

CONSTITUTION

RIMPA GLOBAL

RECORDS AND INFORMATION MANAGEMENT
PRACTITIONERS ALLIANCE

Advancing and Connecting the Records and Information
Management Profession.

Contents

1	Document Control	4
2	Related Policies, Procedures or Documents	4
3	Interpretation	5
4	Company Name	5
5	Definitions	5
6	Objects of the Company	7
7	Income and Property of the Company	7
8	Winding Up	7
8.1	Liability of Members for Winding Up	7
8.2	Dissolution	8
9	Members	8
9.1	Who can Become a Member?	8
9.2	Membership Categories	8
9.3	Agreement and Consent of Members	8
9.4	Cessation of Membership.....	9
9.5	Re-instatement of Members	9
9.6	Certificates of Membership	9
9.7	Register of Members	9
9.8	Member Voting Rights	10
10	Fees	10
10.1	Setting of Fees	10
10.2	Notice of Fees.....	10
10.3	Payment of Fees	10
11	General Meetings.....	10
11.1	Annual General Meeting	10
11.2	Calling of the AGM	10
11.2.1	Business of AGM	11
11.3	All General Meetings	11
11.3.1	Calling of a General Meeting	11
11.3.2	Notice.....	11
11.3.3	Location of the Meeting	12
11.3.4	Chair	12
11.3.5	Quorum and Adjournment	12
11.3.6	Voting	12

11.3.7	Proxies	13
11.3.8	Members not Entitled to Vote	13
11.3.9	Electronic Vote	13
11.3.10	Minutes of Meetings	14
11.4	Member Called Meetings	14
11.4.1	Calling of Meetings	14
11.4.2	Notice	14
12	Board	14
12.1	Board Responsibilities	14
12.2	Board Powers	14
12.3	Board Composition	15
12.4	Appointment of Directors	15
12.5	Eligibility of Directors	15
12.6	Responsibility	15
12.7	Term	15
12.8	Cessation of Directors	16
12.9	Conflict of Interest	16
12.10	Remuneration of Directors	16
12.11	Proceedings of Board meetings	17
12.12	Vacancies on the Board	17
13	Misconduct	17
13.1	Complaint	17
13.2	Misconduct	17
13.2.1	Member	17
13.2.2	Director	17
13.2.3	Officer	18
13.3	Investigation Committee	18
13.4	Investigation	18
13.5	Penalties	18
14	Indemnity	19
14.1	Indemnity for Directors	19
14.2	Restrictions on Indemnity	19
14.3	Period of Coverage	20
14.4	Insurance Premiums	20

1 Document Control

VERSION	DATE	AUTHORS	APPROVAL	COMMENTS
1.0				Original RMAA Constitution
2.0	10/11/2010		RIMPA Board	Convert from RMAA to RIMPA Constitution
3.0	09/10/2019		GABA, Board and RIMPA Members	Approved at the 2019 Annual General Meeting
4.0	30/11/2021		Board and RIMPA Members	Update of clauses. Approved at the 2021 Annual General Meeting
5.0	29/08/2022		Board and RIMPA Members	Update of clauses. Approved at the 2022 Annual General Meeting.
5.9	03/07/2025	Governance and Risk Committee and CEO		Minor Changes in accordance with the Act and inclusion of additional member voting rights.
6.0	26/08/2025	Governance and Risk Committee and CEO	RIMPA Global Board and Members	Approved via electronic vote.

2 Related Policies, Procedures or Documents

NUMBER	POLICY NAME	INTERNAL OR EXTERNAL
1.0	Board Charter	External
2.0	Code of Conduct	External
3.0	Complaints & Grievance Policy	External
4.0	Membership Policy	External

3 Interpretation

If a clause or part of a clause is unenforceable by law, but remains in this Constitution, this Constitution is to be read as if the clause or part of the clause is not included.

4 Company Name

The name of the company is the Records and Information Management Practitioners Alliance (RIMPA) Global and will hereinafter be referred to as ‘the Company.’

5 Definitions

Appointed Director: A person appointed as a specialist by the Board to manage the business of the Company, in accordance with this Constitution.

Act: The Corporations Act 2001 (Cth).

Alternate Director: A person appointed as a director by a director and approved by the Board, to exercise some or all the Director’s powers for a specified period.

