



Australian Institute of
Project Management

CONSTITUTION 2015

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A company limited by guarantee

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Preliminary

1 Name of the company

The name of the **company** is the Australian Institute of Project Management (AIPM - the Institute).

2 Type of company

The Institute is a not-for-profit public **company** limited by guarantee.

3 Limited liability of members

The liability of members is limited to the amount of the guarantee in Clause 4.

4 The guarantee

Each member must contribute an amount not more than \$50 (the guarantee) to the property of the **company** if the **company** is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

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

5 Definitions

In this constitution, words and phrases have the meaning set out in clauses 80, 81 and 82.

Objects

6 Principal Object

The principle object of the **company** is to drive professional practice throughout the Project Management Value Chain as a key enabler of sustainable economic and social outcomes for the national benefit.

7 Secondary Objects

- a) To promote, develop and monitor competence in the practice of project management by individuals and organisations.
- b) To inculcate the highest standards of ethics and professional conduct among members.
- c) To lead the integrated research agenda for the evolution of all aspects of the Project Management Value Chain.
- d) To develop, maintain and provide input to competency standards in Project Management.
- e) To assure the alignment and accreditation of all curricula to Project Management industry standards and practices.
- f) To promote the formulation of effective policies on project management and related matters.
- g) To extend the knowledge and understanding of Project Management in the community.

8 Powers

Subject to Clause 9, the **company** has the following powers, which may only be used to carry out its purpose(s) set out in Clauses 6 and 7:

- a) the powers of an individual, and
- b) all the powers of a **company** limited by guarantee under the **Corporations Act**.

9 Not-for-profit

- 9.1 The **company** must not distribute any income or assets directly or indirectly to its members, except as provided in Clauses 9.2.
- 9.2 Clause 9.1 does not stop the **company**, with the approval of the Directors and acting in good faith, paying:
 - a) reasonable remuneration to a Member who is an employee of the **company, and/or**
 - b) reasonable remuneration in consideration of services rendered or goods supplied to the **company** by a Member in the ordinary course of business, and/or
 - c) interest, at a reasonable rate, on money borrowed by the **company** from a Member, and/or
 - d) reasonable rent for premises leased to the **company** by a Member, and/or
 - e) out-of-pocket expenses incurred by a Member for, or on behalf of, the company.

10 Amending the constitution

- 10.1 Subject to clause 10.2, the members may amend this Constitution by passing a **special resolution**.
- 10.2 The members must not pass a **special resolution** that amends this Constitution if passing it causes the **company** to no longer be a not for profit organisation.

Members

11 Membership and register of members

- 11.1 A person or **corporate entity** who supports the objects of the **company** is eligible to apply to be a member of the **company**.
- 11.2 The members are those persons or corporate entities who have:
 - a) applied for membership in the manner set out in the **AIPM Rules**
 - b) been admitted or elected to a Grade, and
 - c) paid the fees applicable.
- 11.3 Every person or corporate entity admitted as a member shall be deemed to have entered into an agreement with the **company** to abide by this constitution, rules and policies.
- 11.4 Each financial member shall have one vote on matters covered in **general or annual general meetings**.
- 11.5 Once a person has satisfied the requirements of clause 11.2, they will be entered on the register of members.

- 11.6 The **company** must establish and maintain a register of members. The register of members must be kept by the Chief Executive Officer in accordance with details defined in the Rules.
- 11.7 The **company** must give members access to the register of members within the limitations of legislation of the day.
- 11.8 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of current or former members.

12 Membership Grades

- 12.1 The **AIPM Rules** set out:
 - a) the Grades
 - b) the qualifications for membership, and
 - c) the procedure for admission or election to each Grade.
- 12.2 No member may be deprived of a Grade simply because any qualification for that Grade is changed subject to undertaking any reasonable bridging activities to meet eligibility requirements.
- 12.3 Any member who meets the prerequisites set out in the Rules may be classified into one of the categories of membership as set out in the Rules.

13 When a person stops being a member

When a person stops being a Member, that person shall not be entitled to any rights, benefits or privileges of membership and their name shall be removed from the register. The Directors may, on such conditions they deem appropriate, reinstate a person's membership to the **company** and the register.

Governance and Professional Conduct

14 Governance

The Directors shall establish a governance body independent of the board, and implement and maintain governance policies so as to incorporate best practice governance principles relevant to the functioning of the **company** consistent with the **Corporations Act**.

15 Ethics and Professional Conduct

- 15.1 The Directors shall implement and maintain appropriate principles for ethical behaviour and professional conduct to be followed by Directors and Members.
- 15.2 Every member shall make every endeavour to further the objects, interests and influence of the company to the best of their ability.

