b) Be signed by the Members making the request; and
- (c) Be given to the Institute.

4.2.5 A general meeting shall be held within two months of the Institute Secretary receiving a written requisition.

4.2.6 If the Directors have not decided upon a time and place for a general meeting within 21 days of receipt by the Institute Secretary of a valid requisition, those Members who issued

the requisition may determine the time and place of the meeting and the Institute Secretary shall give notice of the meeting to Members in accordance with section 4.3 of this constitution.

4.2.7 The Directors must prepare, if requested by the Members who made the requisition for a general meeting, an explanatory memorandum setting out the case for and against any resolutions sought from the meeting. The explanatory memorandum will be sent out with the notice of meeting.

4.2.8 Those Members who issued the requisition shall have the right to prepare an alternative explanatory memorandum of not more than one thousand words to be sent out with the Directors' explanatory memorandum if they are not satisfied with the explanatory memorandum prepared by the Directors.

4.3 Notice of General Meetings

4.3.1 At least 21 days notice must be given of a general meeting. Notice is to be given by the Institute in accordance with section eleven of this constitution.

4.3.2 The accidental failure to give a notice of meeting to a Member or the non-receipt of such a notice shall not invalidate the proceedings of the general meeting or invalidate any act, matter or thing done or resolution passed at the general meeting.

4.3.3 A person may waive notice of any general meeting by notice in writing to the Institute.

4.3.4 Notices must as a minimum:

- (a) Specify the date, time and place for the meeting and any technology to be used to facilitate a meeting if held in two or more places;
- (b) State the business to be conducted at the meeting;
- (c) If a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution, state the resolution and provide an explanatory memorandum;
- (d) Provide Directors' recommendations on resolutions;
- (e) Provide that the Member has a right to appoint a proxy; and
- (f) Contain any other information required to be sent in accordance with the Law.

4.3.5 Notices of meeting must be drafted in a manner that permits all Members to clearly understand the issues they are asked to understand and the accompanying resolutions must be:

- (a) Presented in a clear, concise and effective manner that permits Members to make informed decisions; and
- (b) Separate issues should not be combined into a single resolution but kept separate and presented as a single resolution for vote by Members.

4.3.6 Notices shall give clear guidance on Directors' recommendations on resolutions and Directors' recommendations on resolutions should contain adequate representations of the views of all assenting and dissenting Directors as the notice should present a balanced view on the merits of the proposal.

4.3.7 It is not necessary in the notice of an Annual General Meeting to specify any of the business required by Law to be transacted at an Annual General Meeting.

4.4 Quorum

4.4.1 The quorum for a general meeting is 30 Members eligible to vote and a quorum must be present at all times during the meeting.

4.4.2 Business must not be transacted at a general meeting unless a quorum of Members is present at the commencement of the meeting and while business is being conducted.

4.4.3 In determining whether a quorum is present:

- (a) Members attending as proxies for other Members are counted once for themselves and once for each Member they represent by proxy; and
- (b) Persons that are not Members but attending as proxies for Members are counted once for each Member they represent by proxy.

4.4.4 If a quorum is not present within 30 minutes of the time appointed for a general meeting, or a longer period allowed by the Chair, the meeting shall stand adjourned to another time and place determined by the Chair.

4.4.5 At an adjourned meeting, if a quorum is not present within 30 minutes of the time appointed for the meeting the Members present shall be a quorum provided there are 20 or more Members present.

4.5 Chair of General Meetings

4.5.1 The National President shall preside as Chair at every general meeting.

4.5.2 If a motion of no confidence in the National President as Chair is passed at the meeting the National President will vacate the Chair and the meeting will elect a new Chair from those present for the remainder of the meeting.

4.5.3 If the National President is absent after 30 minutes from the appointed time for the meeting or is unwilling to act, the Members present shall choose a Chair from those present.

4.6 Conduct of General Meetings

4.6.1 Any question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the Chair of the meeting whose decision, subject to the Law, is final.

4.6.2 Subject to section 4.6.1 general meetings shall be conducted in accordance with any Standing Orders of the Institute.

4.6.3 The Chair of a general meeting may, with the consent of any meeting, and must if directed by the meeting, adjourn the meeting to another time and place.

4.6.4 The only business that may be transacted at the adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.

4.6.5 Unless the Chair or the meeting directs otherwise, or the meeting has been adjourned for 30 days or more, any notice of the adjournment or of the business to be transacted at the adjourned meeting need not be given.

4.7 Voting Rights at General Meetings

4.7.1 At a general meeting every Member present in person or by proxy has one vote both on a show of hands and on a poll.

4.7.2 A Member who is entitled to attend and vote at a general meeting may appoint a person to attend a general meeting as his/her proxy.

4.7.3 A proxy is entitled to a separate vote for each Member represented in addition to any vote the person may have as a Member.

4.7.4 Only Financial Members who are entitled to vote under this constitution and who are not subject to any disciplinary action may vote.

4.7.5 An objection to the qualification of a person to vote at a general meeting:

- (a) Must be raised before or at the meeting at which the vote objected to is given or tendered; and
- (b) Must be referred to the Chair of the meeting who must rule on the objection before a vote is taken and whose decision is final.

4.8 Decisions at General Meetings

4.8.1 Except in the case of any resolution where the Law requires a special resolution, any resolution proposed at general meetings shall be decided by a majority of votes cast by the Members present and voting in person or by proxy. Any such decision is for all purposes a decision of Members.

4.8.2 A resolution put to the vote at a general meeting must be decided on a show of hands of Members unless a poll is demanded.

4.8.3 Before a vote is taken the Chair must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.

4.8.4 Unless there is a demand for a poll the Chair shall declare the result provided the declared result reflects the show of hands and the votes of proxies received.

4.8.5 The declaration by the Chair of a general meeting that a resolution has on a show of hands been carried or carried unanimously or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Institute has been made is conclusive evidence of the result.

4.8.6 If there is an equality of votes, whether on a show of hands or on a poll, the Chair has a casting vote in addition to the Chair's deliberative vote as a Member.

4.8.7 Neither the Chair nor the minutes need to state the number or proportion of the votes recorded in favour for or against the resolution.

4.9 Demand for Poll

4.9.1 A poll may be demanded by the Chair or by at least 5 Members present or by proxy entitled to vote on any resolution.

4.9.2 A poll may be demanded:

- (a) Before a vote is taken;
- (b) Before the voting results on a show of hands are declared; or
- (c) Immediately after the voting results on a show of hands are declared.

