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Constitution

of the Australian Institute of Training and Development

Company Limited by Guarantee

ABN: 52 008 516 701

Approved at the AITD Annual General Meeting

25 November 2026

A company constitution is a legal document that defines how a company can operate. It also sets out the rights and duties of people in the company, such as members, directors and the company secretary.

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1. PRELIMINARIES

Name

1.1 The name of the Company is "Australian Institute of Training & Development", hereafter known as "the Institute".

Interpretation

1.2 In this Constitution;

"Act" means the legislation governing company law in Australia

"Annual General Meeting" means the annual meeting at which business is conducted as prescribed in various parts of this Constitution and its By-Laws

"Board" shall mean the National Board elected or appointed in accordance with Section 10

"By-laws" means the regulations made and substituted by the Board from time to time under this Constitution

"Co-opted Director" means a Director who is not elected from a Division, but has been appointed to the Board in accordance with the Constitution

"Constitution" means this Constitution and all subsequent versions being in force at the relevant time which have been legally amended in accordance with this Constitution

"Director" means a member of the Board

"Division" means a division of the Institute formed in accordance with Section 5

"Divisional Council" means a governing council of a Division

"Division President" means the current President of a Divisional Council

"Extraordinary General Meeting" means a meeting called in accordance with 6.5 for a specific reason or to consider a specific proposal as prescribed in this Constitution

"Meeting" means any meeting of the members of the Institute, other than a Board Meeting, convened under this Constitution

"Member" means a person (either an individual or a body corporate) whose name is entered in the Register as a member of the Institute in accordance with Section 3

"National President" means the President of the Board at the relevant time

"Office" means the registered office of the Institute

"Register" means the register of members kept by the Institute.

1.3 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form.

1.4 Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Law in force at the date at which these articles become binding on the Company.

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The Company

1.5 The Institute:

a) is a company limited by guarantee

b) is not carried on for the purpose of profit or gain to its individual members and

c) will apply any operating surplus or other income in promoting its objects.

2. OBJECTS

2.1 The Institute exists to promote and encourage excellence in learning. Specifically, it will:

a) develop the capability of its members

b) facilitate networking and information exchange between fellow training and development professionals

c) represent its members to government, the community and business

d) provide accreditation and be the accepted arbiter of professional standards and

e) establish, promote and maintain foundation(s) to reinvest in the training, learning and development profession.

2.2 The whole of the income and property of the Institute shall be applied solely towards the promotion of these objects and no portion shall be paid or transferred, by way of dividend, bonus or otherwise, to any Director or member of the Institute.

2.3 Nothing contained in this Constitution shall prevent the making of payments to a Director or member:

a) for the payment of out-of-pocket expenses incurred by a Director or member in the performance of any duty on behalf of the Institute where the amount payable does not exceed an amount previously approved by the Board;

b) for payment of any salary or wage or fee due to a Director as an employee or engaged contractor of the Institute where the terms of engagement have been approved by the Board.

Alteration of the Constitution and By-Laws

2.4 The Constitution may be altered, rescinded or added to only by a special resolution of the Institute, in accordance with the Act.

2.5 The Board may alter, rescind or add to the By-Laws when necessary and such altered, rescinded and additional By-Laws shall be given from the Board to the members.

Liability of Members

2.6 The liability of the members is limited.

2.7 Every member of the Institute undertakes to contribute to the assets of the Institute in the event of the Company being wound up while he or she is a member, or within one year after he or she ceases to be a member, for the payment of the debts and liabilities of the Institute (contracted before he or she ceases to be a member).

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2.8 This liability shall include any costs, charges and expenses associated with winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required.

2.9 The extent of this liability shall not exceed twenty dollars ($20.00) for any individual member.

3. MEMBERSHIP

Categories of Members

3.1 The Board may establish or abolish categories of membership and prescribe these in the Institute's By-Laws. The criteria for membership under each of the membership categories shall also be prescribed by the Board in the By-Laws.

New Members

3.2 An application for membership shall be in a form and lodged with the Institute in a manner approved by the Board.

3.3 The Board will assess an application for membership solely on the basis of the criteria for membership as prescribed in the By-Laws. In no case shall the Board or its delegate be required to give any reason for the rejection of an application.

Entrance Fee and Annual Subscription

3.4 The entrance fee and annual subscription payable by members shall become due and payable as decided by the Board.

Register of Members

3.5 The Institute shall establish and maintain a Register of it's members which contains details for each member as specified in the By-Laws.

3.6 A list of members' names shall be open for inspection, free of charge, by any member of the Institute at any reasonable hour.

