

**CONSTITUTION  
OF  
AUSTRALIAN INSTITUTE OF KINESIOLOGISTS LTD  
A Company Limited by Guarantee**

**INTERPRETATION**

**1. In this Constitution:**

“Accredited Modalities of Kinesiology” means all Modalities of Kinesiology listed as accredited by the National Executive from time to time.

“The Institute” means this Company established pursuant to this Constitution known as the Australian Institute of Kinesiologists Ltd.

“By-Laws” means a written provision published by the National Executive which is consistent with this Constitution contained in a separate document, regulating the conduct of The Institute.

“Key management personnel” means people having authority and responsibility for planning, directing and controlling the activities of The Institute, directly or indirectly, including any National Executive Member.

“Member” means a person who is a Member of The Institute.

“Qualified Member” means all Members of The Institute except Student and Associate.

“National Executive” means the National Executive of The Institute, being The President and the other National Executive Members, appointed in accordance with Clause 29 of this Constitution.

"Secretary" is the Electoral Officer unless a person is appointed to that position by the National Executive or The Institute in General Meeting.

Expressions referring to writing shall, unless the contrary appears, be construed as including references to printing lithography, photography and other modes of representing or reproducing works in a visible form, including digital form and any computer form.

Words of expression contained in these regulations shall be interpreted in accordance with the provisions of the *Corporations Act 2001* (Cth) in force from time to time.

## **PURPOSE**

2. This Institute is established for the purposes set out below:
- a. To promote and foster the understanding of all Accredited Modalities of Kinesiology;
  - b. To promote and foster meeting and to encourage the sharing of knowledge and ideas between practitioners of Accredited Modalities of Kinesiology;
  - c. To formulate, accredit and publish uniform standards for Kinesiology practice and use these standards to facilitate the development and management of Kinesiology;
  - d. To work towards recognition of the role of Kinesiology;
  - e. To work towards the official recognition of Kinesiology by government as a recognised branch of the health and healing profession; and
  - f. To work towards improved health and the relief of sickness and suffering within the Commonwealth of Australia.

## **MEMBERSHIP**

3. a. The Membership of The Institute shall consist of the following levels of Members:

- i. Fellow
  - ii. Associate Fellow
  - iii. Registered Specialist Professional
  - iv. Registered Professional Member
  - v. Registered Member
  - vi. Standard Member
  - vii Student
  - viii Associate Member/Professional Associate Member
- Each and any of whom may also be declared to be
- ix. Life Member; and/or
  - x. Honorary Member

- b. Subject to the sub-clauses which follow this clause, the number of Members of each level is unlimited.

- c. Every person who:

- i. at the date of incorporation of The Institute was a Member of the incorporated associations called The Australian Kinesiology Association Inc. or I-ASK Australia Inc.; and
- ii. agrees in writing to become a Member of The Institute on or before a date fixed by the National Executive for that purpose shall be admitted by the National Executive Board, to the equivalent level of Membership of The Institute as that Member held in the Australian Kinesiology Association Inc. or I-ASK Australia Inc. upon payment of the scheduled fee for such Membership.
- iii. Notwithstanding subclause 3c(ii) hereof, a person may apply to be admitted to a level of Membership higher in the ranking set out in subclause 3a above than that person held in the Australian Kinesiology Association Inc., provided the person concerned consents.

d. Fellow

No person may be invited to become a Fellow within the first two years of incorporation of The Institute. A person may only be admitted by the National Executive Board to the status of Fellow if that person has satisfied all requirements for admission to the status of Associate Fellow and has made substantial contribution to the advancement of the objects of The Institute.

A person's status of Fellow may be revoked and that person may be admitted to another level of Membership by the National Executive Board if the Member:

- i. fails to comply with the Constitution or By-Laws;
- ii. has Membership fees in arrears for a period of two (2) months or more, without prior arrangement with the National Executive Board or National Executive; or
- iii. conducts himself, herself or itself in a manner injurious or prejudicial to the interests of The Institute.

e. Associate Fellow

A person may only be admitted to the status of Associate Fellow, if that person has the education and/or experience as published or necessary for such admission in the By-Laws, and the requirements for Associate Fellow shall be less than for Fellow, but must be such as to demonstrate an adequate standard of education and experience.

f. Registered Specialist Professional Member

A person may only be admitted to the status of Registered Specialist Professional Member if they have the education and/or experience as published or necessary for such admission by the By-Laws and the requirements for Registered Specialist Professional Member shall be less than for Associate Fellow but must be such as to demonstrate an adequate standard of education and experience.

