



CONSTITUTION OF THE
RECORDS AND INFORMATION MANAGEMENT
PROFESSIONALS AUSTRALASIA

A COMPANY LIMITED BY GUARANTEE

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CHAPTER 1: DEFINITIONS

1.1 Definitions

The following words and expressions in this Constitution have several meanings hereby assigned to them unless such meanings are excluded by or are repugnant to the context or subject matter (that is to say):

Board of Directors	Board of Directors Means the Board of Directors of the Company constituted under this Constitution for the management and control of the Company and of its funds.
Book	Includes any account deed writing or document and any other record of information however compiled, recorded or stored whether in written or printed form or on microfilm or by electronic process or otherwise.
Branch	Means a group of members of common interest or geographical location, determined by the Board of Directors to have sufficient support or reason from which a Branch Council may be established.
Branch Council	Means a Council of the Company established to assist, advise and guide the Branch towards the policy objectives established by the Board of Directors.
Branch Councillor	Means a member elected or appointed to a Branch Council in accordance with this Constitution.
Branch President	Means the President for the time being of a Branch Council of the Company.
By-Laws	Means the By-laws for the time being of the Company created in accordance with this Constitution.
Chapter	Means a group of members of common interest or geographical location that is too big to be a Special Interest Group but of insufficient size to act as a Branch.
Chair of the Board	Means the Chair of the Board for the time being of the Company.
Committee Member	Means a member of a committee established under this Constitution at the direction of the board.
Company	Means the company called the Records and Information Management Professionals Australasia (RIMPA)
Company Secretary	Perform the duties and responsibilities of a Company Secretary as required by the Corporations Act (CA), the Company's Constitution, the Australian Stock Exchange (ASX) Listing Rules - as applicable - and any other relevant legislation or regulation.

Director	Means a natural person elected to the Board of Directors in accordance with this Constitution.
Director (Non-Representative)	Means an unelected person invited onto the Board of Directors by the Board of Directors in accordance with this Constitution.
General Meeting	Means a General Meeting of the members of the Company or a Branch thereof (as the case may be or the context may require) lawfully convened and held in accordance with this Constitution.
Journal	Means any journal adopted by the Board of Directors as an official journal of the Company.
The Law	Means the Corporations Law as amended from time to time.
Member	Means a natural person who has complied with the Constitution and By-laws in relation to membership and who has paid all fees and subscriptions due.
Month	Means a calendar month.
Officer	Has the same meaning as defined in the Law and includes the Investigator and the Investigations Review Officer
Post	Means any form of postage including but not limited to Prepaid Post, Parcel Post, Registered Mail, Courier, Business Post, Next Day Delivery.
Prescribed Accreditation	Means the accreditations prescribed by the Board of Directors for candidates for admission as professional members of the Company or for a change in status in accordance with this Constitution.
Pronouncements	Means the Pronouncements for the time being of the Company created in accordance with this Constitution.
Professional Member (Certified)	Means a member who has satisfied the relevant prescribed accreditation and annual CPD requirements in holding the status of either Associate, Chartered Member or Fellow.
Register	Means the register of members of the Company to be kept pursuant to the Law.
Regulations	Means the Regulations for the time being of the Company created in accordance with this Constitution.
Written and In Writing	Includes all modes of representing or reproducing words in a visible form.

Words importing the singular number include the plural number and words importing the plural number include the singular number.

Words importing the masculine gender include the feminine gender.

Headings are for ease of reference and shall not affect in any way the interpretation or construction of the Clause or Clauses to which they refer.

CHAPTER 2: NAME, REGISTERED OFFICE AND OBJECTS OF THE COMPANY

2.1 Name

The name of the Company is the “*Records and Information Management Professionals Australasia*”.

2.2 Registered Office

The Registered Office of the Institution shall be in such place as the Board of Directors may from time to time appoint.

2.3 Purpose of the Company

The purpose for which the company is established:

Advancing and Connecting the Records and Information Management Profession

2.4 Objects of the Company (Objectives)

The objects for which the Company is established are:

- a. To co-ordinate and co-operate with the records and information related professions, industry and the public to support, promote, protect and maintain a body of professional Records and Information Management Professionals and the records and information management profession more generally.
- b. To consider questions affecting the interests of members of the Company and the profession, advocate to protect and advance the status and interests of members of the Company and the profession more widely.
- c. To prescribe and adopt standards and classification of attainments and qualifications of members and for such purposes to conduct accreditations, assessments of those standards and to confer qualifications to designate the standard and status of members.
- d. To provide maintain, extend and improve a library or libraries containing technical literature and such other literature as may be of interest to members and to acquire, preserve and disseminate information and statistics concerning or relating to the principles and practice of records and information management subjects and other matters of interest to members.
- e. To encourage the study of records and information management subjects and for the purpose to donate and to encourage the donation on such terms and conditions as may from time to time be determined or prescribed a prize or prizes or other rewards or distinctions.
- f. To promote the professional development of members by appropriate means, including providing courses of training and education and holding events.

- g. To carry on business as proprietors and publishers of newspapers, journals, magazines, books and other literary works and undertakings of interest or advantage to members and students.
- h. To accept grants of money and or land, donations, gifts, subscriptions and other assistance in furtherance of the objects of the Company and to conform to any proper conditions upon which such grants and other payments may be made.
- i. To communicate, affiliate or enter into partnership or other cooperative relations whether formal or informal with other institutions, societies and associations to forward the objects of the Company.
- j. Where it is in the interests of the Company and its members to do so, amalgamate with anybody whether corporate or un-incorporate whose objects are similar to those of the Company and whose Constitution prohibits the division of its income and property amongst its members at least to the same extent as is provided in this Constitution in relation to the Company.
- k. To do all such other lawful things as may be incidental to or conducive to the attainment of the above objects.

2.5 Income and Property of the Company

- a. The income and property of the Company shall be applied solely towards the promotion of the objects of the Company. No portion of the income and property of the Company shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise to the persons who at any time are or have been members of the Company.
- b. Nothing in this Clause shall prevent the payment in good faith of remuneration to any officers or servants of the Company or to any member thereof in return for any services actually rendered, to the Company.

2.6 Liability to Members and Winding Up

- a. The liability of the members is limited.
- b. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that the member is a member, or within one year afterwards for payment of its debts and liabilities of the Company contracted before the time at which the member ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributory among themselves such amount as may be required not exceeding six Australian dollars (AU\$6.00).
- c. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members, but shall be given or transferred to some other Association or Institution having objects similar to the objects of the Company; and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof, such Association or Institution to be determined by the members of the Company at or before the time of dissolution and in default thereof by the Judge of the Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to

some charitable object.

CHAPTER 3: MEMBERS

3.1 Membership

a. There shall be three (3) membership categories;

- i. Individual
- ii. Corporate and
- iii. Vendor

which define whether the membership is held by an individual, an employer, vendor, institution, legislative body or other party.

b. There shall be the following classes of membership available to an individual member;

- i. Affiliate;
- ii. Associate;
- iii. Chartered member
- iv. Fellow;
- v. New Graduate;
- vi. Honorary Member.
- vii. Retired Member
- viii. Student Member and
- ix. Life Member

The membership class of a member is hereafter referred to as a member's status.

c. Members of the Company who hold the status of Associate, Chartered Member or Fellow are collectively referred to as *CERTIFIED MEMBERS* (Professional).

d. Professional Members who are current financial members of the Company are the only classes of members with voting rights of the Company.

e. The number of members of the Company is unlimited.

f. Any member who has retired from active full-time employment shall be entitled to apply in writing to have their name entered as Retired according to his status in the Company.

g. Any member, who is a full-time student undertaking records management/archives or similar study, shall be entitled to apply in writing to have their name entered as Student member. Such applications shall be accompanied by a certified copy of their student card.

h. Any member, who is a part-time student enrolled in a tertiary course accredited by the Company, and not engaged in full-time work shall be entitled to apply in writing to have their name entered as a Student member. Such applications shall be accompanied by a certified copy of their student card.

i. In addition to existing members, such persons as may be hereafter admitted to membership in accordance with this Constitution shall be entered into the Register and shall be members of the Company.

j. For admission as a member of the Company, every applicant shall comply with the requisites of this Constitution and By-Laws for membership and also comply with such

other requirements as the Board of Directors may prescribe either generally or in any particular case.