Annual General Meeting (AGM): The meeting of Members held annually in accordance with the Act and this Constitution.

Appointed Director: A person appointed as a specialist by the Board to manage the business of the Company, in accordance with this Constitution.

Board: The recognised group of directors who jointly oversee the activities of the Company.

Certificate: The certificate issued to a member who has achieved professional membership status.

Chair: Holds the most power and authority on the Board and provides leadership to the Company. The Chair of the Board ensures the Company’s duties to members are being fulfilled by acting as a link between the Board and the CEO.

Chief Executive Officer (CEO): A person employed in the role of managing the strategic and operational activities of the Company.

Charter/Terms of Reference: A formal written statement of the roles and responsibilities of a committee.

Committee: A specialist group of people formed for a specific function or particular focus as determined by the Board.

Community of Practice: A group formed around a shared professional interest to exchange knowledge and enhance collective expertise.

Company: The Records and Information Management Practitioners Alliance (RIMPA) Global.

Company Secretary: A person appointed to manage the financial and legal responsibilities of the Company.

Continuing Professional Development (CPD): The program for structured continuing professional development required to be undertaken by members as part of the recognition of professional status.

Corporate Member: A company with at least one nominee. Members of this category are not entitled to vote.

Delegations of Authority Register: A register assigning authorisations of officers of the Company.

Elected Director: A person elected by members to manage the business of the Company, in accordance with this Constitution.

Executive Committee: The company executive, made up of the Chair, Vice-Chair, another director voted onto the committee by the Board and the CEO.

Fees: Financial charges payable to the company including but not limited to membership fees, penalties, certificate replacements, liability of members for winding up, publications, training, and mentoring.

General Meeting (GM): A meeting in accordance with the Act and this Constitution.

Governance Framework: Formal documents that guide the governance of the Company. It includes but is not limited to this Constitution, Charters, Policies, Procedures and Guidelines.

Individual/Practitioner Member: A person who has joined the company in their personal capacity and is committed to the values and objectives of the organisation without holding professional status. Members of this category entitled to vote after 12 months continuous membership.

Investigator: An independent party asked to review and provide a report on findings from an investigation, appointed by the investigations committee in response to a complaint made.

Life Member: A member who is recognised for their dedication and continued support to the company and for commitment to professional membership. Members of this category are entitled to vote.

Member: An individual, professional or corporate nominee who has a specific membership with the company and whose name appears on the register of members.

Officer: A nominated person charged with undertaking activities and making decisions on behalf of the Company.

Ordinary Resolution: A resolution which can only be passed by gaining the majority of supporting votes cast by members entitled to vote.

Professional Member: A member who has satisfied the relevant accreditation and CPD requirements in holding the status of either Associate, Chartered or Fellow. Members of this category are entitled to vote.

Register of Members: The register detailing all members of the Company.

Resolution: A formal and firm decision made about a subject, also refer to ordinary resolution and special resolution.

Special Resolution: A resolution which can only be passed by gaining at least 75% of supporting votes cast by members entitled to vote.

Student Member: A member who is undertaking studies in information and records management or related domains.

Sub-Committee: A group established by and reporting to a parent committee, with delegated responsibility for a specific function, task, or area within the committee's remit.

Working Groups: A team established to address a specific issue, project, or objective, bringing together individuals with relevant expertise to collaborate, develop recommendations, and deliver defined outcomes.

6 Objects of the Company

Advance and connect the records and information management profession, through:

- (a) Promoting excellence, integrity, advocacy and professionalism amongst members, non-members and the records and information management profession
- (b) Continuing to build a communication platform to effectively engage with members
- (c) Advocating to stakeholders, lawmakers, regulators, and the public on the value of information management and of information professionals
- (d) Educating and encouraging members about their responsibilities as members and to prescribe the standards of professional conduct
- (e) Educating members, related professional industries, vendors, and the public to support, promote, protect, and maintain the profession
- (f) Maintaining and collaborating on legislative, economic, and social matters affecting the Company's objects
- (g) Affiliating with organisations with similar objects
- (h) Maintaining a knowledge base for members regarding the best practice approaches for the records and information management profession
- (i) Promoting and facilitating the study of records and information management subjects for the profession and related industries
- (j) Publishing items of interest or advantage to members.