16 Dispute resolution and disciplining members

- 16.1 The Directors shall implement and maintain procedures for managing the investigation of complaints and disputes.
- 16.2 The procedures shall include but are not limited to:
 - a) ensuring the principles of natural justice
 - b) the conduct and assessment of prima facie complaints

- c) principles for determining disciplinary action where appropriate, and
 - d) the right of appeal by a member.
- 16.3 The Directors cannot fine a member.
- 16.4 There will be no liability for any loss incurred suffered by a member (Complainant or Defendant) as a result of any decision made in good faith under Clause 16.

General meetings of members

17 Calling of general meetings

- 17.1 The Directors may call a **general meeting**.
- 17.2 A written request for a general meeting may be made by:
- a) Three or more Directors; or
 - b) Members with at least 5% of the votes that may be cast at a **general meeting**, worked out as at midnight of the day before the request was made.
- 17.3 Where a written notice (as per clause 71) is given to the **company** for a **general meeting** to be held is made under clause 17.2, the Directors must:
- a) within 21 days of the members' request, give all members notice of a **general meeting**, and
 - b) hold the **general meeting** within 2 months of the members' request.
- 17.4 The members who make the request for a **general meeting** must:
- c) state in the request any resolution to be proposed at the meeting
 - d) sign the request, and
 - e) give the request to the **company**.
- 17.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

18 General meetings called by members

- 18.1 If the Directors do not call the meeting within 21 days of being requested under clause 17.2, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.
- 18.2 To call and hold a meeting under clause 18.1 the members must:
- a) as far as possible, follow the procedures for **general meetings** set out in this Constitution
 - b) call the meeting using the list of members on the **company's** member register, which the **company** must provide to the members making the request at no cost, and
 - c) hold the **general meeting** within two months after the request was given to the **company**.
- 18.3 The **company** must pay the members who request the **general meeting** any reasonable expenses they incur because the Directors did not call and hold the meeting.

19 Notice of general meetings

- 19.1 Notice of a **general meeting** must be given to:
- a) each member entitled to vote at the meeting
 - b) each Director, and

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- c) the auditor (if any).
- 19.2 Notice of a **general meeting** must be provided in writing at least 21 days before the meeting.
- 19.3 Subject to clause 19.4, notice of a meeting may be provided less than 21 days before the meeting if:
 - a) for an **annual general meeting**, all the members entitled to attend and vote at the **annual general meeting** agree beforehand, or
 - b) for any other **general meeting**, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 19.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
 - a) remove a Director
 - b) appoint a Director in order to replace a Director who was removed, or
 - c) remove an auditor.
- 19.5 Notice of a **general meeting** must include:
 - a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
 - b) the general nature of the meeting's business
 - c) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution
 - d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - i. the proxy must be a member of the **company**
 - ii. the proxy form must be delivered to the **company** at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
 - iii. the proxy form must be delivered to the **company** at least 48 hours before the meeting.
- 19.6 If a **general meeting (or annual general meeting)** is adjourned or deferred for one month or more, the members must be given a new notice of the resumed meeting.

20 Annual general meeting

- 20.1 The **annual general meeting** must be held at least once in every calendar year and within six months of end of the financial year.
- 20.2 Notice of an **annual general meeting** must be provided in writing at least 21 days before the meeting.
- 20.3 Even if these items are not set out in the notice of meeting, the business of an **annual general meeting** shall include:
 - a) a review of the **company's** activities
 - b) a review of the **company's** finances
 - c) any auditor's report
 - d) the election or appointment of Directors, and
 - e) the appointment and payment of auditors, if any.
- 20.4 Before the **annual general meeting**, the Directors must provide information to the members on the **company's** activities and finances during the period since the last **annual general meeting**, at least 14 days before the meeting.

20.5 The chairperson of the **annual general meeting** must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the **company**.

21 Quorum at general or annual meetings

21.1 For a **general meeting (or annual general meeting)** to be held, at least 30 members (a quorum) must be present (in person, or via appropriate technological means), for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).

21.2 No business may be conducted at a **general meeting (or annual general meeting)** if a quorum is not present.

21.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of meeting, the meeting is adjourned to a date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:

- a) if the date is not specified – the same day in the next week
- b) if the time is not specified – the same time, and
- c) if the place is not specified – the same place.

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

22 Auditor's right to attend meetings

22.1 The auditor (if any) is entitled to attend any **general meeting (or annual general meeting)** and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.

22.2 The **company** must give the auditor (if any) any communications relating to the **general meeting (or annual general meeting)** that a member of the **company** is entitled to receive.