- k. For advancement in membership, a member who is an applicant for advancement shall comply with the requisites of the By-Laws for advancement and comply with such other requirements as the Board of Directors may prescribe, either generally or in particular case.
- l. Every applicant shall apply in the form and manner and pay the fees to such persons as the Board of Directors may from time to time prescribe and shall agree that if admitted, the member will be bound by the provision of the Constitution of the Company and of the By- Laws, Regulations and Pronouncements of the Board of Directors then in force or which may thereafter from time to time be in force.
- m. The Board of Directors may in its discretion and without being required to assign any reason therefore refuse to accept any application for admission to membership of the Company and may in like manner refuse to admit any applicant to membership.

3.2 Special Cases

- a. A member of any body of records and information professionals which the Board of Directors thinks fit to recognise may be admitted to membership of the Company on terms and conditions as may from time to time be prescribed by the Board of Directors.
- b. The Board of Directors may by resolution passed by not less than two-thirds of Directors present and voting admit all or any of the members of any other body of records and information management professionals in the Company in the status which the Board of Directors deems appropriate.
- c. The Board of Directors may by resolution passed by a majority of not less than two-thirds of Directors present and voting dispense with all or any of the requirements of the Constitution and By-laws regarding admission and admit any person to the membership of the Company in such status as it thinks fit or grant a change in status to any member.

3.3 Life Members

- a. Any member who has rendered such services to the Company as would in the opinion of the Board of Directors entitle the member to the distinction or upon whom the Board of Directors desires to confer such distinction may be elected a Life Member by the Board of Directors.
- b. A Life Member shall be entitled to all the privileges of membership without payment of the annual subscription.

3.4 Honorary Members

- a. Any person who is not a member of the Company may be elected an Honorary Member by the passing of a Resolution by the Board of Directors.
- b. The Board of Directors may revoke Honorary Membership at any time without ascribing any reason for so doing.

3.5 Resignation of Members

- a. A member wishing to resign membership shall forward a written resignation to the

Company. The member shall return any Certificates and shall pay all monies owing to the Company whereupon the member's resignation may be accepted by the Company PROVIDED THAT no resignation shall be accepted from a member against whom a complaint has been lodged in terms of this Constitution until any investigation or disciplinary procedure has been completed.

- b. Notwithstanding non-compliance with sub-clause 3.1 (j), the Company may accept the resignation of a member.

3.6 Re-instatement of Members

- a. Subject to sub-clause 3.5 (b), a person whose name has been removed from the Register under this Constitution, may apply in writing to the Company at any time for reinstatement.
- b. A person, whose name has been removed from the Register due to disciplinary action by the Company or by any other professional body, must apply in writing to the Company Secretary in the first instance, for reinstatement.
- c. An applicant may be reinstated upon such terms and conditions and upon giving such information and explanation as the Board of Directors may deem fit.
- d. If the Company rejects an application for reinstatement, it shall give notice in writing of its decision. Such notice shall be personally served upon the applicant or posted to the applicant by registered mail to the last known address of the applicant. The said notice, if posted, shall be deemed to have been received by the applicant three working days after the date of such posting.
- e. The applicant may within thirty days after the said notice of such decision is deemed to have been received, give notice of appeal in writing stating the grounds of appeal to the Company Secretary. Every appeal shall be determined by the Board of Directors.

3.7 Designations

- a. A member of the Company may use whichever of the following words or post-nominal's as appropriate to the member's status:
 - i. Associate of the Records and Information Management Professionals Australasia or the letters **ARIM**, or
 - ii. Chartered Member of the Records and Information Management Professionals Australasia or the letters **MRIM**, or
 - iii. Fellow of the Records and Information Management Professionals Australasia or the letters **FRIM** or
 - iv. Other status as prescribed by the Board of Directors from time to time.

CHAPTER 4: GENERAL MEETINGS OF THE COMPANY

4.1 Annual General Meeting (AGM)

- a. The Company shall, in addition to any other meetings held by the Company, hold a General Meeting, to be called the “Annual General Meeting”, subsequent to the Annual Branch Council Meeting at such time not being later than the last day of the fifth month following the close of the preceding financial year and at such place which the Board of Directors shall determine.
- b. The Board of Directors may whenever it thinks fit, convene a General Meeting, and subject to the Law shall on the requisition of not less than 20% having at the date of the requisition a right to vote at general meetings forthwith convene a General Meeting of the Company as provided by the Law. This General Meeting shall be held at such place as the Board of Directors shall determine.

4.2 Business of AGM

- a. Subject to the Law, a member wishing to bring before an Annual General Meeting any motion or business not being the ordinary annual business of the Company shall give notice thereof in writing to the Board of Directors not later than one month after the close of the financial year immediately preceding that Annual General Meeting. No motion or business (other than business brought forward by the Board of Directors) shall come before the meeting unless notice thereof has been given in accordance with this Clause.

4.3 Notice

- a. Not less than twenty-one days, notice of every General Meeting specifying the place, day and hour of the meeting and the general nature of the business to be dealt with shall be given to the members in the manner hereinafter provided.
- b. Not less than twenty-one (21) days, notice of every General Meeting at which it is proposed by the Company to pass a special resolution as defined by the Law specifying the place, day and hour of the meeting and the intention to propose the resolution as a special resolution shall be given to the members in the manner hereinafter provided or in such manner (if any) as may be prescribed by the Company in General Meeting.
- c. All notices may be served upon any member either personally, or by sending the same through the post addressed to such member at the member's address as entered in the Register, or may be given electronically if a member nominates an electronic address or in exceptional circumstance, may be served by advertisement if such notice be intended for all members of the Company. Notices of meeting served by advertisement shall contain details of the nature and purpose of the meeting. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by any member shall not invalidate the proceedings of a meeting held in pursuance of such notice.
- d. Notice of meetings of the Company shall be deemed to be sufficiently given if notice thereof be published in the Annual Report of the Company.

- e. Notwithstanding anything contained in Clauses 4.3 (a) (b) (c), notice of a General Meeting of the Company specifying an intention to propose a resolution as a special resolution shall be served by sending the same through the post, or may be given electronically if a member nominates an electronic address. Notice in the Annual Report of the Company shall constitute sufficient notice within the meaning of this Clause.
- f. Any notice sent by post shall be deemed to have been served on the third working day following posting. Any notice sent electronically shall be deemed to have been received on the day of electronic transmission.

4.4 Proceedings at General Meetings

4.4.1 Quorum

- a. Five percent personally present and entitled to vote shall be a quorum for a General Meeting of the Company and no business shall be transacted at any General Meeting unless the requisite quorum shall be present for the commencement of the business.
- b. For the purpose of determining whether a quorum of members is present, a person attending as a proxy, or as representing a member, shall be deemed to be a member.

4.4.2 Place of Meeting

- a. For the purpose of this constitution, a General Meeting may be held at two or more venues using any technology that gives members as a whole a reasonable opportunity to participate.