4.9.3 If a poll is demanded it will be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair of the meeting directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded.

4.9.4 A poll demanded at a general meeting on the election of a Chair of the meeting or on a question of adjournment must be taken immediately.

4.9.5 A demand for a poll does not prevent the continuance of a general meeting for the transaction of any business other than the question on which the poll has been demanded.

4.9.6 The demand for a poll may be withdrawn.

4.10 Appointment of Proxy

4.10.1 An appointment of a proxy is valid if it is in the Proxy Form prescribed by the Directors and signed by the Member or Member's attorney under power of attorney making the appointment and received by the Institute at least 72 hours before the meeting.

4.10.2 The Institute is deemed to have received the proxy when the Proxy Form is received at the Institute's registered office by facsimile, electronic mail, post or delivery.

4.10.3 If a meeting is adjourned the appointment of proxy, even though it may refer to the meeting adjourned, is still valid and will confer authority on the proxy to attend and vote at the re-scheduled meeting.

4.11 Authority of Proxy

4.11.1 A proxy appointed to attend and vote for a Member has the same rights as the Member but must only vote to the extent allowed by the appointment.

4.11.2 The Proxy Form may direct the manner in which the proxy is to vote in respect of a particular resolution and, where the Proxy Form so provides, the proxy is not entitled to vote on the proposed resolution except as directed in the Proxy Form.

4.11.3 Where the Chair is appointed as proxy for a Member and the appointment specifies the way the proxy is to vote on a particular resolution the Chair must vote as required by Law.

4.11.4 Even though a Proxy Form may refer to specific resolutions and may direct the proxy how to vote on resolutions, the proxy may:

- (a) Vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put, or any similar motion;
- (b) Vote on any procedural motion, including any motion to elect the Chair, to vacate the Chair or to adjourn the meeting; and
- (c) To act generally at the meeting.

4.12 Revocation of Proxy

4.12.1 The revocation of a proxy or the authority under which the proxy was executed for a meeting must be in writing and delivered to the Institute at least 48 hours prior to the meeting.

4.12.2 A vote given in accordance with the terms of a proxy will be valid, despite the revocation of the proxy or of the authority under which the proxy was executed, if the notice of revocation was received by the Institute within forty eight hours of the meeting.

4.12.3 The appointment of a proxy is not revoked or suspended by the person who has made the appointment attending and taking part in the general meeting but if that person votes on a resolution the proxy is not entitled to vote and must not vote on that resolution.

4.13 Right of Auditor

The Institute's appointed auditor is entitled to receive notices of meetings, attend and be heard at any general meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor except if the auditor is retiring at the meeting or the meeting passes a resolution to remove the auditor from office.

SECTION FIVE – Elections

5.1 Elections

5.1.1 The Elected Positions within the Institute are:

- (a) National President
- (b) Three National Directors
- (c) Chapter President of each Chapter; and
- (d) Chapter Councillors of each Chapter Council.

5.1.2 Every election shall be conducted by ballot. National Elections shall be held for the election of National President and National Directors. Chapter Elections shall be held for the election of the Chapter President and Chapter Councillors of every Chapter. An Interim Election may be held to elect a Member to a casual vacancy.

5.1.3 National Elections shall be conducted in alternate years to Chapter Elections. An Interim Election shall be conducted in accordance with section 5.10.

5.1.4 For Chapter Elections the ballot shall be restricted to the Members of the Chapter for which the ballot is being conducted.

5.1.5 At the relevant Annual General Meeting the following candidates for the Elected Positions shall be declared elected:

- (a) The highest polling candidate for the position of National President;
- (b) The three highest polling candidates for the position of National Director;
- (c) The highest polling candidate for the position of Chapter President of each Chapter; and
- (d) The highest polling candidates for the position of Chapter Councillor of each Chapter up to the vacancies available for each Chapter Council.

5.1.6 Where a candidate has been voted into an Elected Position and declines the position before being declared elected at the relevant Annual General Meeting, the election and appointment shall take place at the Annual General Meeting in accordance with Section 5.9.

5.1.7 The voting process must be completed before the Annual General Meeting so that all votes are counted and candidates declared elected at the Annual General Meeting.

5.2 Administration of Elections

5.2.1 Every election shall be administered by the Chief Executive Officer, or a Returning Officer appointed by the Directors, in accordance with this constitution and any Ballot Procedures of the Institute.

5.2.2 The Governance Committee shall establish the Ballot Procedures of the Institute and when they have been approved by the Directors shall be the procedures that govern the conduct of Ballots in addition to any requirements of this constitution.

5.2.3 Ballot Procedures shall include but are not limited to:

- (a) Procedures on what policy statements, relevant curriculum material and other such material that can be issued to voters and how this material is to be disseminated by or on behalf of candidates by the Institute;
- (b) Procedures for what personal contact, if any, can be made by candidates to voters;
- (c) Setting out of matters and time frames which are necessary or desirable for the efficient conduct of ballots in the interests of the Institution; and
- (d) The format for nomination forms and voting papers, and the voting process provided the format and voting process meets the requirements of this constitution.

5.3 Nominations

5.3.1 Candidates for election must be nominated by a Financial Member of the Institute.

5.3.2 For National Elections a candidate may be nominated for the position of National President as well as National Director. For Chapter Elections a candidate may be nominated for the position of Chapter President as well as a position on the Chapter Council.

5.3.3 At least 60 days prior to the relevant Annual General Meeting or at a date specified in the Ballot Procedures the Chief Executive Officer shall call for nominations from all Members of the Institute eligible to vote for the Elected Positions.

5.3.4 The call shall state:

- (a) The closing date for nominations and the nomination process;
- (b) That nominations must be made in writing on the nomination form approved by the Directors or specified in the Ballot Procedures; and
- (c) Nominations received after a certain date and time will be invalid.

5.3.5 The nomination form must include:

- (a) A signed statement the candidate will comply with the relevant Ballot Procedures and will withdraw from the election if the Governance Committee has determined a breach of Ballot Procedures has occurred by that candidate;
- (b) The signed acceptance by the candidate to the nomination; and
- (c) If the position nominated is for an Elected Officer, a signed consent will be required from the candidate to act as a Director of the Institute if elected.

5.3.6 Nominations shall close at least 40 days prior to the relevant Annual General Meeting or at a date specified in the Ballot Procedures.

5.4 Appointment of Nominees

5.4.1 Where only one valid nomination is received for the position of National President that person shall be appointed to the position at the relevant Annual General Meeting.