23 Representatives of members

23.1 The appointment of a corporate entity representative or proxy by a member must comply with the **company** rules, and as a minimum:

- a) be in writing
- b) include the name of the representative
- c) be signed on behalf of the member, and
- d) be given to the **company** or, for representation at a meeting, be given to the chairperson before the meeting starts.

23.2 A representative of a corporate entity must be a member of the **company**.

23.3 The appointment of a representative may be standing (ongoing).

24 Using technology to hold general meetings

24.1 The **company** may hold a **general meeting (or annual general meeting)** at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.

24.2 Any technology being used as per 24.1 must also allow the chairperson to monitor the number of persons present to ensure a quorum is maintained.

25 Chairing general or annual general meetings

- 25.1 The **Chair of the Board of Directors** is entitled to chair **general or annual general meetings**.
- 25.2 In the absence of the Chair of the Board of Directors, the Deputy Chair of the Board shall chair the meeting.
- 25.3 The members present and entitled to vote at a **general meeting** may choose a Director or member (if no Director is present) to be the chairperson for that meeting if:
- the Chair or Deputy Chair is not present within 30 minutes after the starting time set for the meeting,
 - a motion of no confidence in the **Chair** is passed at the meeting, or
 - the **elected chairperson** is present but says they do not wish to act as chairperson of the meeting.

26 Role of the chairperson

- 26.1 The chairperson is responsible for the conduct of the **general meeting or annual general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions including to the auditor (if any).
- 26.2 In the situation of a tied vote on a resolution, the chairperson has a casting vote in addition to the chairperson's deliberative vote as member.

27 Adjournment of meetings

- 27.1 If a quorum is not present, a **general or annual general meeting** must be adjourned if a majority of **members present** direct the chairperson to adjourn it.
- 27.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

28 Members' resolutions and statements

- 28.1 Members with at least 5% of the total eligible votes that may be cast on a resolution may give:
- written notice (as per clause 71) to the **company** of a resolution they propose to move at a **general or annual general meeting** (members' resolution), and/or
 - written notice (as per clause 71) to the **company** that the **company** give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a **general or annual general meeting** (members' statement).
- 28.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 28.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 28.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.

- 28.5 The percentage of votes that members have (as described in clause 28.1) is to be worked out as at midnight before the request or notice is given to the **company**.
- 28.6 If the **company** has been given notice of a members' resolution under clause 28.1a), the resolution must be considered at a meeting held more than two months after the notice is given.
- 28.7 This clause does not limit any other right that a member has to propose a resolution at a **general or annual general meeting**.
- 29 Company must give notice of proposed resolution or distribute statement**
- 29.1 If the **company** has been given a notice or request under Clause 28 in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the **company's** cost.
- 29.2 The **company** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- a) the Directors consider it may be defamatory, and/or
 - b) in the case of a proposed members' resolution, the Directors consider the resolution does not relate to a matter that may be properly considered at a **general or annual general meeting** or is otherwise not a valid resolution able to be put to the members.
- 29.3 Notices shall give clear guidance on Directors' recommendations on resolutions and should include adequate representations of the views of all assenting and dissenting Directors so as to present a balanced view on the merits of the proposed resolution.

Board of Directors

30 Number of Directors

- 30.1 The **Board of Directors** of the **company** shall comprise not less than four and not more than ten Directors as follows:
- a) At least two and no more than four Directors generally elected by the members; and
 - b) At least two and no more than four Directors elected by the Chapter Congress; and
 - c) up to two independent Directors.
- 30.2 If the number of Directors is less than the minimum number of directors as per clause 30.1, the continuing Directors may act for the purpose of increasing the number of Directors required to achieve the minimum number of Directors or call a general meeting, but for no other purpose.
- 30.3 The **company** may from time to time by resolution passed at a General Meeting increase or reduce the number of Directors.

31 Qualifications for elected Directors

All candidates for appointment as a Director must meet the minimum eligibility criteria for an elected position as set out in the rules.

32 Generally elected Directors

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- 32.1 The members may elect up to two Directors by an annual ballot consistent with the succession intentions outlined in the Transition Plan (clause 41).
- 32.2 At the relevant **annual general meeting**, the highest polling candidates shall be declared a Director by a resolution passed at the meeting.
- 32.3 A person is eligible for a generally elected Director of the **company** if they:
- are a member of the company,
 - are nominated by two other members entitled to vote,
 - give the company their signed consent to act as a Director of the company, and
 - are not ineligible to be a Director under the **Corporations Act**.