4.4.3 Chair of General Meeting

- a. Subject to sub-clause (b) hereof, the Chair or, in the Chair's absence, the Vice Chair of the Company or in the absence of the above, a Director to be chosen by the members present, shall be entitled to take the Chair at every General Meeting of the Company and, if at any meeting no person entitled to take the chair shall be present within fifteen minutes after the time appointed for holding such meeting or if such persons present decline to take the chair then the members present shall choose one of their number to be Chairman.
- b. The Chairman of the Annual General Meeting shall be the Chair of the Company for the period to which the Annual Report refers. In the absence of the Chair for that period, the Chairman shall be the most senior office bearer for that period present. The office bearers for the same period shall also be presents at the Annual General Meeting for purposes of presenting their reports to the Annual General Meeting.
- c. Notwithstanding Clauses 4.3 (d) and (e), if under Clause 4.1 (a), an election of a Chairman is required, and a poll is demanded, the poll shall be taken forthwith.

4.4.4 Quorum Not Present

If quorum is not present within fifteen minutes of the time appointed for the meeting:

- a. Where the meeting was convened upon the requisition of members – the meeting shall be dissolved; or

- b. In any other case:
 - i. The meeting stands adjourned to the same day in the next week at the same time and place of to such other day (not being more than fourteen days after such meeting) at such time and place as the Chairman of the meeting may appoint; and
 - ii. If at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, the meeting shall be dissolved.

4.5 Proceedings of General Meetings

4.5.1 Votes of Members

- a. Subject to the provisions of Clauses 4.4.3 (c) and 4.4.4 on a show of hands, every member present in person and entitled to vote shall have one vote and upon a poll every member present in person by proxy or by attorney and entitled to vote shall have one vote.
- b. Votes may be given either personally or by proxy or by attorney as hereinafter provided.
- c. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - i. By the Chairman; or
 - ii. By at least 5 members present in person or by proxy.
- d. Unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- e. The demand for a poll may be withdrawn.
- f. Subject to sub-clause (b) hereof, if a poll is demanded, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded.
- g. A poll demanded on a question of adjournment shall be taken forthwith.

4.5.2 Adjournment of Meeting

- a. The Chairman of a meeting may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took

place.

- b. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- c. Except as provided by sub-clause (b) it is not necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

4.5.3 Proxies

- a. An instrument appointing a proxy shall be in writing under the hand of the appointer or of the appointer's attorney duly authorised in writing. Such instrument of proxy may be for a special meeting and any adjournment thereof.
- b. An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so proxies, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- c. An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- d. An instrument appointing a proxy shall be in the form or to the effect of the form prescribed by the By-laws.
- e. An instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a certified copy of that power or authority, is deposited with the Company or delivered to the Company Secretary by not later than 4:00 p.m. on the last working day not less than 48 hours prior to the day of the meeting.
- f. A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the appointer, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, if not prior notification in writing of the death, unsoundness of mind or revocation has been received at the office of the Company Secretary.
- g. Immediately after the consultation of the meeting for which the proxy instruments have been lodged, the proxy instruments shall be placed in an envelope, sealed and signed by the Chairman of the meeting and shall be held, unopened, by the Company Secretary for one month after the close of the meeting, after which they shall be destroyed.

4.5.4 Casting Vote of Chairman

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, in addition to the vote to which the Chairman may be entitled as a member, shall have the casting vote.

4.5.5 Members Not Entitled to Vote

No member shall be entitled to vote on any question either personally or by proxy or by attorney at any General Meeting of the Company or at a poll or in any postal ballot held by the Board of Directors or be counted in a quorum:

- i. Who is an Honorary Member;
- ii. Whose subscription or any other monies owing to the Company is overdue for three months.

4.5.6 Electronic Vote

The Board of Directors may at any time resolve that in lieu of submitting a proposal to a General Meeting, it shall submit a resolution or resolutions to members by means of an electronic ballot which ballot shall be conducted as nearly as practicable in the manner set forth herein and the result of such ballot shall have the same force and effect as a resolution passed at the General Meeting of members. This procedure may not be employed to pass special resolutions.

- a. Prior to sending to members the voting papers, the Board of Directors shall appoint a panel of scrutineers, at least two of whom shall act as such.
- b. The Board of Directors shall cause voting papers to be delivered to each member who would have been entitled, if present, to vote at a General Meeting held on the day of posting of the said voting papers via post or electronic communication. Such voting papers shall set out any resolutions proposed by the Board of Directors and shall contain full directions as to the method of voting.
- c. All members wishing to vote on any resolution must do so by voting in the manner indicated in the directions.
- d. Within seven days after the last day upon which votes can be received under subclause (c) the scrutineers or at least two of them shall meet and examine the votes.
- e. The scrutineers shall reject the vote of any member who at the date of such meeting was in arrears for more than three months with any subscription or any other sum prescribed by the Board of Directors or who has failed to observe the directions mentioned in subclause (b) (unless in their opinion the member clearly indicated the way in which the member wished to vote) and they may reject any other vote which in their view ought properly to be rejected.
- f. The scrutineers shall as soon as practicable report the result of the voting to the Chair and shall include in such report a statement of the number of votes rejected by them and the reasons for such rejection. The Chair shall arrange for the result of the ballot to be given to members within reasonable time after the receipt of such report in such manner as the Board of Directors may determine. The report of the scrutineers as to the result of the voting shall be conclusive.
- g. A resolution passed by such ballot shall have the same effect as if it were a resolution passed at a General Meeting of members held on the date of the report of scrutineers.
- h. Where for any reason the Chair is unable to exercise any powers granted to the position under this Clause the power shall be exercised by a Director appointed by the Board of Directors for that purpose.

CHAPTER 5: BOARD OF DIRECTORS

5.1 Powers and Duties of the Board of Directors

5.1.1 Management and Control

The management and control of the Company and of its funds shall be vested in the Board of Directors which, in addition to the powers and authorities by this Constitution expressly conferred on it, may exercise all such powers and do all such acts and things as may be exercised and done by the Company which are not by the Law expressly directed or required to be exercised or done by the Company in General Meeting and subject nevertheless to the provisions of the Law and this Constitution and to any resolution from time to time passed by the Company in General Meeting PROVIDED THAT NO RESOLUTION SHALL INVALIDATE ANY PRIOR ACT OF THE Board of Directors which would have been valid if such resolution had not been passed.

5.1.2 Express Power of the Board of Directors

Without prejudice to the general powers conferred by Clause 5.1.1 and the other powers conferred by this Constitution, it is hereby expressly declared that the Board of Directors shall have the following powers on behalf of the Company:

- a. It may from time to time make, vary, amend, enlarge, revoke and repeal By-laws, Regulations and Pronouncements ancillary to but not inconsistent with this Constitution on all subjects not expressly reserved for the Company in General Meeting whether the same be expressed amongst its powers or not, including the control of Councils, Chapters and Special Interest Groups and the responsibilities exercisable by them;
- b. It may prescribe conditions or qualifications (in addition to the requisites of this Constitution) for applicants for admission as members and for changes in the status of members, either generally or in any particular case;
- c. It may fund prizes, awards, scholarships or bursaries and set up special funds or make grants for the education advancement and training on such terms as it may think fit provided that the Board of Directors shall not award any prize, award or distinction of monetary value to a member except as a successful competitor at any competition held or promoted by the Company or in recognition of any outstanding achievement;
- d. It may at its discretion appoint such Officers and Agents for permanent, temporary or special services as it may from time to time think fit and may determine their duties and fix their salaries or emoluments and may require security in such instances and to such amount as it shall think fit and it may appoint from time to time the Bankers and Legal Advisers of the Company. It may also in its discretion remove or suspend such Officers and Agents;
- e. It may purchase, rent or otherwise acquire and furnish and equip suitable premises for the use of the Company;
- f. It may take cognisance of anything affecting the Company or the professional conduct of members and shall have power to bring before any meeting of the Company any matters which it considers material to the Company and may make any recommendations and take such action as it thinks fit in relation thereto;