5.4.2 Where three or less valid nominations are received for the National Director positions, those persons shall be appointed as National Directors at the relevant Annual General Meeting.

5.4.3 Where only one nomination is received for the position of Chapter President of a Chapter, that person shall be appointed to the position at the relevant Annual General Meeting.

5.4.4 Where valid nominations are received that are less than the number of positions available for the Chapter Council of a Chapter, those persons shall be appointed as Chapter Councillors at the relevant Annual General Meeting.

5.5 Election by Ballot

5.5.1 Where more than one valid nomination is received for the position of National President and when there are more valid nominations received than positions available for National Director, the Chief Executive Officer shall, not less than 40 days prior to the relevant Annual General Meeting or at a date specified in the Ballot Procedures forward to every Member entitled to vote a ballot paper for the election of candidates at the National Elections.

5.5.2 When more than one valid nomination is received for a Chapter President of a Chapter and when there are more valid nominations received than positions available for a Chapter Council, the Chief Executive Officer shall, not less than 40 days prior to the relevant Annual General Meeting, or at a date specified in the Ballot Procedures forward to every Member entitled to vote a ballot paper for the election of candidates at the Chapter Elections.

5.6 Ballot Paper

5.6.1 Votes are to be cast using the ballot paper approved by the Directors or in a format established by the Ballot Procedures and shall include as a minimum:

- (a) Names of the nominees and their respective nominated positions;
- (b) Directions for voting;
- (c) Profile of each candidate; and
- (d) Return date.

5.6.2 The ballot paper may be delivered to Members as an electronic version and be part of an overall electronic voting process and voting may take place through an electronic voting system approved by the Directors or as established in the Ballot Procedures.

5.6.3 The electronic voting system will include all information that is included in the ballot paper and any other such information required by this constitution.

5.6.4 The Chief Executive Officer will accept ballot papers returned by mail, facsimile or by email even though an electronic voting system may be prescribed.

5.7 Closing Date for Voting

The closing date for the receipt of returned votes shall be no later than 4.00pm (Eastern Australia time) on the twentieth day prior to the relevant Annual General Meeting or at a date specified in the Ballot Procedures and the closing date shall be stated on the ballot paper.

5.8 Vote Counting

5.8.1 No vote shall be counted before the close of voting and where a ballot paper is sealed shall not be opened until the close of voting.

5.8.2 Prior to the issue of ballot papers the Chief Executive Officer shall appoint a panel of at least two Members who shall not be Directors, Chapter Councillors or candidates to be scrutineers during the counting of votes.

5.8.3 The vote counting shall be counted in the presence of the scrutineers.

5.8.4 Votes from any Member who was not a Financial Member at the time the voting is counted shall not be counted.

5.8.5 Any votes from a Financial Member who, in the opinion of the scrutineers, has failed to observe the requirements on the ballot paper shall be invalid.

5.8.6 The Chief Executive Officer shall prepare a report to be signed by the scrutineers which shall include the number of invalid votes. The report shall be delivered to the Directors prior to the relevant Annual General Meeting and if approved shall be conclusive.

5.8.7 Where two candidates vying for the same position receive the same number of votes, the Member to fill the final position shall be determined by lot conducted by the scrutineers.

5.9 Election at General Meeting

5.9.1 Where no valid nomination is received for the position of National President the nomination and election shall take place at the relevant Annual General Meeting.

5.9.2 If there are less than three valid nominations received for the positions of National Director the nomination and election for all or the remaining positions shall take place at the relevant Annual General Meeting.

5.9.3 Where no valid nomination is received for the position of Chapter President of a Chapter the nomination and election shall take place at the relevant Annual General Meeting.

5.9.4 If there are less valid nominations received for the positions on a Chapter Council of a Chapter, the nomination and election for all or the remaining positions shall take place at the relevant Annual General Meeting.

5.9.5 The process for nomination and election of candidates at the Annual General Meeting shall be as specified in the Ballot Procedures.

5.9.6 If there are vacancies remaining after the Annual General Meeting, the Directors may at their discretion appoint Members to those vacancies.

5.10 Interim Elections

5.10.1 Where there is a casual vacancy for an Elected Position and there is at least six months remaining in that position the Directors may instruct the Chief Executive Officer to hold an Interim Election.

5.10.2 An Interim Election shall be conducted as specified in the Ballot Procedures.

5.10.3 The person elected to a casual vacancy shall hold office for the period of time remaining in that position.

5.10.4 If a casual vacancy is for a Chapter position the ballot shall be restricted to the Chapter where the casual vacancy exists.

5.10.5 If an Interim Election is not held, the Directors may at their discretion leave the position vacant or appoint a Member to fill the position for the remainder of the term.

SECTION SIX – Officers of the Institute

6.1 Elected Officers of the Institute

The Elected Officers of the Institute are:

- (a) The National President;
- (b) The National Directors; and
- (c) The Chapter Presidents.

6.2 National President

6.2.1 The person elected to the office of National President must not be an executive officer of the Institute and must be either:

- (a) A Fellow of the Institute;
- (b) Has been a Member of the Institute for at least five years and a Chapter Councillor for at least one year;
- (c) Has been a Member of the Institute for at least three years and a Director of the Institute for at least one year; or
- (d) Has been nominated for election by the Directors.

6.2.2 The duties of the National President shall be to represent the Institute, endeavour to seek and uphold the objects of the Institute, and fulfil the roles and responsibilities defined in the Governance Charter.

6.3 National Directors

6.3.1 There shall be a maximum number of three National Directors of the Institute.

6.3.2 The roles and responsibilities of the National Directors will be those defined in the Governance Charter.

6.4 Chapter Presidents

6.4.1 A Chapter President shall be elected or appointed for every Chapter established by the Directors.

6.4.2 Chapter Presidents shall represent their respective Chapters and shall endeavour to seek and uphold the objects of the Institute through their respective Chapters, and fulfil the roles and responsibilities defined in the Governance Charter.

6.5 Term in Office

6.5.1 Elected Officers shall be elected to office for a maximum period of two years and shall hold office from close of business of the general meeting in which they were elected until the appointment of the incoming Elected Officers at the second Annual General Meeting after their appointment.