g. Registered Professional Member

A person may only be admitted to the status of Registered Professional Member if they have the education and/or experience as published or necessary for such admission by the By-Laws and the requirements for Registered Professional Member shall be less than for Registered Specialist Professional Member but must be such as to demonstrate an adequate standard of education and experience.

h. Registered Member

A person may be admitted to the status of Registered Member if they have the education and/or experience as published or necessary for such admission by the By-Laws and the requirements for Registered Member shall be less than for Registered Professional Member but must be such as to demonstrate an adequate standard of education and

Any person of good character may be admitted to the status of Member subject to clause 5.

i. Life Membership

A person may be admitted to the status of Life Membership, only if the National Executive Board so resolves, and such Membership shall be on such terms as may be specified by the National Executive from time to time.

j. Honorary Membership

A person may be admitted to the status of Honorary Membership, only if the National Executive Board so resolves, and such Membership shall be on such terms as may be specified [by the National Executive/Membership Registration Board from time to time.

k. **Affiliated Organisation**

An Organisation may be affiliated with The Institute, if the National Executive so resolves, and such affiliation shall be on such terms as may be specified [by the National Executive] from time to time. An Affiliated Organisation is not a Member of The Institute and may not vote.

l. Every applicant for any level of Membership of The Institute shall be free to apply.

m. The application for Membership must:

i. be in writing

ii. be signed by the applicant

iii. be in such form as the National Executive Board deems appropriate from time to time for the management of the membership

iv. state the level of Membership sought and, if appropriate the grounds to justify the application for admission to such level of membership

n. If an application is received from an incorporated Association, unincorporated Association or Company for affiliation, the application must be signed by the Director, Chairperson, President or Secretary of the governing body of that Organisation.

## **MEMBERSHIP FEES**

4. a. The Membership fees for each level of Membership shall be such an amount as the National Executive Board so determines from time to time, as a result of the referendum or as required to support the administrative function of The Institute by majority vote of the National Executive Board.

b. The Membership fees for each level of Membership shall be payable in such amount, at such time and in such manner as the National Executive Board determines.

## **ADMISSION AND REJECTION OF MEMBERS**

5. a. After the receipt of any application and payment of the fee applicable for any level of Membership, the National Executive Board must consider such application and make a recommendation to the National Executive whether to accept or reject such application. At the next meeting of the National Executive, the decision to accept or reject the application will be ratified by the National Executive.

b. Upon the acceptance or rejection of an application for any level of Membership, the Registrar shall cause to be given to the applicant, as soon as practicable, notice in writing of confirmation of such acceptance or rejection, and suggested appropriate action if applicable.

c. Where a person, whose application is rejected, does not appeal to the National Executive against the decision Board within the time prescribed by this Constitution, the Registrar shall forthwith refund the amount of any Membership fee paid for the then current period, except for any relevant joining registration fee, which will be retained by The Institute.

d. Where a person whose application is rejected, so appeals against the decision of the National Executive Board within the time prescribed by these rules, but the appeal is unsuccessful, the Registrar shall be advised by the National Executive to forthwith refund the amount of any Membership fee paid for the then current period except for any relevant joining registration fee, which will be retained by The Institute.

## **RESIGNATION AND TERMINATION OF MEMBERSHIP**

6. a. A Member may resign from The Institute at any time by giving notice in writing to the Secretary.
  - c. Such resignation shall take effect at the time such notice is received by the Secretary, unless a later date is specified in the notice, in which case it shall take effect on that later date.
  - d. If a Member -
    - i. fails to comply with the Constitution or By-Laws; or
    - ii. conduct themselves in a manner injurious or prejudicial to the interests of The Institute, the National Executive Board may expel the member from The Institute.
  - e. If a Member has Membership fees in arrears for a period of two (2) months or more, and has not made arrangements with either the National Executive Board may expel the Member from The Institute. The Registrar will advise the Member in question and the National Executive, in a written report giving reasons.
  - f. If a Member is to be expelled, the Member concerned shall be given a full and fair opportunity of presenting their case as to why their Membership should not be terminated, but if the National Executive Board resolves after hearing the Member's case to terminate the Member's Membership, it shall instruct the Registrar to advise the Member in a written report, and also forward a copy of the report to the National Executive.