- g. It may communicate from time to time with similar bodies and with members of the profession in other places for the purpose of obtaining and communicating information. It may also negotiate and arrange with other similar bodies for the reciprocal recognition of the status of members;
- h. It shall each year circulate amongst professional members a copy of the accounts and a report of the activities of the Company during the previous year and it may in its discretion print a list of members and such other information as it may deem of interest and circulate the same amongst the members;
- i. It may institute, conduct, defend, compound or abandon any legal proceedings by and against the Company or its Officers or otherwise concerning the affairs of the Company and also may compound and allow time for payment or satisfaction of any debts due or of any claims or demands by or against the Company;
- j. It may refer any claims or demands by or against the Company to arbitration and observe and perform every award made as a result of such arbitration;
- k. It may make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company;
- l. It may invest and deal with any moneys of the Company upon such security and in such manner as it thinks fit and it may from time to time vary and call in such investments;
- m. It may borrow or raise money by bank overdraft or otherwise by the issue of debentures or any other securities founded or based upon all or any of the property and rights of the Company, or without any such security and upon such terms as to priority or otherwise as it shall think fit;
- n. It may from time to time as it thinks fit establish committees and may revoke the establishment of any such committee;
- o. It may from time to time as it thinks fit establish Branch Councils in any place and may revoke the establishment of any such Branch Council;
- p. It may from time to time in its absolute discretion delegate any of its powers, authorities and discretions to any Director, committee, or other Officer of the Company on such conditions and for such period it may think fit and it may at any time revoke such delegation;
- q. It may appoint committees from its own members or from them and other persons including persons who are not members of the Company with such powers as it may prescribe provided such powers be not in excess of its own. At all meetings of any Committee which includes persons who are not members of the Company, the Chairman shall be a Director.
- r. It may from time to time in its absolute discretion make a payment to the employer of a member who is or has been the Chair as an amount appropriate to compensate the employer for the loss of services of the Chair or incidental expenses related thereto in connection with the period of office of the Chair. A member who is or has been Chair and who is a partner, or a principal of a business shall be deemed to be an employee of the business;
- s. Notwithstanding sub-Clauses 5.1.2 (r) hereof, it may from time to time in its absolute discretion make a payment to the employer of a member who is or has been a Director as an amount appropriate to compensate the employer for the loss of the services of the

Director or incidental expenses related thereto in connection with the period of office of the Director. A member who is a partner or a principal of a business shall be deemed to be an employee of the business;

- t. It may exercise all such powers, privileges and discretions as are not by Statute or this Constitution expressly and exclusively required to be exercised by the members in General Meeting; and
- u. It may from time to time establish a chapter at any place, including within a Branch, provided that any such chapter is governed by rules approved by the Board of Directors. It may at any time discontinue any such Chapter.

5.2 Formation of the Board of Directors

5.2.1 Entitlement to Vote

Each Branch Council shall be entitled to appoint in each term one member to the Board of Directors. The number of directors shall equal the number of branches of the Company.

5.2.2 Appointment of Directors

- a. Subject to this Constitution, any certified (professional) member, may nominate and be elected to serve on the Branch Council as its representative on the Board of Directors.
- b. Subject to Clause 5.2.2 (c), prior to the last day of the first month following the end of the relevant financial year, a Branch Council shall elect a Director pursuant to Clause 5.2.1. All such elections shall be conducted in such manner as may be prescribed by the By-laws.
- c. Subject to Clause 5.2.1 on the expiration of their terms of office the retiring Directors shall be eligible for re-appointment.

5.2.3 Term of Directorship

A "term" for a directorship is defined from the end of the Annual General Meeting following their appointment and concluding at the end of the Annual General Meeting three years hence the relevant Branch Council pursuant to Clause 5.2.1

5.2.4 Establishment of new Branch Councils

Where the Board of Directors pursuant to the power contained in sub-Clause 5.1.2 (o) establishes a new Branch Council, the Board of Directors may appoint the first Director in respect of such new Branch Council, such appointment to be until the expiration of the then current term of the Directors;

5.2.5 Casual Vacancy

Any casual vacancy occurring on the Board of Directors may be filled by the Branch Council by which the Director causing the vacancy was appointed, by another appointment by the relevant Branch Council. The appointee shall retain office for as long as the vacating Director would have retained the office if no vacancy had occurred.

5.2.6 Alternate Directors

- a. A Director may appoint, with approval from the Board of Directors, another member as an Alternate Director to exercise all or such delegated powers for a specified period or meeting.
- b. If the appointing Director so requests, the Company must give the Alternate Director notice of Directors' meetings
- c. Where an Alternate Director exercises validly the Director's powers, the exercise of the power is just as effective as if the powers were exercised by the Director.
- d. The appointment of the Alternate Director may be revoked at any time by the appointing Director or shall lapse when the specified time has lapsed.
- e. An appointment of an Alternate Director or its termination must be in writing. A copy of such must be provided to the Company.

5.2.7 Board of Directors appointed Directors

The Board of Directors may appoint up to two Directors for a term concluding at the end of the next Annual General Meeting if Branch Councils have not appointed a Director.

5.2.8 Directors vacating their directorship

The office of a Director shall ipso facto be vacated if:

- a. The Director ceases to be a member of the Company;
- b. The Director resigns from the Board of Directors;
- c. The Director is absent from three consecutive meetings of the Board of Directors without the consent of the Board;
- d. The Director becomes an insolvent under administration;
- e. The Director becomes prohibited from being a Director by reason of any Order made under the Law;
- f. The Director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- g. The subscription or any other monies owing to the Company by the Director are overdue for three months;
- h. The Director is appointed to any salaried office of the Company or any office of the Company for which a fee is paid by the Company or receives any remuneration from the Company provided that nothing in this Clause shall prevent the payment of interest at the lowest rate paid by the Company's banker in respect of term deposits from the time being on money borrowed from the Director or reasonable and proper rent from premises demised or let by the Director to the Company or the payment by the Company of reasonable and proper travel allowance or repayment of out-of-pocket expenses incurred by the Director in carrying out the duties of a Director and PROVIDED FURTHER THAT NOTHING IN THIS SUB-Clause shall affect the exercise of the power vested in the Board of Directors by sub-Clauses 5.1.2 (r) and (s) in relation to the Chair

or a Director who at the time of the exercise of such power is a Director. For the purposes of this sub-Clause, the expression “*out-of pocket*” expenses shall be taken to include all expenditure and outgoings incurred by such Director in carrying out the directions of the Board of Directors other than the payment by the Company of a travel allowance to a Director, and the Board of Directors shall prior to the Director undertaking the tasks in relation to which the Director will claim such out-of-pocket expenses, nominate the proportion of the Director’s own out-goings and business expenditure which the Director may claim, and thereafter from time to time until such tasks are completed, or until the Director ceases to be a Director; or

- i. The Director’s office is declared vacant by a resolution of a General Meeting of the Company.
- j. The Director appointed by resolution of the Board of Directors, ceases to have the confidence of a majority of not less than two-thirds of the Directors present and voting.

5.2.9 Quorum for meetings of the Board of Directors

- a. Five members of the Board of Directors present at any meeting duly convened shall constitute a quorum with power to act and questions arising at any meeting shall be decided in the first instance by a show of hands and in the event of an equality of votes the Chairman shall have a second or casting vote.
- b. The continuing Directors may act notwithstanding any vacancy in their number provided that not less than five Directors appointed by the Branch Councils continue in office.

