



RIMPA

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Constitution

[Records and Information Management Professionals Australasia]

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A not-for-profit company limited by guarantee.

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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.

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CHAPTER 1 DEFINITIONS

Accreditation: The process, set by the Board, for admission as a professional member or awarding of status certification or the awarding of status certification.

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

Act: The Corporations Act 2001 (Cth).

Annual general meeting: The meeting of Members held annually in accordance with the Act, this Constitution and By-laws.

Board member: A Director of the Board.

Board: The recognised group of people who jointly oversee the activities of RIMPA.

Branch: A division of RIMPA in accordance with By-laws, which is determined by the Board and represents a common interest or geographical location.

Branch council: The recognised group of people who jointly oversee the activities of the Branch.

By-laws: The framework governing the proper conduct, control and management of Branches and/or Chapters.

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 RIMPA. The chair of the Board ensures RIMPA's duties to members are being fulfilled by acting as a link between the Board and the Executive Committee.

Chapter: A sub-division of a Branch or RIMPA, established in accordance with this Constitution and By-laws.

Charter: 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.

Committee member: A collective term for any person involved in RIMPA Branch, Chapter or other Committee established by the Board.

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

Company: The Records and Information Management Professionals Australasia (RIMPA).

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.

Delegations of authority register: A register assigning authorisations of officers of RIMPA.

Director: A person elected by a Branch Council (elected Director) or a person appointed as a specialist by the Board (independent Director) to manage the business of RIMPA, in accordance with this Constitution.

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

Full time: A full time employee who has ongoing employment and works on average 38 hours each week.

General Manager: A person employed in the role of managing the strategic and operational activities of RIMPA.

General meeting: A meeting in accordance with the Act and this Constitution and By-laws.

Life member: is a member who is recognised of their dedication and continued support to RIMPA and for commitment to professional membership.

Member: A person who has a specific membership with RIMPA, whose name appears on the register of members is eligible in accordance with this Constitution.

Member's status: The designated status a professional member holds.

Member's category: The membership category allocated to a member.

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

Ordinary resolution: A vote for a resolution which requires a majority of votes cast by members entitled to vote to be passed.

Professional member: A member who has satisfied the relevant accreditation and annual CPD requirements in holding the status of either Associate, Chartered or Fellow.

Pronouncements: An official statement made by RIMPA.

Register of members: The register detailing all members of RIMPA.

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

RIMPA governance framework: Formal documents that guide the governance of RIMPA. It includes but is not limited to this Constitution, By-laws, Charters, Policies, Procedures and Guidelines.

Special resolution: A vote for a resolution which requires more than 75% of votes cast by members entitled to vote to be passed.

Unanimous resolution: A vote for a resolution which requires all members entitled to vote to be passed.

CHAPTER 2 OBJECTS OF RIMPA

- (a) Advance and connect the records and information management profession, through:
 - (i) Promoting excellence, integrity, advocacy and professionalism amongst members, non-members and the records and information management profession
 - (ii) Educating members about their responsibilities as members and to prescribe the standards of professional conduct
 - (iii) Educating members, related professional industries, vendors and the public to support, promote, protect and maintain the profession
 - (iv) Maintaining an interest in legislative, economic and social matters affecting RIMPA's objects
 - (v) Affiliating with organisations with similar objects
 - (vi) Maintaining a knowledge base for members regarding the best practice approaches for the records and information management profession
 - (vii) Encouraging the study of records and information management subjects for the profession and related industries
 - (viii) Publishing items of interest or advantage to members.

CHAPTER 3 INCOME AND PROPERTY OF RIMPA

- (a) Income and property of RIMPA is applied solely towards the promotion of the objects of RIMPA
- (b) No portion of the income or property of RIMPA is paid or transferred to members with the exception of 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.

CHAPTER 4 WINDING UP

4.1 Liability of members for winding up

- (a) The liability of the members is limited
- (b) Each member contributes an amount up to \$6.00 (AU) in the event that RIMPA is wound up, for:
 - (i) Costs, charges and expenses of winding up RIMPA
 - (ii) Payment of RIMPA's debts and liabilities.