33 Chapter Congress elected Directors

- 33.1 The Chapter Congress (Congress) may elect up to two Chapter Presidents or immediate past Chapter Elected Directors as Directors by annual ballot consistent with the succession intentions outlined in the Transition Plan (clause 41).
- 33.2 At the relevant **annual general meeting**, the highest polling candidates elected by Congress shall be declared a Director by a resolution passed at the meeting.
- 33.3 The election of a Director by the Congress will be subject to the requirements of clause 32.3.

34 Appointment of independent Directors

The elected Directors as per clauses 32 and 33 may appoint up to two independent, non-members as Directors for a term no more than that prescribed under clause 38.

35 Members Ex-Officio

- 35.1 The Chief Executive Officer, and/or the **Company Secretary**, may attend and speak at meetings of the Board except where the Board otherwise requests. They shall have no voting rights in meetings of the Directors.
- 35.2 The Board of Directors may invite an immediate past Director to attend and speak at meetings of the Board. An immediate past Director shall have no voting rights in meetings of the Directors.

36 Alternate Directors

- 37.1 The Board of Directors may appoint by resolution a member as an alternate Director for a Director to whom a leave of absence has been granted for all or part of the period of leave of absence.
- 37.3 An alternate Director shall have all rights and duties of a Director for the duration of their appointment as deemed appropriate by the Board.
- 37.4 The Board of Directors may revoke the appointment of an alternate Director at any time by resolution without notice.

38 Term of office for Directors

- 38.1 Directors may serve up to four terms of office in total, but no more than two consecutive terms at a time.
- 38.2 A **term of office** shall be a period of three years.

- 38.3 At each **annual general meeting** up to two of the generally elected Directors and two of the Congress elected Directors must retire or stand for re-election subject to the transition plan and clause 38.1.
- 38.4 The Directors who must retire or stand for re-election at each **annual general meeting** under clause 38.3 will be the Directors who have been longest in office since last being elected.
- 38.5 Other than a Director appointed under clause 63, a Director's term of office starts at the end of the **annual general meeting** at which they are elected and ends at the end of the **annual general meeting** at which they retire.
- 38.6 Each Director must stand for re-election or retire at least once every three years (one term).
- 38.7 A Director appointed to fill a casual vacancy under clause 63 or elected as a Director will be deemed to have served one term where the balance of the term is two or more years.
- 38.8 A Director who has held office for the maximum number of terms, may only be re-appointed or re-elected by a **special resolution**.

39 When a Director stops being a Director

- 39.1 A Director stops being a Director if they:
- a) give written notice of resignation as a Director to the **company**, or
 - b) die or become of unsound mind, or
 - c) become insolvent under administration, or
 - d) are removed as a Director by a resolution of the members, or
 - e) stop being a member of the **company**, or
 - f) are a representative of a member, and that member stops being a member, or
 - g) are a representative of a member, and the member notifies the **company** that the representative is no longer a representative, or
 - h) are absent for three consecutive Directors' meetings without prior approval from the Directors, or
 - i) have been found guilty of contravening the company's principles of ethical behaviour and professional conduct, or
 - j) become ineligible to be a Director of the **company** under the **Corporations Act**.

40 Election of Chair of the Board of Directors

- 40.1 The Board of Directors must elect a Director as the **Chair of the Board of Directors**, and elect a Director as a **Deputy Chairperson**.
- 40.2 The chairperson and deputy shall hold that office for the balance of their current term as a Director unless they resign that position beforehand.

Transition Plan

41 Transition Plan

- 41.1 A transition plan giving effect to a fair, transparent and equitable process for change to the composition of Board of Directors as per clause 30.2, will be undertaken. The aim of the transition plan is to put in place the intent of the new constitution including effective succession within the Board of Directors and staggering chapter council elections. The process will ensure full

migration by 2018 in accordance with clauses 32 and 33. Details of the Transition Plan are provided in the Annexure to this Constitution.

- 41.2 This Section shall become null and void at the end of the Annual General Meeting held in 2018.

Powers of Directors

42 Powers of Directors

- 42.1 The Directors are responsible for setting the strategic direction, providing effective oversight of business outcomes, risk management and the good governance of the **company** to achieve the purpose(s) set out in clauses 6 and 7.
- 42.2 The Directors may use all the powers of the **company** except for powers that, under the **Corporations Act** or this Constitution, may only be used by members.
- 42.3 The Directors must decide on the responsible financial management of the **company** including:
- a) any suitable written delegations of power under clause 43, and
 - b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 42.4 Independent, non-member Directors shall have full voting rights in a meeting of Directors. They are not able to hold the position of Chair or Deputy Chair of the Board.
- 42.5 The Board of Directors cannot remove a Director or auditor. Directors and auditors may only be removed by a members' resolution at a **general or annual general meeting**.
- 42.6 The Board of Directors cannot change eligibility criteria for any elected position without early and active consultation and support of the company's independent governance body established under clause 14.