5.2.10 Conflict of Interest

- a. If a Director is directly or indirectly interested in any contract or proposed contract with the Company; and
- b. The interest could conflict with the proper performance of the Director’s duties in relation to the contract or proposed contract:
 - i. The Director, as soon as practicable after becoming aware of the relevant facts, must declare the nature of the interest to the Company; and
 - ii. The Director will be disqualified from office in respect of the contract or proposed contract only. The disqualified Director will be unable to exercise any of the rights and benefits conferred to that position by the Company in relation to the contract or proposed contract.
- c. 5.2.10 (b)(ii) of this clause will not apply if the interest of the Director:
 - i. May be properly regarded as not being material, and
 - ii. Does not exceed 5% of the capital of the business proposing to enter into a contractual arrangement with the Company; and
- d. Any such contract, once entered into, shall be disclosed both as to the parties and as to the nature of the contract in the Annual Report covering the period when such contract is entered into, and in each subsequent Annual Report during the currency of such contract.
- e. A director must exercise their powers and discharge their duties:

- i. In good faith and for the best interest of the Company; and
 - ii. For a proper purpose.
- f. A director must not improperly use their position to:
 - i. Gain an advantage for themselves or someone else; or
 - ii. Cause detriment to the Company.
- g. A director must not improperly use information obtained or received as a director to:
 - i. Gain an advantage for themselves or someone else; or
 - ii. Cause detriment to the Company.
- h. The Board of Directors by special resolution, may remove a Director found to have breached Clause 5.2.10 from the Board of Directors and bar such person from being a Director of the Company for a minimum of three years.

5.3 Proceedings of Board of Directors Meetings

5.3.1 Regulating Meetings

The Board of Directors may meet, adjourn and otherwise regulate their respective meetings as they shall think fit PROVIDED THAT the Board of Directors shall meet at least once every year.

5.3.2 Quorum for a Meeting

A meeting of the Board of Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in it by any means whatsoever.

5.3.3 Convening a meeting

A meeting of the Board of Directors shall be convened at any time upon the request of the Chair or of the Vice Chair or of five Directors.

5.3.4 Voting on Questions

Questions at any meeting of the Board of Directors shall be decided by a majority of votes recorded and, in case of equality of votes (other than in respect of an election which shall in all cases be determined pursuant to the Constitution) the Chair shall in addition have a casting vote.

5.3.5 Rotary Resolutions

A resolution in writing, a copy of which has been forwarded to every member of the Board of Directors and signed by at least two-thirds thereof to signify approval and which has been returned to the Company Secretary within fourteen days from the date of dispatch from the Company's office, shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors duly called and constituted.

5.3.6 Office Bearers

On or before the last day of the fifth month following the end of the financial year in each year and prior to the Annual General Meeting for that year, the Board of Directors shall elect from its members an Executive Committee, consisting of a Chair, Vice Chair and Executive Member, or as determined from time to time by the Board of Directors. Each person so elected shall hold office from the close of the next following Annual General Meeting. All such elections shall be conducted in such manner as may be prescribed by the By-laws from time to time made by the Board of Directors.

- i. Rotation – Board Members to be appointed for a three (3) year term following the initial election process.
- ii. The Office Bearers shall each respectively hold office until a successor is appointed and any vacancy occurring before such successor is appointed may be filled at a meeting of the Board of Directors to be held as soon as practicable after the occurrence of the vacancy of which business notice shall be given to all Directors.
- iii. The Chair of the Company may hold the position of Chair for a maximum of two consecutive terms, but is entitled to hold any other position on the Board.

5.3.7 Presiding over Meetings

At all meetings of the Board of Directors, the Chair shall preside, or in the Chair's absence the Vice Chair of the Company, or in the Vice Chair's absence the Executive Member and in the absence of all the above office bearers, a Chairman shall be elected from amongst the Directors.

5.3.8 Minutes of Meetings

The Board of Directors shall cause to be regularly entered, minutes of the proceedings of their respective meetings, of General Meetings of the Company and any other meeting of the Company and of the names of those present at such meetings. The minutes of any meeting signed by the Chair of the succeeding meeting shall be conclusive evidence of the transactions recorded in such minutes.

5.3.9 Validation of Decisions

All acts done at any meeting of the Board of Directors or of a Committee appointed by the Board of Directors or by any person acting as a Director or Committee member shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of or that they or any of them were disqualified, be as valid as if such the Board of Directors, Committee or person had been duly appointed and was qualified to act.

5.4 Miscellaneous

5.4.1 Committees

- a. The meetings and proceedings of every such Committee shall be governed by such regulations as may from time to time be made by the Board of Directors.
- b. No report or resolution of any Committee shall bind the Company until adopted or confirmed by the Board unless at the time of the appointment of such Committee power to do so was expressly given to such Committee.

5.4.2 By-Laws, Regulations and Pronouncements

The Board of Directors may make By-laws, Regulations and Pronouncements for the maintenance of sound practice and the promotion of the interests of the Company and of the profession and for the prevention of dishonourable practices and may prohibit such acts and regulate the conduct of members in that regard as it thinks fit and it may provide penalties for those members who may commit a breach therefore who may not observe the provisions of any such By-laws, Regulations or Pronouncements.

CHAPTER 6: REGISTER OF MEMBERS

6.1 Register of Members

- a. A Register of members is to be kept in accordance with the Law.
- b. The Register shall set out the status of each member and shall contain such further particulars as may from time to time be prescribed by the Board of Directors.
- c. Every member shall from time to time furnish the Board of Directors with all required information to enable it to compile a record of member qualifications and experience in accordance with this Constitution.
- d. The name of any person who ceases to be a member, shall be removed from the Register.

6.2 Transfers

- a. Subject to sub-Clause 6.2 (b), if a member of the Company changes their principal place of residence, the member shall ipso facto be transferred to the Branch in which the member's principal place of residence is located or to the exclusive control of the Board of Directors (according to the circumstances of the case).
- b. Every member so changing their principal place of residence shall within one calendar month thereafter notify the Company of the fact of such change and shall give such other information as may be prescribed by the Board of Directors.

CHAPTER 7: INVESTIGATION AND DISCIPLINARY PROCEDURES

7.1 Misconduct and Penalties

7.1.1 Misconduct

- a. If any member has been convicted by a court of law of an offence which in the opinion of the Board of Directors or a Disciplinary Tribunal is inconsistent with being a member of the Company, and there exists reasonable information to evidence that conviction; the Board of Directors or the Disciplinary Tribunal (whichever is hearing the matter) shall impose one or more of the penalties and costs listed at 7.1.2 below.
- b. If any member:
 - i. Has been found by the Board of Directors or a Disciplinary Tribunal to be guilty of any breach of the Constitution, By-laws, Regulations or Pronouncements of the Company or
 - ii. Has in the opinion of the Board of Directors or a Disciplinary Tribunal failed to observe a proper standard of professional care, skill or competence; or
 - iii. Has in the opinion of the Board of Directors or a Disciplinary Tribunal obtained admission by improper means; or
 - iv. Has ceased to hold the necessary qualifications for membership; or
 - v. Has become an insolvent under administration; or
 - vi. Has in the opinion of the Board of Directors or a Disciplinary Tribunal been guilty of conduct which is not in the best interests of the Company; or
 - vii. Ceases to have capacity at Law; or
 - viii. Has failed to comply with any reasonable request made pursuant to a matter under this Chapter of the Constitution by the Board of Directors, a Committee of the Board of Directors, an Officer of the Company or has failed to comply with an order of the Disciplinary Tribunal or Appeals Tribunal.

The Board of Directors or a Disciplinary Tribunal will impose on that member one or more of the penalties and/or costs listed at sub-Clause 7.1 (c) below.