6.5.2 No Member shall be elected to the same office for more than two consecutive terms.

6.5.3 No Member shall be elected as an Elected Officer for more than four terms in aggregate.

6.6 Cessation of Office

The term of office for an Elected Officer shall cease on:

- (a) The appointment of the incoming Elected Officers;
- (b) Notice of retirement from the office being given to the Institute;
- (c) The Elected Officer ceasing to be a Director or Member of the Institute for any reason; or
- (d) Removal from office by an ordinary resolution of Members.

6.7 Executive Officers

The Directors may employ executive officers to manage the affairs of the Institute on such terms and on such conditions as determined by the Directors.

6.8 Chief Executive Officer

6.8.1 The Directors may appoint a person to the office of Chief Executive Officer on such terms and conditions as determined by the Directors.

6.8.2 The Chief Executive Officer shall have such responsibilities as are determined by the Directors and include but not limited to the responsibilities outlined in the Governance Charter.

6.9 Institute Secretary

6.9.1 Subject to the Law, the Institute Secretary shall be appointed by the Directors for such term and upon such conditions as the Directors think fit and any Institute Secretary so appointed may be removed by the Directors at any time.

6.9.2 The Directors may appoint a Director as the Institute Secretary. If the Institute Secretary is not a Director and is appointed as a Director that person appointed does not thereby cease to be Institute Secretary.

6.10 General Conditions for Executive Officers

6.10.1 Executive officers are not required to be a Member of the Institute to qualify for appointment.

6.10.2 An executive officer must act in accordance with this constitution and the Institute's Governance Charter.

6.10.3 An act done by a person acting as an executive officer is not invalidated by reason only of a defect in the person's appointment as an executive officer or the person being disqualified to be an executive officer, if that circumstance was not known by the person when the act was done.

SECTION SEVEN – Directors

7.1 Directors of the Institute

7.1.1 The Elected Officers of the Institute, being the National President, National Directors and Chapter Presidents shall be Directors of the Institute for the period of time they hold Elected Office.

7.1.2 The Directors may at their discretion and for a maximum period of twelve months appoint by resolution the Institute Secretary as a Director of the Institute.

7.1.3 The Directors may appoint by resolution a Director to fill a vacancy pursuant to section 5.9.6 or section 5.10.5 of this constitution.

7.2 Members Ex- officio

7.2.1 The Chief Executive Officer and the Institute Secretary, when the Institute Secretary is not a Director, shall be Members ex-officio at all meetings of Directors.

7.2.2 Members ex-officio have the right to receive notices of, attend and participate in meetings of the Directors, but not to vote at meetings of Directors.

7.3 Chair of Directors

7.3.1 The National President shall take the Chair at all meetings of Directors. If the National President has not arrived at any meeting within 30 minutes after the time appointed for holding the meeting, or he/she is unwilling to act as Chair, the Directors who are present at the meeting shall elect a Director to be Chair of the meeting.

7.3.2 Where the National President has declared an interest in accordance with section 7.13 at a meeting of Directors the National President shall vacate the Chair and the Directors shall elect a new Chair for that meeting.

7.3.3 Where the Directors pass a motion of no confidence in the National President to preside as Chair in a meeting of Directors the National President shall vacate the Chair and the Directors shall elect a new Chair for the remainder of that meeting.

7.4 Powers and Duties of Directors

7.4.1 The Directors are responsible for managing the business of the Institute.

7.4.2 The Directors may exercise all powers of the Institute and on behalf of the Institute do all the acts that may be done and exercise all the powers that may be exercised by the Institute which are not required by the Law or this constitution to be exercised by the Institute in general meeting.

7.4.3 The Directors may engage the services of any person as an employee or contractor on such terms as the Directors think fit.

7.4.4 The Directors must determine generally how negotiable instruments are signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by or on behalf of the Institute and may revise or change that determination from time to time.

7.4.5 The Directors shall promote to their best endeavours good corporate governance within the Institute and will ensure that the Institute has at all times a properly constituted Governance Charter and Governance Committee.

7.5 Power to Delegate

7.5.1 The Directors may delegate any of their powers (other than the power to delegate) to any person or body they see fit to hold such powers for such period and upon such conditions as they think fit.

7.5.2 Any exercise of the delegated power of the Directors shall comply with any conditions or limitations imposed by the Directors.

7.5.3 The Directors may revoke any delegation of their powers by resolution.

7.6 Convening Meetings of Directors

7.6.1 At least 48 hours notice of a meeting of Directors must be given to each Director and member ex-officio specifying the place, time and date of the meeting and the general nature of items to be discussed.

7.6.2 Shorter notice may be given if at least seventy five percent of Directors agree or if the National President considers that the business of the meeting is urgent.

7.6.3 The Institute Secretary must convene a meeting of Directors on the requisition of:

- (a) The National President; or
- (b) Any two Directors; or
- (c) The Chief Executive Officer.

7.7 Proceedings at Meetings

7.7.1 Directors may meet together for the transaction of business and adjourn and otherwise regulate their meetings as they think fit.

7.7.2 The Directors shall meet together at least three times each year.

7.7.3 Directors are to be regarded as present together when in communication by telephone or other means of audio or audio-visual communication when each of the Directors participating in the communication is able to hear each of the other participating Directors.

7.7.4 A meeting may only be held in this manner where all Directors attending the meeting have access to the communication facilities to be used for the meeting.

7.7.5 The Directors may act notwithstanding any vacancy in the office of a Director.

7.7.6 All meetings shall be conducted in accordance with any Standing Orders of the Institute and in accordance with any provisions regarding the conduct of meetings in the Governance Charter.

7.7.7 All meetings shall have minutes recorded in accordance with the Law and section twelve of this Constitution.

7.8 Quorum

7.8.1 The quorum necessary for the transaction of the business of Directors is five.

7.8.2 No business may be transacted at a meeting of Directors unless a quorum of Directors is present at the time the business is dealt with.

7.8.3 If the number of Directors in office at any one time is not sufficient to constitute a quorum at a meeting of Directors the remaining Directors may appoint Directors to the Institute by resolution even though the meeting where the appointment is made will not constitute a quorum.

7.9 Decisions of Directors

7.9.1 A meeting of Directors at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Directors under this constitution.

7.9.2 Questions arising at a meeting of Directors shall be decided by a majority of votes cast by the Directors present and entitled to vote on the resolution and any such decision is for all purposes a decision of the Directors.

7.9.3 The Chair of the meeting has a casting vote in addition to a deliberative vote where there is an equality of votes.