4.2 Dissolution

- (a) After winding up, surplus property of RIMPA is transferred to:
 - (i) An Association(s) who has objects similar to RIMPA, selected by a member vote at or before the dissolution of RIMPA or
 - (ii) If the members do not make a selection in accordance clause (i), RIMPA applies to the Federal Court of Australia for a decision.

CHAPTER 5 MEMBERS

5.1 Membership categories

- (a) The categories of membership are:
 - (i) Corporate
 - (ii) Individual
 - (iii) Professional
 - (iv) Concessional
 - (v) Honorary
 - (vi) Student and
 - (vii) Life.
- (b) The number of members is unlimited
- (c) The Board can present or revoke membership categories.

5.1.1 Corporate

- (a) Any company with at least one nominee, applies to RIMPA to be a corporate member
- (b) All applications are assessed by RIMPA in accordance with the RIMPA governance framework
- (c) A decision to accept or reject an application by RIMPA is final
- (d) A corporate member or nominee is not entitled to vote.

5.1.2 Individual

- (a) Any person may apply to RIMPA to be an individual member
- (b) All applications are assessed by RIMPA in accordance with the RIMPA governance framework
- (c) A decision to accept or reject an application by an individual is final
- (d) An individual member is not entitled to vote.

5.1.3 Professional

- (a) There are three professional member statuses:
 - (i) Associate
 - (ii) Chartered
 - (iii) Fellow.
- (b) The Board determines the professional member status criteria
- (c) A person is eligible for membership when the criteria is met
- (d) A member applies to RIMPA to change their member status in accordance with the Status upgrade membership application form
- (e) All applications are assessed by a membership committee(s) in accordance with the RIMPA governance framework
- (f) A decision to accept or reject an application by the membership Committee is final

- (g) A change in membership status may result in a change in membership fee
- (h) A professional member must participate in the CPD program in accordance with the By-laws. A professional member who does not complete required CPD within 30 days of the due date forfeits their professional membership status
- (i) A professional member may use the following post-nominal letters:
 - (i) Associate ARIM
 - (ii) Chartered MRIM
 - (iii) Fellow FRIM
 - (iv) Life:
 - a. Life ARIM
 - b. Life MRIM
 - c. Life FRIM
- (j) A professional member is entitled to vote on resolutions.

5.1.4 Concessional

- (a) A member applies to RIMPA to be a concessional member if the member:
 - (i) Has retired
 - (ii) Is a first year employed graduate
 - (iii) Is on extended leave
 - (iv) Is experiencing hardship.
- (b) Concessional membership is granted for up to two years
- (c) Professional members under a concessional membership maintain their professional member status and rights
- (d) All applications are assessed by RIMPA in accordance with the RIMPA governance framework and approved by the Board
- (e) A decision to accept or reject an application by RIMPA or the Board is final
- (f) A concessional member is not entitled to vote, with the exception of a professional member on a concessional membership.

5.1.5 Honorary

- (a) The Board presents and revokes the distinction of honorary member
- (b) An honorary member is not required to pay any annual subscriptions
- (c) An honorary member is not entitled to vote on resolutions.

5.1.6 Student

- (a) Any member, undertaking full time or part time studies in the records and information management domain or similar and not working full time, applies to RIMPA to be a student member
- (b) All applications are assessed and approved by RIMPA in accordance with the RIMPA governance framework
- (c) A decision to accept or reject an application by RIMPA is final

- (d) A student member is not entitled to vote on resolutions.

5.1.7 Life

- (a) The Board presents and revokes the distinction of life member to any person who is a professional member
- (b) A life member is not required to participate in the CPD program
- (c) A life member is not required to pay the annual subscription
- (d) A life member is entitled to vote on resolutions.

5.2 Agreement and consent of members

- (a) All members
 - (i) Are bound by RIMPA's member code of conduct
 - (ii) Must pay all fees invoiced by RIMPA
 - (iii) Must provide RIMPA with information to complete the register of members
 - (iv) Consent to RIMPA disclosing membership information upon request or by publication, where the information does not breach the privacy legislation and
 - (v) Agree to maintain membership details.
- (b) All people (non-members) representing RIMPA in any capacity are bound by RIMPA's member code of conduct.