## **APPEAL AGAINST TERMINATION OF MEMBERSHIP**

7. a. A person who has been expelled, may, within one (1) month of receiving written notification thereof, lodge with the Institute Secretary written notice of the person's intention to appeal against the decision of the National Executive Board.
  - b. Upon receipt of a notification of "intention to appeal" against termination of Membership, the Institute Secretary shall convene a National Executive Meeting, to be held within three (3) months of the date of receipt by the Institute Secretary of such notice, to determine the appeal.
  - c. At any such Meeting the applicant shall be given the opportunity to fully present their case and the National Executive Board terminating the Member's Membership shall give its reasons.
  - d. If a person appeals to the National Executive against any decision of the National Executive Board, the decision of the National Executive Board shall be upheld, unless more than two-thirds (2/3) of the National Executive present and voting vote to vary the decision of the National Executive Board.
  - e. Where a person whose Membership is terminated does not appeal against the decision of the National Executive Board within the time prescribed by this Constitution, no refund of any membership fee paid will be made.
  - f. Where a person, whose Membership is terminated, so appeals against the decision of the National Executive within the time prescribed by these rules, but the appeal is unsuccessful, no refund of the amount of any fee paid shall be payable to that person.

## **REGISTER OF MEMBERS**

- 8.a The National Executive shall cause a register to be kept in which shall be entered the names and addresses of all persons admitted to Membership of The Institute, the dates of their admission, the status of their Membership and the State or Territory of Australia to which they belong.
- b. Particulars shall also be entered into the register; of deaths, resignations, terminations and re- instatements of Membership and such further particulars as the National Executive may require from time to time.
- c. The register shall be open for inspection at all reasonable times by any Member upon application to the Institute Secretary.

## **INSTITUTE GENERAL MEETINGS**

11. a. The first General Meeting must be held not less than one (1) month, and not more than three (3) months, after the day The Institute is incorporated.
  - b. The National Executive must decide where and how a General Meeting is to be held.
  - c. The business to be transacted at the first General Meeting must include the appointment of an Auditor.
12. Section 249C of the *Corporations Act 2001* does not apply to this Constitution. A General Meeting must be called if a requisition in writing signed by not less than one-third (1/3) of the Members presently on the National Executive, or not less than the number of Professional Members of The Institute which equals double the number of Members presently on the National Executive plus one is received by the Institute Secretary.
13. a. The National Executive of The Institute must convene a Special General Meeting by sending out notice of the Meeting on the request of:
  - i. Members holding at least five percent (5%) of the votes that may be cast at a General Meeting; or
  - ii. at least one hundred (100) Members who are entitled to vote at the General Meeting.
- b. The request must be:
  - i. in writing;
  - ii. state any resolution to be proposed at the Meeting;
  - iii. signed by the Members making the request; and
  - iv. given to The Institute Secretary.
- c. The National Executive must call the Meeting within twenty-one (21) days after the request is given to the Institute. The Meeting is to be held not later than two (2) months after the request is given to the Institute.

## **NOTICE OF GENERAL MEETING**

14. a. The Institute Secretary shall convene all General Meetings of The Institute by giving not less than twenty-one (21) days notice of any such Meeting to the Members of The Institute.
- b. The Institute may give notice of Meeting to a Member:
  - i. personally;
  - ii. by sending it by post to the address for the Member in the register of Members or the alternative address (if any) nominated by the Member;
  - iii. by sending it to the fax number or electronic address (e-mail address) (if any) nominated by the Member; or
  - iv. by any other means that this Constitution (if any) permits.
- c. Notice of a General Meeting shall clearly state the place, date and time of the Meeting; the nature of the business to be discussed at that Meeting; how proxies may be appointed; and the text of any special resolutions proposed to be considered at the Meeting.

## **PROCEDURE AT GENERAL MEETING**

15. No business shall be transacted at any General Meeting unless a Quorum of Members is present at the time when the Meeting proceeds to business.
16. Section 249T of the *Corporations Act 2001* does not apply to this Constitution. A Quorum shall be two thirds (2/3) of the Qualified Members of this Institute. For the purposes of this clause, "Member" includes a proxy carried by another Member.
17. a. If within thirty (30) minutes from the time appointed for the commencement of a General Meeting a Quorum is not present, the meeting, if convened upon the requisition of Members of the National Executive, shall lapse.
- b. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as a majority of persons present may determine, and if at the adjourned Meeting a Quorum is not present within thirty (30) minutes from the time appointed for the Meeting, the Members present shall be a Quorum.
- c. The Chairperson 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.
- d. When a Meeting is adjourned for thirty (30) days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment, or of the business to be transacted at an adjourned Meeting.