7.10 Written Resolutions

7.10.1 A written resolution signed or approved by electronic mail by the majority of the Directors is taken to be a decision of the Directors passed at a meeting of Directors duly convened and held as long as any procedures outlined in the Institute's Governance Charter for resolutions passed outside of meetings of Directors are complied with.

7.10.2 The written resolution may consist of:

- (a) Several documents in like form, each signed by one or more Director and, if so signed, takes effect on the last date on which a Director signs one of the documents; or
- (b) The printed record of several electronic mail messages each indicating the identity of the sender, the text of the resolution and the sender's agreement to the resolution, and such a resolution takes effect on the date on which the last Director sends such a message.

7.11 Defects in Appointment or Qualification of a Director

All acts done in good faith by a meeting of Directors or of a Committee of Directors, or by any person acting as a Director of the Institute will be valid and effective notwithstanding that it is afterwards discovered that there was some defect in the appointment of that person or that the person was disqualified from acting for any reason.

7.12 Alternate Directors

7.12.1 The Directors may appoint a Member as an alternate Director for a Director to whom leave of absence has been granted for all or part of the period of the leave of absence.

7.12.2 An alternate Director shall have all the rights and duties of a Director for the duration of his or her appointment.

7.12.3 The Directors may revoke the appointment of an alternate Director at any time by resolution without notice.

7.13 Directors Interests

7.13.1 A Director who is in any way interested in a contract or proposed contract with the Institute or a related body corporate of the Institute must declare to the Institute and give notice to the Directors the nature of the Director's interest in a manner prescribed in the Institute's Governance Charter in addition to the requirements under this constitution or the Law.

7.13.2 The declaration and notice of an interest by a Director must be recorded in the minutes of the meeting where the declaration of notice is made.

7.13.3 If a Director is interested in a contract or proposed contract with the Institute or a related body corporate of the Institute and declares the nature of the interest as required by this constitution:

- (a) The Director is not disqualified by holding office as a Director from contracting or entering into any arrangement with the Institute whether as vendor, purchaser or otherwise;
- (b) A contract or arrangement entered into by or on behalf of the Institute in which the Director has in any way, whether directly or indirectly, a material interest, is not liable to be avoided and the Director is not liable to account to the Institute for a profit realized from that contract or arrangement by reason of the Director holding office; and
- (c) A body corporate in which a Director has an interest may act in a professional capacity for the Institute. The body corporate of the Director shall be entitled to remuneration for professional services provided to the Institute as if the Director was not a Director of the body corporate.

7.13.4 Nothing in this section authorises a Director or a body corporate in which the Director is interested to act as auditor of the Institute.

7.14 Participation by Interested Director

7.14.1 A Director may not vote on or be present during consideration by the Directors of any matter in which the Director has, directly or indirectly, a material personal interest. If a Director votes in contravention of this section that Director's vote is not counted.

7.14.2 A Director, who is not entitled to vote or to be present during the consideration of a matter, may not be counted in any quorum required for a meeting of the Directors.

7.14.3 The prohibitions in sections 7.14.1 and 7.14.2 do not apply if:

- (a) The Directors have resolved and specified in the resolution that they are satisfied the Director's interest in the matter should not disqualify the Director from considering or voting on the matter; or
- (b) The interest which the Director has in the matter arises by reason only that the Director is a Member and has an interest in the matter in common with the other Members.

7.15 Cessation of Office

In addition to the circumstances prescribed by the Law the office of a Director becomes vacant if the Director:

- (a) Becomes of unsound mind or otherwise in custody under any law;
- (b) Becomes insolvent under administration;
- (c) Resigns their office by notice in writing to the Institute;
- (d) Becomes prohibited from being a Director by reason of an order made under any law;
- (e) Is directly or indirectly interested in any contract or proposed contract with the Institute and fails to declare the nature and benefit of that interest as required by the Law and this constitution;
- (f) Ceases to be a Member of the Institute;
- (g) Becomes an employee of the Institute or related body corporate;
- (h) Has been found guilty by the Disciplinary Hearings Board or if appealed, by the Disciplinary Appeals Board for Serious Misconduct and the remaining Directors believe it is in the best interests of the Institute for the Office to become vacant; or
- (i) Removed by resolution of Members.

7.16 Committee of Directors

7.16.1 The Directors may delegate any of their powers by way of Committee Authority to a committee or committees consisting of such Directors and other persons who are Members of the Institute as they think fit and may authorise the committee to sub-delegate the exercise of such powers as the Directors specify, provided that at least one Director is a Member of any Committee of Directors.

7.16.2 A Committee of Directors to which any powers have been delegated in terms of section 7.16.1 must exercise the powers delegated, including any power of sub-delegation in accordance with any directions of the Directors.

7.16.3 The Chief Executive Officer and National President will be members ex-officio of every Committee of Directors.

7.16.4 The provisions of this constitution applying to meetings and resolutions of Directors apply, so far as they can and with such changes as are necessary, to meetings and resolutions of a Committee of Directors.

7.16.5 Subject to any contrary direction of the Directors a Committee of Directors may:

- (a) Appoint their own Chair; and
- (b) Invite any person to attend or participate in a meeting as long as that person does not vote.

7.16.6 The Directors by resolution may, at their discretion and without notice, disband a committee or remove a committee member whenever they deem necessary.

7.17 Delegation to Individual Directors

7.17.1 The Directors may delegate any of their powers to one Director by written authority.

7.17.2 A Director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Directors.

7.18 Regulations

7.18.1 The Directors may by resolution make, and from time to time amend or repeal Regulations:

- (a) For the good conduct of the affairs of the Institute;
- (b) For the professional guidance of Members;
- (c) For the conduct of Members in their professional activities in relation to the Institute; or
- (d) As required by this constitution.

7.18.2 No Regulation shall be inconsistent with or shall affect or repeal anything contained in this constitution and any Regulation may be set aside by a resolution at a general meeting of the Institute.

7.18.3 All such Regulations shall remain proposed until they meet the requirements of section 7.19.

7.18.4 After meeting the requirements of section 7.19 they shall be binding upon all Members of the Institute so long as they shall be in force.

7.19 Notification of Proposed Regulations

7.19.1 All Members are to be given notice of any proposed Regulations or amendments by the Directors.

7.19.2 Notice pursuant to section 7.19.1 means, at a minimum, the publication of the proposed Regulations or amendments on the Institute's website.

7.19.3 If there are no written objections by Members within 21 days of notification the Regulations will become binding upon all Members of the Institute.