5.3 Cessation of membership

5.3.1 Cancellation of membership

- (a) Occurs when a member gives notice to RIMPA to cancel
- (b) A cancellation takes effect immediately, unless the notice provides otherwise
- (c) Membership cancellations are not accepted if a complaint has been lodged against that member and the investigation or disciplinary actions is in progress
- (d) Upon acceptance of the cancellation, the register of members is updated.

5.3.2 Other cessation of membership

- (a) Other cessation occurs when:
 - (i) A member dies
 - (ii) The member ceases to have capacity at law
 - (iii) A professional member does not meet requirement of the CPD Program
 - (iv) A member has not paid their membership renewal fee within 30 days past the due date
 - (v) A membership is forfeited due to disciplinary action.
- (b) RIMPA provides a notice of cessation to the member
- (c) The cessation of a membership takes effect immediately
- (d) Upon cessation, the register of members is updated.

5.4 Re-instatement of members

- (a) A person:
 - (i) Who has been removed from the register of members
 - (ii) Who has cancelled as a member
 - (iii) Whose membership of RIMPA has been forfeited
 - (iv) Who has otherwise ceased to be a member.applies to RIMPA for re-instatement.
- (b) The General Manager assesses a request for re-instatement:
 - (i) Where cessation has occurred for disciplinary reasons, the Board assesses the request for reinstatement.
- (c) A decision to accept or reject an application is final
- (d) RIMPA gives notice of its decision for re-instatement and the decision is final
- (e) RIMPA and the Board determine terms and conditions for re-instatement.

5.5 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 RIMPA signatory
- (c) RIMPA 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 Board.

5.6 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 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) Professional member status when attained.
- (d) A member who ceases to be a member is removed from the register of members seven years after the date of cessation.

CHAPTER 6 FEES

6.1 Setting of fees

- (a) The Board set and vary the fees and payment conditions for members
- (b) The fees are reviewed annually.

6.2 Notice of fees

- (a) RIMPA 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.

6.3 Payment of fees

- (a) All fees paid to RIMPA 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 results in the membership being forfeited.

CHAPTER 7 ANNUAL GENERAL MEETINGS

7.1 Annual general meeting

- (a) RIMPA holds the annual general meeting (AGM) before the 30 November each year.

7.1.1 Calling of the AGM

- (a) The chair calls the AGM.

7.1.2 Business of AGM

- (a) The consideration of the annual financial report, Directors' report and Auditor's report.
- (b) The election of Directors
- (c) The appointment of the Auditor
- (d) The fixing of the Auditor's remuneration
- (e) Members resolution(s) where:
 - (i) The resolution meets the criteria of the Act and:
 - a. Is in writing
 - b. Sets out the wording of the proposed resolution
 - c. Is signed by at least five per cent (5%) of the votes or at least 100 members who are entitled to vote at the AGM proposing to move the resolution
 - d. Is provided to the Board two months before the AGM.
- (f) RIMPA calls for member resolutions 90 days before the AGM
- (g) Subject to the Act, RIMPA will distribute to members a copy of a member resolution that meets the requirements in clause 7.1.2(e)(i) above at the same time as notice is given of the AGM under clause 7.1.3.
- (h) RIMPA 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 7.1.2(e)(i)
- (i) Accepted valid resolutions are distributed to members

- (j) No other member resolutions are accepted during the AGM.

7.1.3 Notice

- (a) Notice of the AGM 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 otherwise determined by the Board
- (c) The notice states:
 - (i) The place, date and time for the meeting
 - (ii) Agenda
 - (iii) Valid member resolutions
 - (iv) Special resolution
 - (v) Proxy entitlements.
- (d) A non-receipt, or accidental omission of a notice of the AGM does not invalidate the proceedings of the meeting
- (e) RIMPA reserves the right to cancel or amend a notice for the AGM.

7.1.4 Chair

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

7.1.5 Quorum and adjournment

- (a) A representation of five percent (5%) of members entitled to vote is considered a quorum for the AGM. A member entitled to vote is one who holds appropriate status in accordance with clause 5.1 and is present at the AGM, or is a member appointed as a proxy of an entitled member in accordance with clause 5.1
- (b) Where a quorum is not present at the time when the meeting commences, no business is transacted, subject to clause 7.1.4(a), the election of the chair of the meeting
- (c) 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
- (d) If a quorum is not present within 30 minutes after the commencement of an adjourned meeting, the meeting is dissolved.