7 Income and Property of the Company

- (a) Income and property of the company is applied solely towards the promotion of the objects of the Company
- (b) No portion of the income or property of the company is paid or transferred to members, except for payment to members or officers in return for services rendered, goods supplied or reimbursement for expenses incurred in accordance with the delegations of authority register.

8 Winding Up

8.1 Liability of Members for Winding Up

- (a) The liability of the members is limited by guarantee
- (b) Each member contributes an amount up to \$6.00 (AU) [the guarantee] if the company is wound up, for:

- i. Costs, charges, and expenses of winding up the company
- ii. Payment of the Company's debts and liabilities.

8.2 Dissolution

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:

- (a) Must not be distributed to a member or a former member of the company
- (b) Must be distributed to a body or bodies with objects like the Company, selected by a member vote by special resolution at or before the dissolution of the company or
- (c) If the members do not make a selection in accordance clause 8.2(a), the company applies to the Federal Court of Australia for a decision.

9 Members

9.1 Who can Become a Member?

- (a) Any individual or corporate entity that supports the purposes of the company through profession, qualification, corporate service, or related experience
- (b) All membership applications are assessed by the company and any decision to accept or reject an application is final.

9.2 Membership Categories

- (a) The categories of membership are:
 - i. Corporate
 - ii. Individual
 - iii. Professional
 - iv. Student
 - v. Life.
- (b) The number of members is unlimited
- (c) The Board can add, rename, or remove membership categories as per the Membership Policy.

9.3 Agreement and Consent of Members

- (a) All members:
 - i. Are bound by the Company's code of conduct
 - ii. Must pay all fees invoiced by the Company
 - iii. Must provide the company with the required information to complete the register of members
 - iv. Agree to the company storing the required information in the register of members

- v. Agree to the company disclosing membership information upon request or by publication, where the information does not breach privacy legislation unless a member specifically advises they do not consent to such disclosure
 - vi. Agree to maintain personal membership details.
- (b) All people, including non-members, representing the company in any capacity are bound by the Company's member code of conduct.

9.4 Cessation of Membership

- (a) Membership is cancelled for:
 - i. Non-payment of fees by the due date
 - ii. On death or winding up (if a corporation).
- (b) Upon acceptance of the cancellation, the register of members is updated.

9.5 Re-instatement of Members

- (a) A person who has been removed from the register of members applies to the company for re-instatement
- (b) The CEO assesses a request for re-instatement where cessation has occurred for disciplinary reasons, the Board assesses the request for reinstatement
- (c) The company gives notice of its decision for re-instatement and the decision is final
- (d) The company and the Board determine terms and conditions for re-instatement.

9.6 Certificates of Membership

- (a) All members attaining professional member status are issued with a certificate of membership
- (b) The certificate of membership is signed by an authorised company signatory
- (c) The company can alter, cancel, or issue new certificates of membership
- (d) If a certificate of membership is defaced, lost, or destroyed it may be replaced upon the payment of a fee, unless a fee exemption is approved by the CEO.

9.7 Register of Members

- (a) A register of members is kept
- (b) All members are captured into the register of members
- (c) The register of members contains the following required information:
 - i. The member's name
 - ii. The member's contact details
 - iii. The date the member was entered into the register of members
 - iv. The membership category
 - v. The date the Professional member status was attained.
- (d) A member who ceases to be a member is removed from the register of members after seven successive years of cessation.

9.8 Member Voting Rights

Voting Rights are as follows:

- (a) **Professional Members:** entitled to vote at all meetings and eligible to nominate for and be elected as a director
- (b) **Individual Members:** entitled to vote at all meetings-after twelve (12) months of continuous membership and not eligible to nominate for or be elected as a director
- (c) **Life Members:** entitled to vote at all meetings and eligible to nominate for and be elected as a director
- (d) **Corporate Members (including nominees):** not entitled to vote at meetings and not eligible to nominate for or be elected as a director
- (e) **Student Members:** not entitled to vote at meetings and not eligible to nominate for or be elected as a director.

10 Fees

10.1 Setting of Fees

The Board set and vary the fees and payment conditions for members; the fees are reviewed annually.