7.1.2 Penalties

- a. Forfeiture of membership;
- b. Suspension from membership for any period that the Board of Directors or a Disciplinary Tribunal shall prescribe and on such terms and conditions as to resumption of membership as the Board of Directors or a Disciplinary Tribunal may prescribe, and not limiting the generality of the foregoing may require the member to pass prescribed examinations or successfully complete a course of study;
- c. A fine not exceeding \$10,000 and in default of payment within the period of 30 days or such other period as the Board of Directors or a Disciplinary tribunal may from time to

time determine, forfeiture of membership;

- d. Censure;
- e. Admonishment;
- f. Any other penalty deemed appropriate;
- g. Payment of all or any of the costs and expenses reasonably incurred by the Company in the investigation and determination of any matter arising under this sub-Clause concerning such person and in default of payment of such costs and expenses forfeiture of membership within a period of time to be determined by the Board of Directors or a Disciplinary Tribunal.

7.1.3 Suspension

- a. If any member has been charged with an offence, which in the opinion of the Board of Directors warrants suspension, the Board of Directors shall suspend the members until such time as the Board of Directors considers reasonable.
- b. During any period of suspension, a member shall continue to pay all fees and subscriptions and shall be subject to this Constitution, By-laws, Regulations and Pronouncements relating to the conduct of members but apart from Clause 97 shall cease to enjoy any of the rights or benefits conferred on members by this Constitution or by the By-laws, Regulations or Pronouncements and shall deliver up to the Company their membership Certificate.

7.1.4 Forfeiture

- a. A person whose membership has been forfeited shall cease to be a member. The member's name shall be removed from the Register and the member shall return the Certificate of the Company forthwith.
- b. A member who has been suspended or who has submitted a resignation may be declared to have forfeited membership if the member fails to deliver up on demand the Certificate of the Company to the Company.

7.2 Appointment of Investigator, Investigations Review Officer and Disciplinary Tribunals

- i. The Board of Directors may appoint a person or persons to the position of "Investigator" in order to undertake investigations on behalf of the Company in relation to alleged breaches of this Constitution, By-laws, Regulations and Pronouncements of the Company or any matters referred to in Clause 7.1.1, by members of the Company. The Investigator should not be a member of the Company. The investigator shall be responsible to the Company Secretary at all times.
- ii. The Board of Directors shall appoint an "Investigations Review Officer" who shall review the work of the Investigator in relation to matters dealing with members as prescribed in the By-laws. Such person shall be a member of long standing, with experience in relation to matters relating to investigations and disciplinary procedures, and shall be accessible at all reasonable times. The Investigations Review Officer may be, but is not limited to, an Officer of the Company.
- iii. The Board of Directors shall appoint such Disciplinary Tribunals as required.

- i. Persons appointed to such Disciplinary Tribunals shall be prescribed by the By-Laws and appointed for a term of two years.
- ii. The Investigation Review Officer at their discretion shall direct which Disciplinary Tribunal is to hear any case against a member.
- iii. The Board of Directors may prescribe the qualifications and requirements necessary for appointment to a Disciplinary Tribunal.

7.3 Proceedings of Investigator and the Disciplinary Tribunals

- a. The powers conferred on the Board of Directors or Disciplinary Tribunal by Clause 7.1.1 (a)(b) shall not be exercised until a report on the matter in question has been made to the Board of Directors or to the appropriate Disciplinary Tribunal by an Investigator, and until a meeting of the Board of Directors of the appropriate Disciplinary Tribunal has considered such matter of which meeting the member concerned has been given at least fourteen days notice in writing, specifying the matter or matters to be considered and at which meeting such member shall be given the opportunity of being heard with or without the member's solicitor or counsel or may be represented by some other member and of presenting such evidence as the member may desire. The said notice shall be served personally or be sent by registered mail. A member shall be deemed to have received the said notice upon delivery, or if posted, three days after the day of posting in an envelope addressed to the address of the member in the Register.
- b. Notwithstanding paragraph 7.1.2 within specific areas defined in the By-laws or Pronouncements of the Board of Directors, the Investigator may make a decision, with the approval of the Investigations Review Officer, as to an investigation matter and give the member concerned by notice in writing of the decision.
- c. The procedures at every such meeting shall be conducted in such manner as the Board of Directors may from time to time prescribe.
- d. The Board of Directors or a Disciplinary Tribunal may engage a solicitor with or without counsel to assist it at such meeting.
- e. Neither the Board of Directors, any Disciplinary Tribunal nor the Investigator shall be under any obligation to disclose to the member concerned or any other member the source of any information giving rise to such proceedings.

7.3.1 Arbitration / Mediation

Subject to the By-Laws, the Investigator may, with the approval of the Investigations Review Officer, recommend to the parties that they undertake Arbitration / Mediation as a preferred means of settlement.

7.3.2 Notice of Findings

Any member against whom any finding has been made or upon whom any sanction has been imposed shall be given notice in writing of the finding or sanction by the Board of Directors, a Disciplinary Tribunal or by the Investigator by personal service or by registered mail. A member shall be deemed to have received the said notice upon delivery, or, if posted, three days after the day of posting in an envelope addressed to

the address of the member in the Register. The Board of Directors may inform other persons of the result of any investigations undertaken by the Company.

7.3.3 Appeals

- a. There shall be an Appeals Tribunal to hear appeals by the Company and members of the Company against finding of the Disciplinary Tribunal.
- b. The Appeals Tribunal shall comprise a Chairman and at least two other persons appointed by the Board of Directors.
- c. The Appeals Tribunal members shall be appointed for an initial term of two years and may be re-appointed.
- d. The Appeals tribunal may engage counsel to assist it at the hearing of appeals.
- e. The members of the Appeals Tribunal may be paid such fees and reimbursement of expenditure as are determined by the Board of Directors from time to time.

7.3.4 Procedures for the Lodgement of Appeals

- a. Any member of the Company against whom any finding has been made by the Disciplinary Tribunal may, within 30 days of notice of such finding having been deemed to be served, lodge a Notice of Appeal with the Executive Officer of the Appeals Tribunal.
- b. The Company may, within 30 days of a finding being made by the Disciplinary Tribunal in respect of a member of the Company, lodge a Notice of Appeal in respect of that finding, with the Executive Officer of the Appeals Tribunal.
- c. An appellant may make an application for an extension of time to lodge a Notice of Appeal with the Chairman of the Appeals Tribunal. The Chairman of the Appeals Tribunal may only grant such an extension in exceptional circumstances.

7.3.5 The Notice of Appeal (Content)

- a. Must be in writing and state the grounds of the appeal which may not be amended except with the leave of the Chairman of the Appeals Tribunal; and
- b. Must state whether the appellant:
 - i. Intends to appear before the Appeals Tribunal; and / or
 - ii. Is to be assisted by Counsel, or in the case of an appeal by a member of the Company, by a fellow member of the Company; and
- c. May include submissions on such matters as the appellant wishes to be taken into account by the Appeals Tribunal.

7.3.6 Effect of Lodgement of a Notice of Appeal

The lodgement of a Notice of Appeal against a finding of the Disciplinary Tribunal shall

operate as a stay of the implementation of that finding pending the final determination of the appeal by the Appeals Tribunal.

7.3.6 Executive Officer

The Company shall appoint an Executive Officer to the Appeals Tribunal to manage the receipt and processing of appeals and perform such duties as set out in the By-Laws.

7.3.7 Procedures

The procedures of the Appeals Tribunal shall be prescribed in the By-Laws.

7.3.8 Public Notice of Findings

Public notice of any penalty against a member or any fine imposed upon or costs awarded against a member may be published in such manner as the Board of Directors shall deem fit and the Certificate of Membership of the Company of the member so suspended or whose membership has been forfeited shall in either case be delivered to the Company Secretary to be retained during the member's suspension or to be cancelled.