7.1.6 Voting

- (a) Every member present in person and entitled to vote and has one vote
- (b) A valid proxy is entitled to vote and has one vote
- (c) A resolution put to vote at the AGM 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 AGM.
- (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 AGM minutes
- (h) In the case of an equality of votes, the chair has the casting vote.

7.1.7 Proxies

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

7.1.8 Members not entitled to vote

- (a) A member who:
 - (i) Does not hold voting status in accordance with clause 5.1
 - (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 an AGM and is not counted in a quorum.

7.1.9 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 AGM
- (c) An electronic vote cannot be facilitated to pass special resolutions
- (d) A notice is provided to members on the conditions of the electronic vote

- (e) The Board appoints a panel of scrutineers of two professional members
- (f) RIMPA delivers voting papers to members who were entitled to vote at the AGM.
- (g) The scrutineers examine all votes and:
 - (i) Accepts valid votes
 - (ii) Rejects votes for:
 - a. Members who at the date and time of the AGM were not entitled to vote or
 - b. Failed to follow the voting instructions.
- (h) The scrutineers report to the chair the results of the vote
- (i) A notice of results is provided to members.

7.1.10 Minutes of meetings

- (a) Minutes for the AGM are taken including:
 - (i) The names of those present at the meetings
 - (ii) The resolutions and voting decisions.

7.1.11 General meetings

- (a) All meetings other than the AGM are called general meetings and in accordance with RIMPA's governance framework.

7.1.12 Calling of a general meeting

- (a) A general meeting is called by:
 - (i) The Board
 - (ii) A Director or
 - (iii) Five per cent (5%) of voting members.

CHAPTER 8 BOARD

8.1 Board responsibilities

- (a) The Board is responsible for the overarching management of RIMPA.

8.2 Board powers

- (a) The Board has the powers to undertake any activities for which they are responsible as outlined in accordance with the Board Charter, with the exception of powers in the Act or this Constitution required at an AGM
- (b) A Director of the Board may delegate and revoke any of their powers (including this power to delegate) to a Committee, a Branch Council, a Chapter Council, the General Manager, an employee of RIMPA
- (c) The powers to execute documents is in accordance with the delegations of authority register
- (d) All powers where delegated by the Board are recorded in the delegations of authority register.

8.3 Board composition

- (a) The Board must have a minimum of six and a maximum of nine Directors
- (b) The Board composition must include:
 - (i) At least five elected Directors
 - (ii) At least one and up to three independent Directors.
- (c) The Board will elect one Chair and one Vice Chair of the Board from the elected and independent Directors who will hold office in accordance with the Executive Committee Charter.

8.4 Appointment of Directors

- (a) Elected Directors are appointed through an election by the representative Branch members in accordance with the Branch By-laws
- (b) Independent 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 of the Director's powers for a specified period or as otherwise notified by the Board.

8.5 Eligibility of Directors

- (a) Eligibility of an elected Director and independent Director is in accordance with the Board Charter.

8.6 Responsibility

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

8.7 Term

- (a) The term of a Director is for three years
- (b) The term of the Chair and Vice Chair is for three years
- (c) The period of a Director commences and concludes at the end of the AGM.

8.8 Cessation of Directors

- (a) The cessation of Directors is in accordance with the Board Charter.

8.9 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 RIMPA
 - (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 RIMPA
- (c) After declaration, the Board must agree on the action appropriate to the nature of the conflict of interest.

8.10 Remuneration of Directors

- (a) Independent Directors may be remunerated for their service as a Director of RIMPA and such remuneration:
 - (i) Is subject to Board approval
 - (ii) Must be inclusive of all fees relating to the work undertaken by the independent Director.
- (b) Elected Directors
 - (i) Are not eligible for remuneration as their role as a Director of RIMPA; however,
 - (ii) RIMPA pays all approved out of pocket expense incurred by elected Directors in undertaking activities on behalf of RIMPA.