18. Unless otherwise provided by these rules, at every General Meeting -

a. The President shall preside as Chairperson, or if there is no President, or if the President is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, then the Members present shall elect one (1) of their number to be Chairperson of the Meeting.

b. Section 249U of the *Corporations Act 2001* does not apply to this Constitution.

c. The Chairperson shall maintain order and conduct the Meeting in a proper and orderly manner.

d. Subject to (e) hereof, every question, matter or resolution regarding;

i. the promulgation or variation of By-Laws;

ii. promulgation or variation of requirements for admission to and removal of persons from any and every level of Membership by the National Executive Board;

iii. promulgation or variation of Standards to be applied from time to time by the Ethics and Disputes Resolution Board;

shall not be passed, unless a majority of not less than seventy-five (75%) of Qualified Members present and voting so resolve.

e. Every Qualified Member present shall be entitled to one (1) vote.

f. No Member shall be entitled to vote at any General Meeting if the Member's annual Membership fee is more than one (1) month in arrears at the date of the Meeting.

19. a. Section 250J of the *Corporations Act 2001* does not apply to this Constitution. Voting shall be by show of hands or a division of Members, unless not less than one-fifth (1/5) of the Qualified Members present demand a ballot, in which case there shall be a secret ballot. If the Qualified Members effectively demand a ballot (even if the demand is made immediately after declaration of the result of the vote on a show of hands) a ballot must be held.

b. Section 250M of the *Corporations Act 2001* does not apply to this Constitution. The Chairperson shall appoint two (2) Members to conduct the secret ballot in such manner and at such time as the Chairperson shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded; and



c. A Qualified Member may vote in person or by proxy. On a show of hands, every person present who is a Qualified Member shall have one (1) vote, and in a secret ballot every Qualified Member present in person or by proxy shall have one (1) vote. A Qualified Member who votes by proxy for another Qualified Member may vote in different ways on behalf of different Qualified Members. The following people may not vote as a proxy on a resolution connected to remuneration of key management personnel for the company, unless the appointor has specified how the proxy is to vote, or the proxy is the Chair of the Meeting and the appointer has authorised the Chair to exercise their discretion in relation to a remuneration resolution:

- (i) Members of the National Executive;
- (ii) Key management personnel of the company;
- (iii) A spouse or child of a person listed in (i) or (ii);
- (iv) A dependant of a person listed in (i) or (ii);
- (v) A child or dependant of the spouse of a person listed in (i) or (ii);
- (vi) A family member of a person listed in (i) or (ii) who may be expected be influenced by that person; or
- (vii) A company controlled by a person listed in (i) or (ii).

d. The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor.

e. A proxy must be a Qualified Member of The Institute. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.

f. Where it is desired to afford Members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit -

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### PROXY FORM

I, \_\_\_\_\_ of \_\_\_\_\_, being a Life/Honorary/Fellow/Associate Fellow/Registered Specialist Professional/Registered Professional/Registered/Standard Member\* of Australian Institute of Kinesiologists Ltd\* hereby appoint \_\_\_\_\_ of \_\_\_\_\_, or the appointment fails, the Member \_\_\_\_\_, of \_\_\_\_\_, as my proxy to vote for me on my behalf at the \*Board/General Meeting of The Institute, to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_

Signature

*This form is to be used in favour of the resolution/against the resolution. \* (Unless otherwise instructed, the proxy may vote as the proxy thinks fit.)*

*\*Strike out whichever is not desired.*

OR

\_\_\_\_\_  
I, \_\_\_\_\_ of \_\_\_\_\_, being a  
Life/Honorary/Fellow/Associate Fellow/ Registered Specialist Professional/Registered  
Professional/Registered/Standard Member\* of Australian Institute of Kinesiologists Ltd  
hereby appoint \_\_\_\_\_ of \_\_\_\_\_, or  
the appointment fails, the Member \_\_\_\_\_ of \_\_\_\_\_, as  
my proxy to vote for me on my behalf at the Annual General Meeting of The Institute to  
be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_, for  
the election of persons to the National Executive of The Institute, and at any  
adjournment thereof.  
Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_

Signature

*This form is to be used in favour of the resolution/against the resolution. \* (Unless otherwise instructed, the proxy may vote as the proxy thinks fit.)*

*\*Strike out whichever is not desired.*

OR

**Proxy voting form - For those unable to attend the meeting**

I..... being a financial member of the AIK Ltd hereby  
appoint.....to vote on my behalf at the National Annual General  
Meeting (AGM) being held on \_\_\_\_\_ (day/date/time) 20\_\_\_\_\_ via AIK Ltd Teleconference provided by  
the AIK Ltd National Executive Board for its members to attend.