CHAPTER 8: BRANCH COUNCILS AND CHAPTERS

8.1 Establishment of Councils and Chapters

- a. The Board of Directors may establish in any geographical region or under circumstances it determines as appropriate to support a Branch or Chapter from which a Branch Council or Chapter may be established. Such Branch Council shall exercise the responsibilities conferred on it and be subject to the conditions imposed on it by this Constitution and the By-laws and Regulations made and directions given by the Board of Directors.
- b. The Board may, subject to this Constitution, make Rules relating to Branches and Chapters.
- c. Within criteria set out in the By-laws, each Branch shall be responsible for the management of the affairs of the Company and shall provide support to Chapters.
- d. Within criteria set out in the By-laws, each Chapter shall represent and foster a particular discipline of the Company while ensuring an integrated and cooperative approach with other Chapters and Branches.
- e. The creation of a new Chapter or amendments to an existing Chapter must be approved by the RIM Professionals Australasia Board and must conform to the By-Laws.
- f. Each Chapter shall be responsible for the development and maintenance of the body of knowledge applicable to its particular discipline.
- g. Within criteria set out in the By-laws, and in consultation with the Branches, each Chapter shall manage the professional requirements of standards of competency, research, education, training and continuing professional development applicable to its particular discipline.
- h. Every existing member and any person who becomes a member of the Company shall ipso facto become attached to the Branch in which such person resides unless, for any reason, the Board of Directors determines that such member shall be under its exclusive control or that the member can be more conveniently attached to another Branch.

8.1.1 Responsibilities of Branch Councils

- a. A Branch Council shall, without prejudice to any responsibilities conferred on it by this Constitution but subject always to the control of the Board of Directors, have the following responsibilities on behalf of the Company within the limits of its own Branch Council:
 - i. It shall advise the Company, in regard to the policy objectives established by the Board of Directors. If a Branch Council considers the Company is not moving towards the policy objectives of the Board of Directors, it may furnish a report to the Company Secretary for the Board of Directors to consider;

- ii. It may take cognisance of anything affecting the Company or the professional conduct of members and shall forthwith make a report thereof to the Board of Directors;
- iii. It shall furnish each year to the Board of Directors a report of the activities of its Council during the previous year and such other information as the Board of Directors may require;

8.1.2 Annual Branch Council Meeting

The proceedings and conduct of any Annual Branch Council meeting shall be in accordance with the rules set out in the By-Laws unless otherwise stated in the Constitution.

8.2 Formation and Operation of Branch Councils

8.2.1 Formation

A Branch Council shall consist of not less than six nor more than fifteen members attached to the Branch each of whom shall be a professional member of the Company and shall be elected by the members attached to the Branch provided that the Board of Directors may from time to time determine the minimum and maximum number of members to comprise any Branch Council.

8.2.2 Term of Branch Councillors

The term for Branch Councillors is established in the By-Laws.

8.2.3 Branch Councillor Elections

The conduct of Branch Councillor elections for the election of Branch Councillors shall be in accordance with the By-Laws.

8.2.4 Proceedings of Branch Council Meetings

The proceedings and conduct of a Branch Council meeting shall be in accordance with rules set out in the By-Laws unless otherwise stated in this Constitution.

8.2.5 Quorum for Branch Council Meetings

- a. The quorum for a Branch Council is established in the By-Laws.
- b. The continuing Branch Councillors may act notwithstanding any vacancy in their number providing that not less than one-half of the members thereof continue in office.

8.2.6 Councillors Vacating Office

- (1) The office of a Branch Councillor shall ipso facto be vacated if:
 - a. The Councillor ceases to be a member of the Company;
 - b. The Councillor ceases to be attached to that Branch;
 - c. The Councillor resigns from Branch Council;

- d. The Councillor is absent from four meetings in any one financial year without the prior consent of such Council for leave of absence;
- e. The Councillor becomes an insolvent under administration;
- f. The Councillor's office is declared vacant by a resolution of General Branch Council Meeting of the said Branch;
- g. The Councillor becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- h. The subscription or any other monies owing to the Company by Councillor is overdue for three months;
- i. The Councillor is appointed to any salaried office of the Company or any office of the Company for which a fee is paid by the Company PROVIDED THAT nothing in this sub-Clause shall prevent the payment of interest at a rate equivalent to the rate of interest charged on overdraft accounts of similar amounts by the Bankers of the Company for the time being on money borrowed from the Councillor or reasonable and proper rent for premises demised or let by the Councillor to the Company or repayment of out-of-pocket incurred by the Councillor in carrying out the duties of a Branch Councillor PROVIDED FURTHER THAT nothing in this paragraph shall affect the exercise of the power vested in the Board of Directors by sub-Clauses 5.1.2 (r) and (s) in relation to a Chair who at the time of the exercise of such power is a Branch Councillor.

(2) A Branch Councillor whose office is vacated in accordance with Sub-clause 8.2.6 (1)(d) shall not be eligible for appointment to the vacancy so created.

8.2.7 Conflict of Interest

- a. If a Councillor is directly or indirectly interested in any contract or proposed contract with the Company; and
- b. The interest could conflict with the proper performance of the Councillors duties in relation to the contract or proposed contract:
 - i. The Councillor, as soon as practicable after becoming aware of the relevant facts, must declare the nature of the interest to the Company; and
 - ii. The Councillor will be disqualified from office in respect of the contract of proposed contract only. The disqualified Councillor will be unable to exercise any of the rights and benefits conferred to that position by the Company in relation to the contract or proposed contract.
- c. (b)(ii) of this Clause will not apply if the interest of the Councillor:
 - i. May be properly regarded as not being material, and
 - ii. Does not exceed 5% of the capital of the business proposing to enter into a contractual arrangement with the Company; and
 - iii. Any such contract, once entered into, shall be disclosed both as to the parties and as to the nature of the contract in the Annual Report covering the period

when such contract is entered into, and

- d. Any such contract, once entered into, shall be disclosed both as to the parties and as to the nature of the contract in the Annual Report covering the period when such contract is entered into, and in each subsequent Annual Report during the currency of such contract.
- e. A Councillor must exercise their powers and discharge their duties:
 - i. In good faith and for the best interest of the Company; and
 - ii. For a proper purpose
- f. A Councillor must not improperly use their position to:
 - i. Gain an advantage for themselves or someone else; or
 - ii. Cause detriment to the Company
- g. A Councillor must not improperly use information obtained or received as a Councillor to:
 - i. Gain an advantage for themselves or someone else; or
 - ii. Cause detriment to the Company.
- h. The Board of Directors by special resolution, may remove a Councillor found to have breached Clause 8.2.7 from their respective Branch Council and bar such person from being a Branch Councillor or Director of the Company for a minimum of three years.

8.2.8 Branch Council Office Bearers

Prior to the last day of the first month following the end of the financial year in each year, and subject to this constitution, any certified (professional) member may nominate and be elected to serve on the Branch Council as its President. Each person so elected shall hold office for two years.

CHAPTER 9: ANCILLARY CLAUSES

9.1 Fees and Subscriptions

9.1.1 Annual Subscriptions

The Board of Directors shall prescribe the annual subscription (if any) payable and when due by members of the Company and the method of payment and may in special circumstances waive the subscription or prescribe a different rate of subscription or a different method of payment.

9.1.2 Late Penalty

If any member's subscription is overdue for two months, a reminder notice of such fact will be issued to the member. Such notice may also refer to the imposition of a late fee, as determined by the Board of Directors from time to time. The late fee may apply to subscriptions that are overdue for a period of three months. A final notice will be issued to any member whose subscription is overdue for a period of three months, informing the member of the amount due and that if the subscription and late fee are not paid in full within a period of a further two months, the member's name may with the authority of the Board of Directors be removed from the Register and from the date of such removal the member shall forfeit their membership but without prejudice to the right of the Board of Directors to recover all arrears including the subscription for the year then current and the Certificate of Membership of the Company.