10.2 Notice of Fees

- (a) The company must notify members of the:
 - i. Fee amount
 - ii. Due date
 - iii. Method of payment.
- (b) A non-receipt, or accidental omission of a fee notice does not affect the obligation to pay the fee.

10.3 Payment of Fees

- (a) All fees paid to the company by members are non-refundable
- (b) Non-payment of a fee by a member may result in the addition of late fees
- (c) Non-payment of a fee by a member will result in the membership being forfeited.

11 General Meetings

11.1 Annual General Meeting

The company holds the annual general meeting (AGM) before 30 November each year.

11.2 Calling of the AGM

The Board calls the AGM in accordance with the Act.

11.2.1 Business of AGM

- (a) The consideration of the annual financial report, Chair's report, and Auditor's report
- (b) The confirmation of elected Directors
- (c) The appointment of the Auditor
- (d) The fixing of the Auditor's remuneration
- (e) Member resolution(s) where the resolution meets the criteria of the Act and:
 - i. Is in writing
 - ii. Sets out the wording of the proposed resolution
 - iii. Is signed, proposing to move the resolution, by the lesser of:
 - a. one hundred (100) members who are entitled to vote at the AGM OR
 - b. five per cent of the members who are entitled to vote at the AGM
 - iv. Is provided to the Board one month before the AGM.
- (f) The company calls for member resolutions 45 days before the AGM
- (g) Subject to the Act, the company will distribute to members a copy of a member resolution that meets the requirements in clause 11.1.2(e)(e) at the same time as notice is given of the AGM under clause 11.2.2
- (h) The company is not obliged to accept, distribute or include in the business of an AGM any member resolutions that do not satisfy the requirements of clause 11.1.2(e)
- (i) Accepted valid resolutions are distributed to members
- (j) No other member resolutions are accepted during the AGM.

11.3 All General Meetings

11.3.1 Calling of a General Meeting

A general meeting is called by:

- (a) The Board
(b) A director or
(c) Five per cent (5%) of voting members.

11.3.2 Notice

- (a) Notice of the meeting is provided to all members at least 21 days prior
- (b) The notice is sent to members via the preferred method in the register of members or as otherwise determined by the Board
- (c) The notice states:
 - i. The place, date, and time for the meeting (including a virtual meeting link if required)
 - ii. Agenda
 - iii. Valid member resolutions (if any)
 - iv. Special resolutions (if any)

- v. Proxy entitlements.
- (d) A non-receipt, or accidental omission of a notice of the meeting does not invalidate the proceedings of the meeting
- (e) A notice is considered as delivered when:
- (f) Delivered via email or electronic communication; within 24 hours of the delivery date and time
- (g) Delivered via mail, within fourteen days of the posted date.
- (h) The company reserves the right to cancel, defer or amend a notice for the meeting.

11.3.3 Location of the Meeting

- (a) A meeting is held either in person, virtually or a combination of both
- (b) The Board decides the appropriate format for the meeting in time for notification of the meeting details to the members
- (c) Where the meeting is held in person, or a combination of in person and virtual, the Board agree on and advise members of a suitable location for the in-person meeting with advice on how to participate virtually to the meeting
- (d) Where the meeting is held virtually, the Board will agree on and provide members advice on how to participate virtually to the meeting.

11.3.4 Chair

- (a) The meeting is presided by the Chair
- (b) Where the Chair or Vice Chair are not present within 30 minutes after the time appointed for the meeting, the members at the meeting and their proxies by majority elect one director to chair the meeting
- (c) The Chair at any time during the meeting can excuse themselves as the Chair and nominate another director in their role.

11.3.5 Quorum and Adjournment

A representation of five percent (5%) of members entitled to vote is considered a quorum for the meeting. A member entitled to vote is one who holds appropriate status in accordance with clause 9.1 and is present at the meeting, or is a member appointed as a proxy of an entitled member in accordance with clause 9.8

- (a) If a quorum is not present within 30 minutes of the commencement of the meeting, the meeting is dissolved, unless the Chair of the meeting adjourns the meeting to another date, time, and place
- (b) If a quorum is not present within 30 minutes after the commencement of an adjourned meeting, the meeting is dissolved.