Signed.....Date.....

AIK Ltd Member Number.....

\_\_\_\_\_  
g. The instrument appointing a proxy shall be deposited with the Secretary at least forty eight (48) hours prior to the commencement of any Meeting or adjourned Meeting at which the person named in the instrument proposes to vote. A Member may choose to submit a standing proxy appointment to the Secretary, which shall remain in force until revoked by the Member by written notice to the Secretary.

20. The Institute Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Meeting of the National Executive, National Executive sub-committees or Members, to be entered in a book to be open for inspection at all reasonable times by any Member who previously applies to the Secretary for that inspection.

21. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every National Executive Meeting or National Executive sub-committee Meeting shall be signed by the Chairperson of that Meeting or the Chairperson of the next succeeding National Executive or sub-committee Meeting verifying their accuracy.

22. The Chairperson of a General meeting, or the Chairperson of the next succeeding General Meeting, shall sign the minutes of a General Meeting.

23. The Chairperson of that meeting or the Chairperson of the next succeeding General Meeting or Annual General Meeting shall sign the minutes of any Annual General Meeting.

### **FIRST ANNUAL GENERAL MEETING**

24. The first Annual General Meeting must be held within eighteen (18) months after the day The Institute is incorporated.

### **SUBSEQUENT ANNUAL GENERAL MEETINGS**

25. Each subsequent Annual General Meeting must be held -

- a. at least once each year; and
- b. within three (3) months after the end of The Institute's previous financial year.

### **BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETING**

26. The following business must be transacted at every Annual General Meeting:

- a. The receiving of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of The Institute and National Executive Member's report for the last financial year;
- b. The receiving of the Auditor's report on the financial affairs of The Institute for the last financial year;
- c. The presenting of the audited statement to the Meeting for adoption;
- d. The election of Qualified Members to the National Executive of persons nominated by the Members; and
- e. The appointment of an Auditor.

27. The Chairperson of the Annual General Meeting must allow reasonable opportunity for the Members as a whole at the Meeting to ask questions about or make comments on the management of the Institute and ask the Auditor questions about the audit for that financial year.

## **NATIONAL EXECUTIVE MEMBERSHIP OF NATIONAL EXECUTIVE**

28. Until otherwise resolved by The Institute by special majority in General Meeting:

- a. Only Qualified Members who are nominated by at least one (1) other Qualified Member(s) of The Institute may be appointed to the National Executive but such persons must be a Qualified Member. The Membership of the National Executive must comprise of not more than the number stated in the By-laws and not less than three (3).
- b. Until otherwise resolved by a special resolution, only Fellows, Associate Fellows, Registered Specialist Professional Members/Registered Professional Members and Registered and Standard Members may vote on the election of the National Executive.
- c. At the Annual General Meeting of The Institute, the National Executive for the time being, shall retire from office, but shall be eligible upon nomination for re-election subject to subclause (e).
- d. A member of the National Executive may serve only three (3) consecutive terms on the National Executive.
- e. The National Executive Members must act at all times in the interest of the Members of The Institute.

## **ELECTION OF PRESIDENT AND FELLOW NATIONAL EXECUTIVE**

29. The election of the candidates for the National Executive shall take place in the following manner:

- a. The President shall be elected by a majority of Qualified Members on a one (1) Member – one (1) vote basis.
- b. All other National Executive Members shall be appointed in accordance with the result of the postal vote of Qualified Members and vote in person by Qualified Members attending the AGM, on a one (1) Member one (1) vote basis. The Nominees with the largest number of votes in their favour will be elected (subject to subclause 28(b) above).
- c. Nominations for candidates to the National Executive shall be as follows:
  - i. the nominations must be in writing;
  - ii. signed by the Nominee;
  - iii. signed by the one (1) nominating members as required by subclause 28(a);  
and
  - iv. must be lodged with The Institute Secretary at least eight (8) weeks before The Institute Annual General Meeting at which the election is to take place.
- d. A list of the names of candidates for the positions of President, and the National Executive members in random order, shall be provided to all Members eligible to vote in the manner or manners considered most appropriate by the National Executive so that all Members are notified at least six (6) weeks immediately preceding The Institute's next Annual General Meeting. Balloting lists shall be prepared (if necessary), containing the names of the candidates in ballot order, and the date by which votes must be received by the Secretary of The Institute or such other person as may be appointed as Electoral Officer. Each Member eligible to vote shall receive such list at least three (3) weeks immediately preceding the

Annual General Meeting for the purpose of a postal vote. All votes must be received by the Institute Secretary at least one (1) day prior to The Institute's Annual General Meeting.