7.19.4 If there are written objections from Members to the proposed Regulations, the proposed Regulations and their objections will be referred to the Governance Committee who shall prepare a report and advise the Directors if it considers the Regulations to be reasonable.

7.19.5 After receiving the report and if the report does not consider the Regulations as being reasonable, the Directors may introduce the Regulations but only until the next general meeting where a resolution must be introduced by the Directors for Members to approve, reject or amend the introduced Regulations.

7.20 Availability of Regulations

All Regulations of the Institute are to be available to Members on the Institute's website and will be held in hard copy at the National Office of the Institute where they will be available for all Members to view and obtain copies.

SECTION EIGHT – Governance

8.1 Governance Committee

A Governance Committee shall be established by the Directors and shall be responsible for preparing reports for the Directors on developing, implementing and monitoring a system that will achieve “best practise” corporate governance within the Institute and any other responsibility established by this constitution or the Institute’s Governance Charter.

8.2 Governance Committee Charter

The Governance Committee shall be given the delegated authority of the Directors by way of Formal Charter to undertake its roles and responsibilities.

8.3 Membership – Governance Committee

8.3.1 The Governance Committee shall comprise of at least three Members appointed by the Directors. However, the Directors shall have regard to any guidelines established in the Institute’s Governance Charter for appointing Members to the Governance Committee.

8.3.2 No more than one of the members of the Governance Committee shall be a Director and that member shall be substantially independent of any issue(s) under review unless the Governance Committee request other Directors are appointed to the committee.

8.3.3 The National President and Chief Executive Officer shall not be appointed as Members of the Governance Committee but the Chief Executive Officer shall be a member ex – officio and the Chief Executive Officer shall receive a copy of all minutes of all meetings and any tabled documents within a reasonable time after a meeting of the Governance Committee.

8.3.4 The Directors at their discretion and without notice may remove any or all members of the Governance Committee.

8.4 Chair – Governance Committee

8.4.1 Subject to any contrary direction by the Directors the Governance Committee may appoint their own Chair.

8.4.2 The Governance Committee Chair shall report to the Directors on request or on completion of a report.

8.5 Meetings – Governance Committee

8.5.1 The Chair shall convene meetings of the Governance Committee and must convene a meeting on the requisition of:

- (a) The Directors;
- (b) National President;
- (c) Any two Governance Committee members; or
- (d) The Chief Executive Officer.

8.5.2 At least 48 hours notice of a meeting must be given to each Member and member ex officio specifying the place, time and date of the meeting and the general nature of items to be discussed.

8.5.3 The provisions of this constitution applying to the conduct of Directors meetings apply, so far as they can, to meetings of the Governance Committee in addition to any direction by the Directors.

8.5.4 The Governance Committee may invite any person to attend or participate in a meeting as long as that person does not vote.

8.5.5 The Directors shall receive a copy of all minutes of all meetings and any tabled documents within a reasonable time after a meeting of the Governance Committee.

8.5.6 The quorum necessary for the transaction of the business of the meeting is three.

8.6 Access to Records and Resources – Governance Committee

The Governance Committee shall be authorised by the Directors to obtain all necessary records and obtain such resources it needs from the Institute to fulfil its delegated responsibilities. This will include direct access to employees and advisors to the Institute.

8.7 Access to Independent Advice – Governance Committee

Subject to approval of a budget by the Directors, the Governance Committee shall have the right to obtain independent professional advice to fulfil its responsibilities.

8.8 Council of Fellows

The Council of Fellows shall be established by the Directors as an advisor to the Institute and undertake any other such responsibilities established by this constitution or by written delegation of the Directors.

8.9 Membership – Council of Fellows

8.9.1 The Directors shall appoint a minimum of five and a maximum of seven Life Fellows or Fellows to the Council of Fellows.

8.9.2 The Directors at their discretion and without notice may remove any or all members of the Council of Fellows.

8.9.3 The Chief Executive Officer and National President shall be members ex-officio and shall receive a copy of all minutes of all meetings and any tabled documents within a reasonable time after a meeting of the Council of Fellows.

8.10 Chair – Council of Fellows

8.10.1 The Chair of the Council of Fellows shall be appointed by the members of the Council and shall remain Chair at the discretion of the Council.

8.10.2 Where possible a suitably qualified Life Fellow shall be appointed to the Chair in preference to a Fellow.

8.10.3 The Council of Fellows Chair shall report to Directors on request or on completion of a report.

8.11 Meetings – Council of Fellows

8.11.1 The Chair shall convene meetings of the Council of Fellows and must convene a meeting on the requisition of:

- (a) The Directors;
- (b) National President;
- (c) Any two Council of Fellows members; or
- (d) The Chief Executive Officer.

8.11.2 At least 48 hours notice of a meeting must be given to each Member and member ex officio specifying the place, time and date of the meeting and the general nature of items to be discussed.

8.11.3 The provisions of this constitution applying to the conduct of Directors meetings apply, so far as they can, to meetings of the Council of Fellows in addition to any direction by the Directors.

8.11.4 The Council of Fellows may invite any person to attend or participate in a meeting as long as that person does not vote.

8.11.5 The quorum necessary for the transaction of the business of the meeting is three.

8.12 Governance Charter

8.12.1 The Directors shall implement a Governance Charter for the purpose of good governance in the Institute.

8.12.2 The Governance Charter shall be the statement of governance policies for the Institute and incorporate “best practise” corporate governance principles the Directors believe relevant and beneficial to the Institute.

8.12.3 The Governance Charter shall as a minimum include guidelines for:

- (a) The Governance Committee;
- (b) Disclosure of conflicts of interest;
- (c) Code of Conduct for Directors;
- (d) Conduct of meetings; and
- (e) Reporting of Governance matters to Members.

8.13 Code of Professional Conduct

The Directors shall implement and maintain through Regulation a Code of Professional Conduct of Members.

8.14 Disciplinary Regulations

8.14.1 The Directors shall implement and maintain through Regulation procedures for the investigation of complaints of Improper Conduct or Serious Misconduct against Members.

8.14.2 The Disciplinary Regulations shall include but not be limited to:

- (a) The establishment and membership of the Institute’s Disciplinary Hearings Board and Appeals Board
- (b) The conduct and assessment of prima facie complaints against a Member
- (c) The right of Appeal by a Member.

SECTION NINE – Chapters

9.1 Formation of Chapters

9.1.1 The Directors shall have the power to form Chapters in any Region within Australia or in an international Region.

9.1.2 The purpose in forming a Chapter is to:

- (a) Promote the objects of the Institute in Regions and provide geographical representation of the Institute for Members;
- (b) Support, develop and promote the activities of the Institute amongst Members within a Region; and
- (c) Present the views of the Members of a Chapter to the Institute.