11.3.6 Voting

- (a) Every member present (in person or virtual) and entitled to vote as per section 9.8 has one vote
- (b) A valid proxy is entitled to vote and has one vote
- (c) A resolution put to vote at the meeting is decided by a show of hands, unless a poll is demanded

- (d) A poll is demanded by:
 - i. At least five members entitled to vote on the resolution
 - ii. Members with at least five per cent (5%) of the votes that may be cast on the resolution on a poll or
 - iii. The Chair of the meeting.
- (e) Where a poll is demanded:
 - i. The Board appoints a panel of scrutineers of two professional members
 - ii. The scrutineers examine all votes and:
 - a. Accepts valid votes
 - b. Rejects votes for:
 - i. Members who are not entitled to vote or
 - ii. Failed to follow the voting instructions.
- (f) A resolution is considered passed if the resolution meets the necessary votes for the type of resolution
- (g) All resolutions and voting decisions of members are captured in the meeting minutes
- (h) In the case of an equality of votes, the Chair has the casting vote.

11.3.7 Proxies

- (a) A proxy is appointed by a member where they are unable to attend the meeting
- (b) A member can only be a proxy for one other member
- (c) A proxy is appointed by a member in accordance with the Proxy Nomination procedure
- (d) A proxy has the same rights as a member entitled to vote at the meeting
- (e) A proxy is appointed for the nominated meeting
- (f) Where the appointment of proxy form specifies how to vote in a resolution, the proxy must vote as specified
- (g) The appointment of a proxy is only valid when it has been signed and lodged with the Company two business days prior to the meeting
- (h) In the event of death of the appointer, a proxy vote is invalid.

11.3.8 Members not Entitled to Vote

- (a) A member who:
 - i. Does not hold voting status in accordance with clause 9.8 or
 - ii. Has not paid their membership renewal fee within 30 days past the due date or
 - iii. Has ceased to be a member
- (b) Is not entitled to vote on a resolution either personally or by proxy at a meeting and is not counted in a quorum.

11.3.9 Electronic Vote

- (a) The Board may submit a resolution(s) to members by means of an electronic vote

- (b) An electronic vote has the same force and effect as a resolution passed at the meeting
- (c) An electronic vote can be facilitated to pass special resolutions
- (d) A notice is provided to members on the conditions of the electronic vote.

11.3.10 Minutes of Meetings

Minutes for the meeting are taken including:

- (a) The names of those present at the meetings
- (b) The resolutions and voting decisions.

11.4 Member Called Meetings

11.4.1 Calling of Meetings

When 5% of the membership validly call a meeting:

- (a) The Board must convene it
- (b) The Board does not have the discretion to cancel the meeting.

11.4.2 Notice

- (a) Central office will supply relevant details of membership to enable calling of meeting
- (b) Notice of the meeting is provided to all members at least 21 days prior
- (c) The notice is sent to members via the preferred method in the register of members or as otherwise determined.

12 Board

12.1 Board Responsibilities

The Board is responsible for:

- (a) The overall governance, management, and strategic direction of the Company
- (b) Monitoring the operational and financial position of the Company
- (c) Driving organisational performance to deliver value to members
- (d) Identifying and overseeing the controls and monitoring of risks
- (e) Overseeing and evaluating the performance of the CEO.

12.2 Board Powers

- (a) The Board has the powers to undertake any activities for which they are responsible for except where the Act or this Constitution defines as being required at a general meeting
- (b) The Board may delegate and revoke any of their powers (including this power to delegate) to a Director, Committee, the CEO, or an employee of the Company
- (c) The Board has the powers to establish, amalgamate, or dissolve groups such as Branches, Chapters, Committees, Working Groups and Communities of Practice

- (d) The Board has the powers to establish one or more subcommittees consisting of the members of the Company the Board considers appropriate
- (e) The Board has the powers to execute documents in accordance with the delegations of authority register
- (f) All powers, where delegated by the Board, are recorded in the delegations of authority register
- (g) The Board has the powers to appoint or remove officers of the company (including the CEO) in accordance with agreed contractual terms and conditions and the Board Charter.