8.11 Proceedings of board meetings

- (a) All meetings of the Board are in accordance with the Board Charter.

CHAPTER 9 MISCONDUCT

9.1 Complaint

- (a) A complaint can be lodged with RIMPA about a member, Director or a member of the Executive in relation to professional misconduct
- (b) All complaints are assessed and investigated in accordance with the Grievance and Complaint Policy.

9.2 Misconduct

9.2.1 Member

- (a) Member misconduct is when a member has:
 - (i) Obtained admission to the membership of RIMPA by improper means, including making a false declaration
 - (ii) Breached this Constitution, Code of Conduct or By-laws of RIMPA or
 - (iii) Pleaded guilty to, 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 RIMPA or expected conduct of a member.

9.2.2 Directors

- (a) Director misconduct is when a Director has:
 - (i) Breached this Constitution, Code of Conduct or By-laws of RIMPA
 - (ii) Pleaded guilty to, 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 RIMPA or expected conduct of a member or
 - (iii) Failed to comply with a reasonable request made by RIMPA.

9.2.3 Executive committee

- (a) Executive Committee misconduct is when a member of the Executive committee has:

- (i) Breached this Constitution, Code of Conduct or By-laws of RIMPA
- (ii) Pleaded guilty to, 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 RIMPA or expected conduct of a member or
- (iii) Failed to comply with a reasonable request made by RIMPA.

9.3 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 General Manager
 - (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 alternate member.

9.4 Investigation

- (a) All complaints lodged with RIMPA are reported to the investigation committee
- (b) Once a complaint has been lodged and verified by the investigator, the investigation committee investigates the complaint in accordance with the Grievance and Complaint Policy.

9.5 Penalties

- (a) The following penalties may be imposed by the Board:
 - (i) Forfeit membership
 - a. Where a member's membership is forfeited:
 - i. RIMPA must record the member's resignation in the register of members in accordance with clause 5.6
 - ii. 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. RIMPA must record the member's suspension in the register of members in accordance with clause 5.6

- iii. The member must pay all money owing
 - iv. During suspension, the Member does not maintain voting rights where the member is a professional or life member
 - v. The member must maintain conduct in accordance with RIMPA's governance framework.
- (iii) An official statement
 - (iv) Lowering of member status and/or removal of any designation
 - (v) Payment of all or any of the costs and expenses reasonably incurred by RIMPA in the investigation and determination of any matter arising under clause 9.5.

CHAPTER 10 BRANCH COUNCILS AND CHAPTERS

10.1 Establishment and operations

- (a) The Board can establish, dissolve, discharge or amalgamate Branches and Chapters of RIMPA in accordance with the Board Charter
- (b) The formation, operation and responsibilities for each Branch and Chapter is managed in accordance with the By-laws.

CHAPTER 11 INDEMNITY

11.1 Indemnity for Directors

- (a) In relation to any conduct of a Director that is within their roles and responsibilities as Director of RIMPA, RIMPA protects a Director against:
 - (i) A personal liability incurred by the Director
 - (ii) Any liability for legal costs or expenses incurred in defending proceedings.
- (b) RIMPA protects a Director against any liability for legal costs or expenses incurred in defending proceedings
- (c) RIMPA 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
- (d) All clauses are limited by the restrictions imposed in clause 11.2.

11.2 Restrictions on indemnity

- (a) RIMPA does not indemnify a Director against:
 - (i) A liability owed to RIMPA
 - (ii) A liability for certain pecuniary penalty orders or compensation orders
 - (iii) A liability that is owed to someone other than RIMPA and did not arise out of conduct in good faith
 - (iv) 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 RIMPA
 - (v) Legal costs if the costs are incurred in defending or resisting:

- a. Proceedings where the Director is found to have a liability for which they could not be indemnified in clause 11.2.
- b. Criminal proceedings where the Director is found guilty and
- c. 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.

11.3 Period of coverage

- (a) RIMPA imposes a limit on the Indemnity of Directors to seven years after the Director is no longer a Director.

11.4 Insurance premiums

- (a) The Board determines whether RIMPA will pay the premium for a Director's indemnity insurance policy
- (b) RIMPA 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 or
 - (ii) A contravention of the Act.