9.1.2 Chapters operate at the sole discretion of the Directors and in accordance with this constitution.

9.1.3 Chapters in existence at the date of adoption of this constitution shall continue to operate at the discretion of the Directors and in accordance with this constitution.

9.1.4 The Directors by resolution may, at their discretion and without notice, disband a Chapter whenever they deem necessary for the interests of the Institute and the Members of that Chapter shall belong to the National Office until a new Chapter, if any, is established for that Region.

9.2 Formation of Chapter Branches

9.2.1 On request from a Chapter the Directors may form Chapter branches within a Chapter to assist the Chapter with promoting the objectives of the Institute and to support, develop and promote the activities of the Institute amongst Members at a community level.

9.2.2 Chapter branches operate at the discretion of the Directors and in accordance with this constitution.

9.2.3 The affairs of Chapter branches shall be responsibility of the Chapter Council where the Chapter branch has been formed.

9.2.4 The Directors may, at their discretion disband a Chapter branch after consultation with the relevant Chapter.

9.2.5 A Chapter branch cannot operate without being attached to a Chapter and a Chapter, with the consent of the Directors, may disband a Chapter branch.

9.3 Chapter Charter

Chapters will be given the delegated authority of the Directors by way of Formal Charter to:

- (a) Represent the Members of the Institute for a Region;
- (b) Represent the purposes and interests of the Institute in a Region;
- (c) Assist the Directors in meeting the objects of the Institute generally;
- (d) Subscribe to any corporate strategy that may be developed by the Directors; and
- (e) Implement any business plan relevant to the operation of Chapters as directed by the Chief Executive Officer; and
- (f) Any other such role as determined by the Directors from time to time.

9.4 Membership

9.4.1 Members shall belong to the Chapter formed in the Region where they reside or conduct their business unless determined otherwise by the Directors.

9.4.2 Where there is no Chapter or a Member resides outside of Australia and there is no Chapter for the international Region, the Member shall be attached to the National Office of the Institute.

9.4.3 If Members change their place of residence or business to another Region their membership shall be transferred, at the discretion of the Directors, to the Chapter of that Region. If no Chapter exists they shall be attached to the National Office.

9.4.4 A Member may not belong to more than one Chapter unless it is a Chapter branch or the Directors through Regulation develop a policy of allowing Members to belong to Chapters in other Regions.

9.5 Chapter Council

9.5.1 The affairs of each Chapter shall be administered by a Chapter Council under the direction of the Directors and in conformity with the delegated authority granted to it by the Chapter Charter.

9.5.2 A Chapter Council shall comprise the Chapter President and, unless the Directors determine otherwise, not less than four Chapter Councillors elected in accordance with section five of this constitution.

9.5.3 The Chief Executive Officer and National President shall be members ex officio of every Chapter Council and shall receive a copy of all minutes of all Chapter Council meetings and any tabled documents within a reasonable time after a meeting of the Chapter Council.

9.5.4 Chapter Councillors hold office at the discretion of the Directors and may be removed by resolution of Directors at any time without notice or explanation.

9.5.5 Chapter Councillors shall hold office for a maximum period of two years from the close of business of the general meeting or Directors meeting in which they were appointed until the close of business of the second annual general meeting after the appointment.

9.6 Chapter President

9.7.1 The Chapter President shall take the Chair at all meetings of the Chapter Council and shall be the public representative of the Chapter when required by the Directors.

9.7.2 The Chapter President shall be responsible to and be the sole person to present the views of their Chapter to the Institute.

9.7 Chapter Meetings

9.8.1 The Chapter President will convene meetings of the Chapter Council and must convene a meeting on the requisition of:

- (a) The Directors;
- (b) National President;
- (c) Any two Chapter Councillors; or
- (d) The Chief Executive Officer.

9.8.2 At least 48 hours notice of a meeting must be given to each Member and member ex officio specifying the place, time and date of the meeting and the general nature of items to be discussed.

9.8.3 The provisions of this constitution applying to the conduct of Directors meetings apply, so far as they can, to meetings of Chapter Councils in addition to any direction by the Directors.

9.8.4 The Chapter Council may invite any person to attend or participate in a meeting as long as that person does not vote.

9.8.5 The quorum necessary for the transaction of the business of the meeting is three.

SECTION TEN – Institute Councils

10.1 Formation of Institute Councils

10.1.1 The Directors may form at their discretion Institute Councils and may delegate any of their powers to them for the purpose of:

- (a) Industry representation (Industry Councils);
- (b) Promoting special interest in various aspects of project management (Special Interest Councils);
- (c) Participation in the management of the Institute (Management Councils); and
- (d) Any other purpose the Directors believe will be in the best interests of the Institute.

10.1.2 Institute Councils shall operate at the discretion of the Directors and in accordance with this constitution.

10.1.3 The Directors by resolution may, at their discretion and without notice, disband an Institute Council.

10.2 Institute Council Charter

Institute Councils shall be given the delegated authority of the Directors by way of Formal Charter to undertake functions and make decisions in accordance with the delegation granted to them.

10.3 Membership

Institute Councils shall comprise Members of the Institute and where relevant any persons interested in participating in the purposes of Institute Councils and the Directors believe their participation will be in the best interests of the Institute.

10.4 Management Committees

10.4.1 Every Institute Council shall have a management committee that shall consist of a Chair and a minimum of three Financial Members of the Institute.

10.4.2 The appointment of Members to the management committee shall be made by the Directors in consultation with the Chief Executive Officer.

10.4.3 Committee members hold office at the discretion of the Directors who may remove a committee member without requirement of notice or reason for removal.

10.4.4 Management committees shall operate under the management of the Chief Executive Officer and in conformity with the delegated authority granted to them by the Directors.

10.4.5 The Chief Executive Officer and National President shall be members ex officio of every management committee and will receive a copy of all minutes of committee meetings and any tabled documents within a reasonable time after a meeting of the committee.

10.5 Chair

10.5.1 Subject to a contrary direction by the Directors, Institute Councils shall appoint their own Chair to management committees.

10.5.2 To ensure Institute Councils operate effectively the Chair of each management committee, in addition to being Chair, shall:

- (a) Ensure the Institute Council operates within its delegated authority; and
- (b) Report to the Directors on the performance of the Institute Council when required.