12.3 Board Composition

- (a) The Board must have a minimum of eight and a maximum of twelve (12) Directors
- (b) The Board composition must include:
 - i. At least five and up to seven elected Directors
 - ii. At least three and up to five appointed Directors
 - iii. A majority of elected Directors.
- (c) The Board elects one Chair and one Vice Chair of the Board from the elected and appointed Directors who holds office in accordance with the Board Charter
- (d) Where the Board does not hold the minimum number of Directors, the Board has a period of six months after the AGM or the Director's departure to replace the Director.

12.4 Appointment of Directors

- (a) Elected Directors are appointed via an election of all professional members and individual members meeting the required status in accordance with the election procedure as approved by the Board, or, appointed to fill a casual vacancy that arises in accordance with clause 12.12
- (b) Appointed Directors are appointed by ordinary resolution of the Board in accordance with the Board Charter
- (c) An Alternate Director is appointed by a director and approved by the Board, to exercise some or all the Director's powers for a specified period or as otherwise notified by the Board.

12.5 Eligibility of Directors

Eligibility of an elected director and appointed director is in accordance with the Board Charter.

12.6 Responsibility

A Director, Chair and Vice Chair are responsible for activities in accordance with the Board Charter.

12.7 Term

- (a) The term of a director is for two years

- (b) The term of the Chair and Vice Chair is for two years (subject to being a current Director)
- (c) To ensure continuity of the Board, all elected Directors are managed through staggered election timeframes:
 - i. Where three or more Directors are up for re-election, the Executive Committee alters the timeframe by reducing or extending the time of the current or following term by one year.
- (d) The term of a director commences and concludes at the end of the calendar year following the AGM
- (e) A Director can sit a maximum of three consecutive terms
- (f) Where an elected director has served three consecutive terms, they may renominate for election to the Board after a two-year absence from the Board (unless they are allowed to renominate under 12.7(g))
- (g) An appointed director becomes ineligible for re-nomination at the conclusion of the third term of two years, unless the Board agree to extend the eligibility to stand for a further term where they:
 - i. deem the director is high performing and essential to the execution of the strategy over the next term or
 - ii. are unable to source a suitably skilled replacement to an appointed Director.

12.8 Cessation of Directors

- (a) The cessation of Directors is in accordance with the Board Charter
- (b) A director may only be removed from office by the members at a General Meeting in accordance with Act
- (c) The Board may suspend a director pending the outcome of a General Meeting called to consider their removal, provided that such suspension is in accordance with natural justice and the Director is given the opportunity to respond.

12.9 Conflict of Interest

- (a) A conflict of interest (actual, potential, or perceived) is when:
 - i. A director has a private, financial, or other interest in an activity being undertaken by the Company
 - ii. The interest could conflict with the performance of the Director's duties.
- (b) Where a director has a conflict of interest, the director must declare as soon as identified, the nature of the conflict to the Company
- (c) After declaration, the Board must agree on the action appropriate to the nature of the conflict of interest.

12.10 Remuneration of Directors

- (a) Appointed Directors may be remunerated for their service as a director of the company and such remuneration:
 - i. Is subject to Board approval

- ii. Must be inclusive of all fees relating to the work undertaken by the appointed Director.
- (b) Elected Directors
- i. Are not eligible for remuneration in their role as a director of the Company
 - ii. The company pays all approved out of pocket expense incurred by elected Directors in undertaking activities on behalf of the Company.

12.11 Proceedings of Board meetings

All meetings of the Board are in accordance with the Board Charter.

12.12 Vacancies on the Board

- (a) If there are insufficient nominations received to fill all Elected Director positions on the Board, or an elected director resigns or is otherwise removed from their position during their term, these positions are deemed casual vacancies
- (b) The Board may appoint any professional member to a casual vacancy that occurs in the position of Elected Director
- (c) Any casual vacancy may only be filled for the remainder of the Elected Director's term.

13 Misconduct

13.1 Complaint

- (a) A complaint can be lodged with the company about a member, director, or an officer of the company in relation to professional misconduct
- (b) All complaints are assessed and investigated in accordance with the Complaints and Grievances Policy.

13.2 Misconduct

13.2.1 Member

Member misconduct is when a member has:

- (a) Obtained admission to the membership of the company by improper means, including making a false declaration
- (b) Breached this Constitution, Code of Conduct or policies of the company or
- (c) Pleaded guilty or been found guilty of (with or without conviction), an offence before any court which in the opinion of the Board is inconsistent with the professional values of the company or expected conduct of a member
- (d) Failed to comply with a reasonable request made by the Company.