43 Delegation of Directors' powers

- 43.1 The Directors may delegate any of their powers and functions so far as permissible under the **Corporations Act** to a committee, a Director, an employee of the **company** (such as a Chief Executive Officer) or any other person, as they consider appropriate.
- 43.2 The delegation must be recorded in the **company's** minute book.

44 Payments to Directors

- 44.1 The **company** may:
- a) pay a Director for authorised work they do for the **company**, other than as a Director, if the amount is no more than a reasonable fee for the work done
 - b) reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the **company**, or
- 44.2 Any payment made under clause 44.1 must be independently approved under a delegated authority approved by the Directors.

- 44.3 Payments to Directors will be declared in the annual company financial statement.
- 44.4 The **company** may pay premiums for insurance indemnifying Directors, as allowed for by law (including the **Corporations Act**) and this Constitution.

45 Execution of documents

The **company** may execute a document if the document is signed by:

- a) Two Directors of the company, or
- b) a Director and the company secretary, or
- c) a Director and the CEO.

Duties of directors

46 Duties of directors

The Directors must comply with their duties as Directors under legislation (Federal, State and Territory) common law (judge-made law), and within the **company's** principles of good governance which are:

- a) to formulate and provide oversight to the corporate strategy, determine and manage risk appetite, and ensure good governance
- b) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the **company**
- c) to act in good faith in the best interests of the **company** and to further the purpose(s) of the **company** set out in clauses 6 and 7
- d) not to misuse their position as a Director
- e) not to misuse information they gain in their role as a Director
- f) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 47
- g) to ensure that the financial affairs of the **company** are managed responsibly, and
- h) not to allow the company to operate while it is insolvent.

47 Conflicts of interest

- 47.1 A Director must disclose the nature and extent of any actual or perceived **material conflict of interest** in a matter that is being considered at a meeting of Directors:

- a) to the other Directors, or
- b) if all of the Directors have the same conflict of interest, to the members at the next general meeting, or at an earlier time if reasonable to do so.

The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.

- 47.2 Each Director who has a material personal interest in a matter that is being considered at a meeting of Directors must not, except as provided under clauses 47.3:

- a) be present at the meeting while the matter is being discussed, or
- b) vote on the matter.

- 47.3 A Director may still be present and vote if:

- a) their interest arises because they are a member of the **company**, and the other Directors have the same interest
- b) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the **company** (see clause 76)
- c) their interest relates to a payment by the **company** under clause 75, or any contract relating to an indemnity that is allowed under the **Corporations Act**
- d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter, or
- e) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the **company**, and
 - (ii) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

48 Committees

- 48.1 The Directors may delegate any of their powers by way of a delegation authority to a committee or committees comprising of Directors or other members of the **company** as they think fit and may authorise the committee to exercise such powers as the Directors specify, provided at least one Director is a member of the committee.
- 48.2 A committee established by the Directors under clause 48.1 must exercise the powers delegated in accordance with the directions of the Directors.
- 48.3 The Chief Executive Officer and the Chair of the Board may attend and speak at meetings of every committee established by the Directors. They shall have no voting rights in the committee meetings.
- 48.4 The provisions of this Constitution applying to meetings and resolutions of Directors, shall apply as far as is practical to all meetings and resolutions of committees.
- 48.5 Subject to any contrary direction by the Directors, a committee may:
 - a) appoint their own committee chairperson, and
 - b) invite any person to attend or participate in a meeting so long as the person does not vote.
- 48.6 The Directors by resolution may, at their discretion and without notice, disband, change a committee or remove a committee member whenever deemed necessary.

Directors' meetings

49 When the directors meet

The Board of Directors may decide how often, where and when they meet but must meet together at least three times a year.

50 Calling directors' meetings

50.1 A Director may call a Directors' meeting by giving reasonable notice to all of the other Directors.

50.2 A Director may give notice in writing or by any other means of communication that has previously been agreed to by all of the Directors.

51 Chairperson for directors' meetings

51.1 The Chairperson of the Board (or Deputy Chairperson if the chairperson is unavailable) is entitled to chair Directors' meetings.

51.2 Where the **Chairperson** has declared an interest at a meeting of the Directors, or the Directors have passed a motion of no confidence in the **Chairperson**, the Directors shall elect a new chairperson for the meeting.

51.3 The Directors at a Directors' meeting may choose a Director to be the chairperson for that meeting if the **elected chairperson** is:

- a) not present within 30 minutes after the starting time set for the meeting, or
- b) present but does not want to act as chairperson of the meeting.