10.6 Meetings

10.6.1 The Chair will convene meetings of a management committee and must convene a meeting on the requisition of:

- (a) The Directors;
- (b) National President;
- (c) Any two committee members; or
- (d) The Chief Executive Officer.

10.6.2 At least 48 hours notice of a meeting must be given to each committee member and member ex officio specifying the place, time and date of the meeting and the general nature of items to be discussed.

10.6.3 The provisions of this constitution applying to the conduct of Directors meetings apply, so far as they can, to meetings of the management committee in addition to any direction by the Directors.

10.6.4 The Management Committee may invite any person to attend or participate in a meeting as long as that person does not vote.

10.6.5 The quorum necessary for the transaction of the business of the meeting is three.

SECTION ELEVEN – Notices, Minutes and Records

11.1 Notices

11.1.1 A notice may be served upon a Member either personally or by sending it by post or by electronic mail to the Member's Registered Address.

11.1.2 Where a notice is properly addressed, pre-paid and posted to a Member as a letter the notice shall, unless the contrary is proven, be deemed to have been delivered on the day of dispatch.

11.1.3 Where a notice is sent by electronic mail, such notice will be taken to have been delivered when it has been sent to the Member's email address shown in the Register.

11.2 Notice for General Meetings

11.2.1 Notice of every general meeting shall be delivered in the manner prescribed in section 11.1 to:

- (a) Every Member except those Members for whom the Institute has no address for the giving of notices to them; and
- (b) The auditor or auditors for the time being of the Institute.

11.2.2 No other person shall be entitled to receive notices of general meetings.

11.3 Proof of Giving Notices

A certificate signed by a Director or Institute Secretary to the effect that a notice has been given in accordance with this constitution is conclusive evidence of that fact.

11.4 Minutes

11.4.1 The Directors must ensure minutes of proceedings and resolutions of general meetings and meetings of Directors (including all Committees of Directors) are recorded in books kept for that purpose, within one month after the relevant meeting is held.

11.4.2 The Directors must ensure that minutes of resolutions passed by the Directors without a meeting are recorded in books kept for the purpose within one month after the resolution is passed.

11.4.3 The minutes of a meeting must be signed within a reasonable time by the Chair of the meeting or by the Chair of the next meeting.

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

11.5 Right of Inspection of Records

11.5.1 The Directors must ensure the minute books for general meetings are open for inspection by Members free of charge.

11.5.2 A Member who is not a Director does not have the right to inspect any books, records or documents of the Institute except as provided by Law or as determined by the Directors in their absolute discretion.

11.5.3 A Director 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.

11.5.4 A person who has ceased to be a Director may inspect the books of the Institute in accordance with the Law and this right continues for such period as the Law provides.

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

11.5.6 A person who is 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 Directors.

11.6 Custody of Records

11.6.1 Unless otherwise provided in this constitution the Institute Secretary shall keep in custody or under control all books, documents and securities of the Institute.

11.6.2 The Institute Secretary shall retain all Proxy Forms for a period of one month after the date of the meeting. After that date the Institute Secretary may destroy them.

SECTION TWELVE – General

12.1 Audited Accounts

12.1.1 At least once each year the accounts of the Institute shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

12.1.2 The auditors shall have the right of access at all times to the books of account and all relevant documents of the Institute and may require the Directors and Officers of the Institute to provide such information and explanations necessary for the performance of their duties as auditors.

12.1.3 A copy of the audited financial statements, incorporated in the annual report shall be sent to all persons entitled to receive notice of the Annual General Meeting not less than seven days before the meeting.

12.2 Execution of Documents

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

- (a) Two Directors
- (b) Director and the Institute Secretary.

12.2.2 The Directors may resolve that the Institute adopt a common seal subject to the requirements of the Law.

12.2.3 The Directors may resolve that the Institute adopt a membership seal solely for the purpose of being affixed to membership certificates.

12.3 Indemnity and Insurance

12.3.1 To the extent permitted by the Law the Institute may indemnify out of the property of the Institute and if requested enter into a deed indemnifying on a full indemnity basis every person who is, or who has been, a Director or Officer of the Institute or any related body corporate against:

- (a) Any liability incurred by them in their capacity as Director or Officer, to a person other than the Institute or related body corporate, except where the liability relates to their own negligence, breach of duty or a lack of good faith;
- (b) Any liability for legal costs or expenses incurred by them in defending any proceedings in which judgement is given in their favour;

- (c) Any liability for legal costs or expenses incurred by them in defending any proceedings in which they are acquitted or the Court grants relief in their favour; or
- (d) Expenses incurred 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.

12.3.2 The Institute may, to the extent permitted by the Law, advance, lend or provide a benefit to a person to whom this section applies in respect of legal costs incurred by that person in defending an action for a liability incurred as an officer of the Institute, subject to the liability to repay the amount of the advance, loan or other benefit as the Law requires.

12.3.3 The indemnity is a continuing obligation and is enforceable by any person who is or was an Officer of the Institute or of a related body corporate.

12.3.4 The Institute may, to the extent permitted by the Law, insure or pay any premiums on a policy of insurance for a Director or Officer of the Institute, or related body corporate against any liability incurred by the person as an Officer of the Institute including but not limited to, a liability for negligence.

12.3.5 To the maximum extent permitted by the Law, 'liability' in this section means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind, including in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or otherwise.

12.3.6 A Director may vote in favour of a resolution that the Institute grant an indemnity, take insurance or pay the premiums on an insurance policy pursuant to this section even though the Director has a direct and material interest in the outcome of the resolution.

12.4 Submission to Jurisdiction

Each Member submits to the non-exclusive jurisdiction of the Supreme Court of New South Wales, the Federal Court of Australia and the Courts which may hear appeals from these Courts.

12.5 Prohibition and Enforceability

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

12.5.2 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.

12.6 Winding up

12.6.1 If upon the winding up or dissolution of the Institute there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the property shall not be paid to or distributed among the Financial Members of the Institute.

12.6.2 Any property remaining upon winding up shall be given or transferred to some other institution or institutions, or companies, or institutions created by the Institute, resident and controlled in Australia, having objects similar to the Objects of the Institute and the constitution of which prohibits the distribution of its or their income and property among its or their Members to at least the same extent as is imposed on the Institute.

12.6.3 Such institution or institutions are to be determined by the Financial Members of the Institute at or before the time of the dissolution and in default, of any determination by application to the Supreme Court of New South Wales.