- e. The result of the postal vote shall be declared at The Institute's Annual General Meeting.
- f. Should there be an insufficient number of candidates nominated, nominations may be taken from the floor of the Meeting after declaration of the National Executive positions at such Meeting, there will be a vote by ballot conducted on a one (1) Member - one (1) vote basis for all Members present and entitled to vote.
- g. The appointment of the Secretary and Treasurer shall take place at the first Meeting of the National Executive after the election of the National Executive and such appointments shall be made by the National Executive itself and shall continue until the next Annual General Meeting.

## **SECRETARY**

30. If The Institute has not elected an interim officer as Secretary for The Institute before its incorporation, the Members of the National Executive must appoint or elect a Secretary for The Institute within fourteen (14) days after incorporation on such terms and at such remuneration and upon such conditions as it thinks fit. Section 204F of the *Corporations Act 2001* does not apply to this Constitution.

## **RESIGNATION OR REMOVAL FROM OFFICE OF MEMBER OF NATIONAL EXECUTIVE**

- 31. a. Any Member of the National Executive may resign from the National Executive at any time, by giving notice in writing to The Institute Secretary. Section 203A of the *Corporations Act 2001* does not apply to this Constitution.
  - b. The National Executive will then appoint the person with the next highest number of votes from the last election to fill the position (in the manner set out in subclause 28(b)), and that person will hold office until the next Annual General Meeting. Section 201G of the *Corporations Act 2001* does not apply to this Constitution.

## **FUNCTIONS OF THE NATIONAL EXECUTIVE**

- 33. The National Executive is the board of directors of The Institute and may exercise all the powers of The Institute except any powers that the law or this Constitution (if any) requires The Institute to exercise in General Meeting.
- 34. Section 198A of the *Corporations Act 2001* does not apply to this Constitution. Except as otherwise provided by these rules and subject to resolutions of the Members of The Institute carried at any General Meeting, the National Executive:
  - a. Shall have the general control and management of the administration of the affairs, property and funds of The Institute;
  - b. Shall have authority to interpret the meaning of these rules and any matter relating to The Institute on which these rules are silent; and
  - c. Shall be bound by any decision of the General Meeting, Special General Meeting, referenda or Annual General Meeting.
- 35. The National Executive may exercise all the powers of The Institute:
  - a. To borrow, raise or secure the payment of money in any such manner as the Members of The Institute may think fit, and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by The

Institute in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of The Institute's property, both present and future, and to purchase, redeem or pay off any such securities;

b. To borrow amounts from Members, to pay interest on the amounts borrowed, to mortgage or charge its property or any part thereof, to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of The Institute, and to provide and pay off any such securities; and

c. To invest in such manner as the National Executive of The Institute may from time to time determine.

36. For subclause 35b above, the rate of interest must not be more than the rate for the time being charged for overdrawn accounts for money lent (whatever the term of the loan) by:

a. the financial institution for The Institute; or

b. if there is more than one (1) financial institution for The Institute - the financial institution nominated by The Institute.

### **MEETINGS OF NATIONAL EXECUTIVE**

37. The National Executive shall meet as and when it considers necessary but at least once every four (4) calendar months to exercise its functions.

38. The National Executive must decide how a Meeting is to be called and conducted and any questions arising at any Meeting of the National Executive shall be passed by a majority of votes. In the case of an equality of votes, the motion shall be lost. Section 248G of the *Corporations Act 2001* does not apply.

39. Notice of a Meeting is to be given in the way decided by the National Executive, but reasonable notice must be given to each National Executive Member.

40. A Special Meeting of the National Executive shall be convened by the Institute Secretary on requisition provided such requisition:

a. Is in writing;

b. Is signed by at least one-third (1/3) of the Members of the National Executive; and

c. Clearly states the reasons why such Special Meeting is being convened and the nature of the business to be transacted at that Meeting.