52 Quorum at directors' meetings

52.1 Unless the Directors determine otherwise, the quorum for a Directors' meeting is a majority (more than 50%) of Directors.

52.2 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.

53 Using technology to hold directors' meetings

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

53.2 The Directors' agreement may be a standing (ongoing) one.

53.3 A Director may only withdraw their consent within a reasonable period before the meeting.

54 Passing directors' resolutions

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

Chapters

55 Formation of Chapters

55.1 The Directors shall have the power to form Chapters in any jurisdiction within Australia or in an international Region where there is a relevant affiliation with the **company**.

55.2 The purpose in forming a Chapter is to:

- a) promote the objects of the **company** and provide representation for Members;
- b) support, develop and promote the activities of the **company** amongst Members within a Region; and
- c) present the views of the members of a chapter to the **company**.

55.3 Chapters operate at the sole discretion of the Directors and in accordance with this Constitution.

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

56 Chapter branches

56.1 On request from a Chapter, the Directors may permit Chapters to form Chapter branches to assist with promoting the objects of the company and to support, develop and promote the activities of the company among members at a local or interest level.

56.2 Chapter branches operate at the sole discretion of the Directors and in accordance with this Constitution.

56.3 The affairs of the chapter branches shall be the responsibility of the Chapter Council.

56.4 A chapter branch cannot operate without being attached to a Chapter.

56.5 The Directors by resolution may, at their discretion and without notice, disband a Chapter branch whenever they deem necessary for the interests of the **company**.

57 Membership

57.1 Members of the company shall belong to a Chapter formed in the region where they reside or conduct their business unless determined otherwise by the Directors.

57.2 Members residing outside Australia and who chose not to be a member of a Chapter will belong to the National Office or, where one exists, be given the opportunity to be a member of an international Chapter subject to conditions determined by the Directors.

57.3 If a member changes their place of residence or business to another region, their membership shall be transferred to the chapter of that region.

57.4 A member shall not belong to more than one chapter.

58 Chapter Council

58.1 The affairs of each chapter shall be administered by a Chapter Council under the direction of the Board, in conformity with the delegated authority granted to it by the Board and in alignment with the approved corporate strategy.

58.2 A Chapter Council shall comprise of not less than five councillors unless determined otherwise by the Directors.

58.3 Chapter Councillors shall be elected by chapter members following a fair process approved by the Directors.

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

58.5 Chapter Councillors may hold office for multiple terms of three years conditional on any restrictions set out in the rules, having regard to succession and encouraging member participation in Council management.

58.6 The resignation or removal of a Councillor will create a casual vacancy on that council.

58.7 The Chief Executive Officer and Chair of the Board may attend and speak at meetings of every Chapter Council and shall have access to a copy of all minutes

and tabled documents of Council and Branch meetings in accordance with the **company's** document management processes. They shall have no voting rights in the Council and Branch meetings.

59 Chapter President and Chapter vice-President

- 59.1 Following the election of Chapter Councils, Councillors shall elect a Chapter President and a vice-President from among the Council.
- 59.2 A Chapter President and vice-President must as a minimum have served one year on a Chapter Council unless otherwise agreed by the Directors.
- 59.3 Chapter Presidents may serve up to four terms of office in total, but no more than two consecutive terms at a time.
- 59.4 The Chapter President and vice-President shall fairly represent the views of the members and Council to the **company** in the Congress.
- 59.5 The Chapter President shall convene meetings of the Chapter Council in accordance with the AIPM Rules.
- 59.6 The Chapter President (or vice-President should the President be unavailable) shall chair meetings of the Chapter Council in accordance with the AIPM Rules.
- 59.7 Where the Chapter President and vice-President are unavailable for a convened Chapter Council meeting, the Chapter Councillors attending will appoint a Chairperson.

Chapter Congress

60 Role of the Chapter Congress

The role of Chapter Congress (Congress) is to:

- a) Provide direction for local implementation of national strategy, and
- b) Ensure alignment of activities across Chapters.

The Deputy Chairperson of the Board shall convene a Congress up to three times a year to:

- a) consider the role of the Chapters in addressing those functions outlined in clause 55.2
- b) share and discuss emerging issues that might be referred to the Board, and
- c) discuss matters that have been referred to the Congress by the Board.

61 Congress Membership

- 61.1 The membership of the Chapter Congress will comprise:
 - a) the Deputy Chairperson of the Board,
 - b) the Chapter Presidents,
 - c) the Chapter vice-Presidents,
 - d) the immediate past Congress Elected Directors
- 61.2 An immediate past Congress Elected Director may elect to become a member of the Congress for a single term starting from the date they cease to be a Director.