13.2.2 Director

Director misconduct is when a director has:

- (a) Breached this Constitution, Code of Conduct or policies of the company

- (b) Pledged guilty or been found guilty of (with or without conviction), an offence before any court which in the opinion of the Board is inconsistent with the professional values of the company or expected conduct of a member or
- (c) Failed to comply with a reasonable request made by the Company.

13.2.3 Officer

Officer misconduct is when an officer has:

- (a) Breached this Constitution, Code of Conduct or policies of the company
- (b) Pleaded guilty or been found guilty of (with or without conviction), an offence before any court which in the opinion of the Board is inconsistent with the professional values of the company or expected conduct of a member or
- (c) Failed to comply with a reasonable request made by the Company.

13.3 Investigation Committee

- (a) The Board appoints the investigator to determine the:
 - i. Validity of the complaint and
 - ii. Outcomes.
- (b) The Investigation committee must consist of:
 - i. The CEO
 - ii. One director
 - iii. Company Secretary
 - iv. Other specialist(s).
- (c) At least one member of the investigation committee must not be a member
- (d) Where a member of the investigation committee has a conflict of interest, that member must declare as soon as identified and be replaced with an alternative committee member.

13.4 Investigation

- (a) All complaints lodged with the company are reported to the investigation committee
- (b) Once a complaint has been lodged and verified by the investigator, the investigator completes the investigation and provides an investigation report to the investigation committee
- (c) The investigation committee reviews the investigation report and acts in accordance with the Complaints and Grievances Policy
- (d) All complaints will be provided natural justice and the right to appeal in accordance with the Complaints and Grievances Policy.

13.5 Penalties

The following penalties may be imposed by the Board:

- (a) Forfeit membership

- i. Where a member's membership is forfeited:
 - a. The company must record the member's resignation in the register of members in accordance with clause 9.79.7
 - b. The member must pay all money owing.
- ii. Suspend membership
 - a. Where a member's membership is suspended:
 - i. The Board must advise in writing:
 - a. The period of suspension
 - b. Terms and conditions as to re-instatement of membership.
 - ii. The company must record the member's suspension in the register of members in accordance with clause 9.7
 - iii. The member must pay all money owing
 - iv. During suspension, the member does not maintain voting rights where the member is a professional, individual with 12 months continual membership or life member
 - v. The member must maintain conduct in accordance with the governance framework.
- iii. An official statement
- iv. Lowering of member status and/or removal of any designation.

14 Indemnity

14.1 Indemnity for Directors

- (a) In relation to any conduct of a director that is within their roles and responsibilities as director of the Company, the company protects a director against:
 - i. Any personal liability incurred by the Director
 - ii. Any liability for legal costs or expenses incurred in defending proceedings.
- (b) The company makes (or agrees to makes) payment for costs and expenses incurred by an officer in defending of proceedings provided an agreement is made to repay the amount on terms and conditions imposed by the Board
- (c) All clauses are limited by the restrictions imposed in clause 14.2.

14.2 Restrictions on Indemnity

The company does not indemnify a director against:

- (a) A liability owed to the company
- (b) A liability for certain pecuniary penalty orders or compensation orders
- (c) A liability that is owed to someone other than the company and did not arise out of conduct in good faith

- (d) A liability that arises out of a breach of a director's duties under the Act, or conduct that is outside of the scope and/or authority of their role as a director of the company
- (e) Legal costs if the costs are incurred in defending or resisting:
 - i. Proceedings where the director is found to have a liability for which they could not be indemnified in clause 14.214.2.
 - ii. Criminal proceedings where the director is found guilty
 - iii. Proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established.

14.3 Period of Coverage

The company imposes a limit on the indemnity of Directors to seven years after the director is no longer a director.

14.4 Insurance Premiums

- (a) The Board determines whether the company will pay the premium for a director's indemnity insurance policy
- (b) The company will not pay an insurance premium for an officer against a liability arising out of:
 - i. Conduct involving a wilful breach of duty in relation to the Company
 - ii. A contravention of the Act.