41. At every Meeting of the National Executive, two-thirds (2/3) of the number of Members elected to the National Executive as at the close of the last Annual General Meeting of the Members shall constitute a Quorum.

42. Subject to clause 41, the National Executive may meet together and regulate its proceedings as it thinks fit.

43. A Member of the National Executive shall not vote in respect of any contract or proposed contract with The Institute in which the Member is interested, or on any matter arising thereout.

44. a. The Secretary shall give not less than fourteen (14) days notice to Members of the National Executive of any Special Meeting of the National Executive.

c. Such notice shall clearly state the nature of the business to be discussed thereat.

45. a. The President shall preside as Chairperson at every Meeting of the National Executive, or if there is no President, or if at any Meeting the President is not present within ten (10) minutes after the time appointed for holding the Meeting, the Members may choose one (1)

of their number to be Chairperson of the Meeting.

b. Section 248F of the *Corporations Act 2001* does not apply to this Constitution. If within thirty (30) minutes from the time appointed for the commencement of a National Executive Meeting a Quorum is not present, the Meeting, if convened upon the requisition of Members of the National Executive, shall lapse.

c. In any case other than that described in subclause 45b above, the Meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the National Executive may determine. If at the adjourned Meeting a Quorum is not present within thirty (30) minutes from the time appointed for the Meeting, the Meeting shall lapse.

d. The National Executive may meet by such method as technology permits, provided such method permits all opinions of all Members to be adequately communicated to all other Members and enables motions to be put and passed. All Members of the National Executive must agree to the use of the technology to hold a Meeting, either by standing consent or before the particular Meeting is held. A Member of the National Executive may only withdraw their consent within a reasonable period before the Meeting.

## **DELEGATION OF POWERS OF NATIONAL EXECUTIVE**

46. a. The National Executive may delegate any of its powers (except this power to delegate) to a Sub-committee consisting of such Members of The Institute as the National Executive thinks fit. In particular the National Executive may appoint all and any of the following Sub-committees:

- (i) The National Executive Board;
- (ii) The Course Accreditation Board;
- (iii) A Publishing Committee whose primary function is the establishment of such Journals, newspapers and other media for publishing information relevant to Members of The Institute as the National Executive may think fit;
- (iv) A College or other educational institution providing training recognition of skills and accreditation; and
- (v) An Ethics and Disputes Resolution Board to regulate and adjudicate upon standards of conduct of Members of The Institute.

b. The National Executive may appoint any Member of The Institute to be a Member of a sub-Committee of the National Executive but at least one Member of the National Executive must be a Member of each Sub-committee.

c. Any Sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the National Executive.

d. Any Sub-committee may elect a Chairperson of its Meetings unless the National Executive appoints such person.

e. If no such Chairperson is elected or appointed, or if at any Meeting the Chairperson is not present within ten (10) minutes after the time appointed for holding the Meeting, the Members present may choose one (1) of their number to be Chairperson of the Meeting.

f. A Sub-committee may meet and adjourn as it thinks proper or as otherwise directed by the National Executive.

g. Questions arising at any Meeting of the Sub-committee shall be determined by a two-thirds (2/3) majority of votes of the Members present unless otherwise provided.

h. Sub-committees will report to the National Executive with their recommendations and

policies for ratification by the National Executive.

### **ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS**

47. All acts done by any Meeting of the National Executive or of a Sub-committee or by any person acting as a Member of the National Executive shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Member of the National Executive or person acting as aforesaid, or that the Members of the National Executive or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Member of the National Executive.

### **REFERENDA**

48. The National Executive may whenever it thinks fit poll the opinion of Members by way of referendum on any issue and if the National Executive does conduct such a poll the National Executive must act in accordance with any directions express or implied in the results of such poll and in accordance with the spirit and intention expressed by the Members voting in the referendum so far as that can be discerned in all and any decision-making by the National Executive.

### **BY-LAWS**

49. The National Executive may from time to time make, amend or repeal By-Laws, not inconsistent with these rules, for the internal management of The Institute and any By-Law may be varied or set aside by a General Meeting of Members. Once a By-Law has been ratified, set aside or varied by the Members in General Meeting the National Executive may not repeal, vary or amend that By-Law without the approval of seventy five percent (75%) of Members present and entitled to vote at a General Meeting of The Institute.

### **ALTERATION OF RULES**

50. This Constitution shall not be altered without approval of seventy five percent (75%) of The Institute in General Meeting and notice to the Commissioner of Taxation.