- 61.3 Where a Chapter is unable to elect a vice-President the Chapter President will be the sole representative of that Chapter until a vice-President has been elected.
- 61.4 A Congress representative stops being a Member of Congress if they:
- a) give written notice of resignation as a Congress Member, or
 - b) become a Congress Elected Director, or
 - c) complete the maximum eligible terms in office, or
 - d) stop being a member of the **company** , or
 - e) are a representative of a member, and that member stops being a member, or
 - f) are a representative of a member, and the member notifies the **company** that the representative is no longer a representative

62 Congress Meetings

- 62.1 The Congress will be chaired by the Deputy Chairperson of the Board. In the absence of the Deputy Chairperson, the Board shall nominate an alternate Chairperson for the Congress.
- 62.2 The Congress shall prior to the relevant Annual General Meeting elect up to two Directors subject to the clause 33.
- 62.3 Where a Chapter President has been elected as a Director, the relevant Chapter Council shall elect a new Chapter President (and vice-President as necessary) as per clause 59.1.

Casual Vacancy

63 Casual Vacancy

- 63.1 A casual vacancy occurs when:
- a) a Director stops being a Director, or
 - b) a Congress representative stops being a member of Congress, or
 - c) a Councillor stops being a Councillor.
- 63.2 If the position of a Generally Elected Director becomes vacant the Directors may appoint a person to fill the vacancy if that person is a member of the company subject to clause 32.3.
- 63.3 If the position of a Congress Elected Director becomes vacant Congress must elect a replacement from Congress.
- 63.4 If the position of a Chapter President or vice-President becomes vacant the electing Chapter Council must elect a replacement.
- 63.5 Any person elected pursuant to Clause 63 holds the position until the end of the current term of that position.

Officers

64 Chief Executive Officer

- 64.1 The Directors may appoint a person as the Chief Executive Officer, for a period and on any terms (including remuneration) as the Directors resolve.
- 64.2 Subject to any agreement between the **company** and the Chief Executive Officer, the Directors may remove, dismiss or suspend the Chief Executive Officer at any time, with or without notice.

- 64.3 The Directors may delegate any of their powers (including the power to delegate) to the Chief Executive Officer as provided in clause 43.
- 64.4 The Directors may revoke or vary any power delegated to the Chief Executive Officer.
- 64.5 The Chief Executive Officer must exercise the powers delegated to him or her in accordance with any directions of the Directors.
- 64.6 The exercise of delegated power by the Chief Executive Officer is as effective as if the Directors exercised the power.
- 64.7 No Chief Executive Officer is entitled to attend any meeting of the Board of Directors while under suspension from office.

65 Appointment of company secretary

- 65.1 On the adoption of this Constitution, the company secretary is the person specified as company secretary in the ASIC Register.
- 65.2 A company secretary may be appointed by the Board of Directors for any period and on any terms (including remuneration) as the Directors resolve.
- 65.3 Subject to any agreement between the Directors and a company secretary, the Directors may remove or dismiss a company secretary at any time, with or without cause.

66 Company Officers

The Directors may permit the Chief Executive Officer to employ executive officers to manage the affairs of the **company** on such terms and conditions appropriate for the role as determined by the Chief Executive Officer.

Minutes and records

67 Minutes and records

- 67.1 The **company** must, within one month, make and keep the following records:
 - a) minutes of proceedings and resolutions of **general or annual general meetings**
 - b) a copy of a notice of each **general or annual general meeting**, and
 - c) a copy of a members' statement distributed to members under clause 29.
- 67.2 The **company** must, within one month, make and keep the minutes of proceedings and resolutions of Directors' meetings (including meetings of any committees).
- 67.3 To allow members to inspect the **company's** records:
 - a) the **company** must give a member reasonable access to the records set out in clause 68; and
 - b) the Directors may authorise a member to inspect other records of the **company**, including records referred to in clause 67.2.
- 67.4 The Directors must ensure that minutes of an annual or general meeting or a Directors' meeting are signed within a reasonable time after the meeting by:
 - a) the chairperson of the meeting, or
 - b) the chairperson of the next general meeting.

68 Financial and related records

- 68.1 The **company** must make and keep written financial records that:

- a) correctly record and explain its transactions and financial position and performance, and
 - b) enable true and fair financial statements to be prepared and to be audited.
- 68.2 The **company** must also keep written records that correctly record its operations.
- 68.3 The **company** must retain its records for at least 7 years.
- 68.4 The Directors must take reasonable steps to ensure that the **company's** records are kept safe.