9.1.3 Fee on Admission or Advancement

The Board of Directors shall prescribe the fees (if any) payable by applicants and the method of payment for admission to members or advancement in status.

9.2 Certificates

9.2.1 Certificates of Membership

- a. On admission to membership or on a change in status, or being accepted to Professional Membership, and on payment of the prescribed fee (if any) a Certificate of Membership certifying the member's status in the form prescribed by the Board of Directors from time to time shall be issued to such member.
- b. The Certificate of Membership shall bear the signature or facsimile signatures of any two Directors and the Company Secretary, and its issue shall be recorded in a register kept for that purpose.
- c. Every Certificate shall remain the property of the Company and the Board of Directors shall be at liberty at any time to call for and compel its production and delivery and may alter amend cancel or destroy any such Certificate or issue a new Certificate in lieu thereof.
- d. Any person ceasing to be a member of the Company shall return the Certificate of Membership for cancellation.

- e. If any person neglects or refuses to return the Certificate, the Company may institute legal or other proceedings for its recovery.
- f. If a Certificate is defaced lost or destroyed it may be replaced on payment of such fee (if any) and on such terms as the Board of Directors thinks fit.
- g. The Board of Directors upon being satisfied that any member holds any special qualification may issue to such member a further Certificate showing the member's special qualification and the Board of Directors may similarly endorse a Certificate of Membership for a like purpose.

9.3 Company Secretary

The Company Secretary shall be appointed by the Board of Directors for such term and upon such conditions as the Board of Directors thinks fit, and any Company Secretary so appointed may be removed by the Board of Directors.

9.4 Funds of the Company

- a. All moneys, when received on account of the Company shall be paid into the account of the Company at its Bankers.
- b. The funds of the Company shall be applied in accordance with the budget approved by the Board of Directors subject to any directions that may be given from time to time by the Board of Directors.
- c. Surplus funds of the Company may be invested by the Board of Directors at its discretion. No member of the Board of Directors shall be answerable for any loss which may arise from any such investment or from any cause except from willful neglect or default.

9.5 Audit of Accounts

A registered company auditor shall be appointed, and the Auditor's duties regulated in accordance with the Law and any other relevant Acts.

9.6 Indemnity

9.6.1 Indemnity for liability (other than for legal costs)

To the extent permitted by the Law, the Company indemnifies every person who is or has been a Director, Branch Councillor, Committee member and any other Officer of the Company or of a wholly-owned subsidiary of the Company against any liability incurred by the person as a Director, Branch Councillor, Committee member and any other officer of the Company or of a wholly-owned subsidiary of the Company, to another person except in circumstances where:

- a. The liability is owed to the Company or a wholly-owned subsidiary of the Company;

or

- . The liability is owed to a person other than the Company or a wholly owned subsidiary of the Company and the liability arises out of conduct involving a lack of

good faith; or

- c. The liability arises from a pecuniary penalty order under section 1371G or a compensation order under section 1371H of the Law.

9.6.2 Indemnity for legal costs

To the extent permitted by the Law, the Company indemnifies every person who is or has been a Director, Branch Councillor, Committee member and any other Officer of the Company or of a wholly-owned subsidiary of the Company against any liability for costs and expenses incurred by that person in defending any proceedings unless the costs and expenses are incurred:

- a. In defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under Clause 129; or
- b. In defending or resisting criminal proceedings in which the person is found to be guilty; or
- c. In defending or resisting proceedings brought by the Australian Securities, and Investment Commission ("ASIC") or a liquidator for a Court order if the grounds for making the order are found by the Court to have been established; or
- d. In connection with proceedings for relief to the person under the Law and the Court denies the relief, save that sub-Clause (c) shall not be construed as excluding any indemnity being provided to a person for costs and expenses incurred in responding to actions by ASIC or a liquidator as part of an investigation before commencing proceedings for the Court order.

9.6.3 Insurance premiums for certain liabilities

The Company may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been a Director, Branch Councillor, Committee member and any other Officer of the Company or of a subsidiary of the Company against a liability:

- a. Incurred by the person in their capacity as a Director, Branch Councillor, Committee member any other officer of the Company or a subsidiary of the Company or in the course of acting in connection with the affairs of the Company or a subsidiary of the Company or otherwise arising out of the Officer's holding such office PROVIDED THAT the liability does not arise out of conduct involving a wilful breach of duty in relation to the Company or a subsidiary of the Company or a contravention of Sections 182 or 183 of the Law; or
- b. For costs and expenses incurred by that person in defending proceedings, whatever their outcome.

9.6.4 Payment of Legal Costs

To the extent permitted by the Law and notwithstanding sub-clauses 5.1.2 (s) and 115(i), the Company may make (or agree to make) payment, whether by way of advance, loan or otherwise, to a Director, Branch Councillor, Committee member and any other Officer of the Company or a wholly-owned subsidiary of the Company in respect of costs and expenses

incurred by that person in defending of proceedings provided that:

- a. The person is or may be entitled to be indemnified by the Company against liability for the cost and expenses pursuant to Clause 8.2.7; and
- b. It would be reasonable in the circumstances of the Company, disregarding any other financial benefit given or payable to the person by the Company to:
 - i. Make the payment at the time the payment was or is given; or
 - ii. Agree to make the payment at the time when the agreement is or was made; and
- c. The person must repay the amount paid if the costs and expenses become costs and expenses for which the person is not entitled to be indemnified by the Company pursuant to Clause 8.2.7.

9.6.5 Exemptions

Nothing in Clause 8.2.7 shall be construed as providing an exemption to a person from a liability to the Company incurred as a Director, Branch Councillor, Committee member and any other Officer of the Company.

9.6.6 Definition of “Proceedings”

For Clauses 9.6.2 to 9.6.4 the term “proceedings” means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in that person’s capacity as an Officer or in the course of acting in connection with the affairs of the Company or a wholly-owned subsidiary of the Company or otherwise arising out of the Officer’s holding such office (including proceedings alleging that the person was guilty of negligence, default, breach of trust or breach of duty in relation to the Company or a wholly-owned subsidiary of the Company or a subsidiary.

9.6.7 Replaceable Rules

The Replacement Rules set out in sections 201G (Company may appoint a Director), 201H (Directors may appoint other Directors), 198C, 201J and 203F (Managing Director), 248E (Chairing Directors’ Meetings), Section 248F (Quorum at Directors’ Meeting), Section 249T (Quorum at Meetings of Members), and 249U (Chairing Meetings of Members) of the Act do not apply to the Company.

9.7 Interpretation of This Constitution

9.7.1 Interpretation of this Constitution

- a. Subject to the overriding powers of members in General Meeting, contained in Clause 5.1.1 hereof, and to the jurisdiction of the Courts, if any doubt shall arise as to the proper construction or meaning of any of this Constitution or of any By-laws, Pronouncements or Regulations made hereunder or any of them or of any expression therein the decision of the Board of Directors thereon shall be final and conclusive

provided such decision be reduced to writing and recorded in the Minute Book of the proceedings of the Board of Directors.

- b. This Constitution may be amended, repealed, rescinded and replaced in accordance with the Law. Nothing whether contained in this Constitution for the time being in force or otherwise howsoever shall be construed as implying or creating any privilege, priority or right in favour of any member so as to limit the power of the Institute at any time to alter, rescind or repeal the same and adopt a new Constitution in its place.
- c. If a Clause or part thereof is, or may become, unenforceable at law for any reason whatsoever, this Constitution is severable in respect of such Clause or part thereof and the remainder of this Constitution is to be read and construed for all intents and purposes as if the same did not form part of this Constitution.