This clause 50 may not be altered or omitted from this Constitution other than in accordance with this clause.

### **FUNDS AND ACCOUNTS**

51. The funds of The Institute must be kept in the name of The Institute in a financial institution decided by the National Executive.

52. Proper books and accounts shall be kept and maintained either in written or printed form in the English language correctly recording and explaining the financial affairs of The Institute and any particulars usually shown in the books of a like nature as required by the *Corporations Act 2001*.

53. All monies shall be deposited as soon as practical after receipt thereof.

54. All payments to be signed (cheque) or electronic banking by two (2) Members authorised by the National Executive.

55. Cheques must be crossed "not negotiable", except those in payment of wages, allowances or petty cash recouplements that may be left open.



56. The National Executive shall determine the amount of petty cash, which shall be kept, on the imprest system.

57. All expenditure must be approved or ratified at a National Executive Meeting.

58. The National Executive must report to the Members for a financial year by:

a. Sending Members copies of:

- i. the Financial Report for the year;
- ii. the National Executive Report for the year; and
- iii. the Auditors Report for the financial year; or

b. Sending Members a concise report for the year that complies with clause 59.

59. The concise Report for a financial year consists of:

a. A concise Financial Report for the year drawn up in accordance with the accounting standards prescribed by the *Corporations Act 2001*;

b. The National Executive Report for the year;

c. A statement by the Auditor:

- i. that the Financial Report has been audited; and
- ii. whether, in the Auditors opinion, the concise Financial Report complies with the accounting standard required by the *Corporations Act 2001*;

d. A copy of any qualification in, and of any statements included in the emphasis of matter section of, the Auditors Report of the Financial Report; and

e. A statement that the Report is a concise Report and that the full Financial Report and Auditors Report will be sent to any Member free of charge if the Member asks for them.

60. The National Executive must report to Members under Clause 58:

a. No later than twenty one (21) days before the next Annual General Meeting after the end of the financial year; or

b. Within four (4) months after the end of the financial year; whichever is earlier.

61. The National Executive shall from time to time determine the time and places and under what conditions or regulations the accounting and other records of The Institute shall be opened to the inspection of Members not being Members of the National Executive. No Member, not being a Member of the National Executive, shall have any right to inspect any account or book or paper of The Institute, except as required by the law or by this Constitution, unless authorised by the National Executive or by The Institute.

Section 247D of the *Corporations Act 2001* does not apply to this Constitution.

62. The income and assets of The Institute, from whatever source they may be derived, must be applied exclusively to the promotion of the objects of The Institute as set out in this Constitution, and no portion thereof may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the Members of The Institute PROVIDED THAT nothing herein contained shall prevent: the payment in good faith of remuneration to any officers or servants of The Institute; or to any Member of The Institute in return for any services actually rendered to The Institute; or for goods supplied in the ordinary and usual way of business; nor prevent the payment of interest at a rate not exceeding the rate for the time being charged by Bankers in Brisbane for overdrawn accounts on money borrowed from any Member of The Institute; or reasonable and proper rent for premises demised or let by any Member of The Institute.

## **DOCUMENTS**

63. The National Executive shall provide for the safe custody of books, documents, instruments of title and securities of The Institute.

## **FINANCIAL YEAR**

64. The financial year of The Institute shall close on the 31 December in each year.

## **AUDIT**

65. A properly qualified Auditor or Auditors shall be appointed and his or their remuneration fixed and duties regulated in accordance with the law.

## **INDEMNITY**

66. Every Member of The Institute undertakes to contribute to the assets of The Institute in the event of its being wound up, during the time he or she is a Member or within one (1) year afterwards, for payment of the debts and liabilities of The Institute contracted before the time at which he or she ceases to be a Member and of the costs, charges and expenses of such winding up, and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required not exceeding TEN DOLLARS (A\$10.00).

67. If, on the winding up or dissolution of The Institute, there remains after the satisfaction of all debts and liabilities any property whatsoever, the same must not be paid to or distributed among the Members of The Institute but must be given or transferred to some other institution or institutions which prohibits 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 Institute under or by virtue of Clause 3 hereof, such institution or institutions to be determined by the Members of The Institute at or before the time of dissolution and in default thereof by a Judge of the Supreme Court of Queensland; and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object meeting the requirements of Section 30 of the *Income Tax Assessment Act 1997* of the Commonwealth of Australia.

68. The liability of the Members is limited.