Management documents

69 Management documents

- 69.1 The hierarchy of documents supporting the management of the **company** is the Corporations Act, this Constitution, AIPM Rules, Charters, Policies and Procedures.
- 69.2 The Directors may pass a resolution to make or amend AIPM Rules, Charters, Policies and Procedures so long as they are consistent with and give effect to this Constitution.
- 69.3 Members and Directors must comply with Rules, Charters, Policies and Procedures as if they were part of this Constitution.

Notice

70 What is notice

- 70.1 Anything written to or from the **company** under any clause in this constitution is written notice and is subject to clauses 70 to 71, unless specified otherwise.
- 70.2 Clauses 70 to 71 do not apply to a notice of a proxy. A notice of a proxy is covered in the AIPM Rules.

71 Notice to the company

Written notice or any communication under this constitution may be given to the **company**, the Directors or the secretary by:

- a) delivering it to the **company's** registered office
- b) posting it to the **company's** registered office or to another address chosen by the **company** for notice to be provided
- c) sending it to an email address or other electronic address notified by the **company** to the members as the **company's** email address or other electronic address, or
- d) sending it to the fax number notified by the company to the members as the company's fax number.

72 Notice to members

- 72.1 Written notice or any communication under this constitution may be given to a member:
- a) in person

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

72.2 If the **company** does not have an address for the member, the **company** is not required to give notice in person.

73 When notice is taken to be given

A notice:

- a) delivered in person, or left at a the recipient's address, is taken to be given on the day it is delivered
- b) sent by post, is taken to be given on the business day after it is posted with the correct payment of postage costs unless the contrary is proven
- c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent, and
- d) given under clause 71.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

74 Company's financial year

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

Indemnity, insurance and access

75 Indemnity

- 75.1 The **company** indemnifies each officer of the **company** out of the assets of the **company**, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **company**.
- 75.2 In this clause, 'officer' means a Director or secretary and includes a Director or secretary after they have ceased to hold that office for a period covered by the company's indemnity policy.
- 75.3 In this clause, 'to the relevant extent' means:
- a) to the extent that the **company** is not precluded by law (including the **Corporations Act**) from doing so, and
 - b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

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

76 Insurance

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

77 Directors' access to documents

77.1 A Director has a right of access to the financial records of the **company** at all reasonable times.

77.2 If the Directors agree, the **company** must give a Director or former Director access to:

- a) certain documents, including documents provided for or available to the Directors, and
- b) any other documents referred to in those documents.

Winding up

78 Surplus assets not to be distributed to members

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

79 Distribution of surplus assets

79.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **company** is wound up must be distributed to one or more institutions or companies resident and controlled in Australia having objects similar to the company as per clauses 6 and 7.

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

Definitions and interpretation

80 Definitions

In this constitution:

AIPM rules means those Rules forming part of the company's Constitution as originally adopted or as from time to time amended and contained in those documents that give further definition to the Constitution, and for part of the framework of management documents supporting the operation of the **company**

Annual general meeting means a meeting as defined in clause 20

Board of Directors comprises of those Directors as defined in clause 30.1

Chair of board of directors means that Director elected by the Board of Directors as the chairperson according to clause 40

Chapters means a chapter of the **company** established approved by the Directors in accordance with clause 55

Company means the **company** referred to in clause 1

Congress means the Chapter Congress referred to in clause 60

Corporate entity means a government department or agency, business company, sole trader or equivalent.

Corporations Act means the *Corporations Act 2001* (Cth) as amended, or appropriate legislation of the day.

General meeting means any meeting where all members attend that is not an **annual general meeting**. May be variously referred to as a special, ordinary or extraordinary meetings.

Material conflict of interest means a personal or business interest that a Director may have when exercising their judgement relevant to the business of the company.

Members present means those members attending in person, by representative or by proxy, a general or annual general meeting.

Special resolution means a resolution:

- i. of which notice has been given under clause 19.5 c), and
- ii. that has been passed 75% of the votes cast by **members present** and entitled to vote on the resolution

Surplus assets means any assets of the **company** that remain after paying all debts and other liabilities of the **company**, including the costs of winding up.

Term of office means a period of three years to be held by a Director, Chapter President and vice-President, or Chapter Councillor. Where a person has held a role for two or more years of a term they shall be deemed to have completed one term in office. Where a person fills a casual vacancy as per clause 63, a balance of a term of two or more years shall be deemed one term of office.

81 Reading this constitution with the Corporations Act

- 81.1 The replaceable rules set out in the **Corporations Act** do not apply to the **company**.
- 81.2 While the **company** is a registered with ASIC, the **Corporations Act** override any clauses in this constitution which are inconsistent with those Acts.
- 81.3 A word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, has the same meaning as in this Constitution.

82 Interpretation

In this constitution:

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