3.7 No access to membership information shall contravene privacy legislation.

Right to vote

3.8 Subject to this Constitution and any rights or restrictions attached to a class of membership, every Member is entitled to vote at a meeting of members.

4. CESSATION OF MEMBERSHIP

Unpaid Subscription

4.1 If a member's subscription remains unpaid for a period of one calendar month after it becomes due and notice of the default has been sent to the member in accordance with 9.1 at any time after the subscription fell due, the member may be debarred from all privileges of membership.

4.2 In accordance with 4.1, the member's name will be removed from the Register of members.

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4.3 The Board may reinstate the member on payment of all arrears but is not required to do so.

Resignation

4.4 A member may resign their membership at any time by giving notice in writing to the Company Secretary, but shall remain liable for any annual subscription and all arrears due and unpaid at the date of resignation. They also remain liable under Section 2.

4.5 Should a member resign, the Board may in its absolute discretion waive any amount owed by the member to the Institute, including any annual subscription, but not any liability prescribed under 2.7 and 2.8.

Unbecoming Conduct

4.6 If any member willfully refuses or neglects to comply with the provisions of this Constitution or is guilty of any conduct which, in the opinion of the Board, is unbecoming of a member or prejudicial to the interest or objects of the Institute, the Board, in its absolute discretion and without publication of its reasons, resolve to censure, suspend, fine or expel the member from the Institute.

4.7 At least one week before the meeting of the Board at which such a resolution is to be presented, the Institute shall serve notice on the member of the meeting, the allegations and the intended resolution.

4.8 The member must have an opportunity of giving an explanation or defence orally or in writing before the meeting passes any resolution. Any costs associated with attendance at the meeting shall be met by the member.

4.9 Any such member may, by notice in writing lodged with the Company Secretary within 14 days after the Board meeting at which such a resolution is passed, elect to have the matter dealt with by an Extraordinary General Meeting of the Institute. In the event that the member so elects, the member's membership privileges will be suspended until the matter is resolved by that Meeting.

4.10 If the Extraordinary General Meeting passes the same resolution as the Board, the member shall be dealt with accordingly and in the case of a resolution for their expulsion, the resolution shall be effective immediately.

5. DIVISIONS OF THE INSTITUTE

5.1 Members will be divided into groups each forming a Division of the Institute. These Divisions will be decided by the Board and specified in the By-Laws. The Board may resolve to establish, amend or remove further Divisions within or outside Australia. The Board will establish By-Laws to administer the operation of Divisional Councils.

5.2 The Board will establish By-Laws governing the size of the Divisional Councils. Not all Divisional Councils need be the same size.

5.3 Each Divisional Council must act in accordance with this Constitution and the By-Laws and must comply with Institute policy to further the objectives of the Institute.

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6. MEETINGS

Meeting format

6.1 The Board will decide on the format of meetings of the Institute, being that a meeting may be conducted face-to-face, or virtually, or a combination of both, or such other format as the Board decides.

Annual General Meeting

6.2 An Annual General Meeting (AGM) of the Institute shall be held at least once in every calendar year and otherwise in accordance with the provisions of the Act, on such date and at such place and time as the Board thinks fit.

6.3 The Annual General Meeting will be held within five months of the end of the financial year unless the Board requests (and the Australian Securities and Investments Commission approves) an extension.

6.4 An Annual General Meeting shall be specified as such in the notice convening it.

6.5 In addition to any other business which may be transacted at an Annual General Meeting, the business shall be:

a) to receive and consider the audited financial statements of the previous financial year and

b) to confirm the appointment of an independent auditor.

Extraordinary General Meeting

6.6 A majority of Directors may convene an Extraordinary General Meeting. Subject to the provisions of the Act relating to special resolutions and agreements which require shorter notice, at least 21 full days' notice (exclusive of the day on which the notice is served or deemed to be served), and exclusive of the day and hour of meeting shall be given to such persons who are entitled to receive such notices.

6.7 Extraordinary General Meetings shall be convened on the requisition of not less than five (5) percent of the total number of financial members of the Institute. In addition, an Extraordinary General Meeting shall be called in accordance with 4.9.

6.8 At an Extraordinary General Meeting, the business of the meeting shall be specified in the notice of the meeting and no other business may be considered at that meeting.

7. PROCEEDINGS AT AGM & EXTRAORDINARY GENERAL MEETINGS

Quorum

7.1 All members are entitled to attend meetings however, in accordance with 4.1, an unfinancial member may neither vote nor form part of a quorum.

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7.2 No business shall be transacted at any meeting unless a quorum of members (including those represented by proxies) is present at the time when the meeting proceeds to business.

7.3 The presence of fifteen (15) members shall be a quorum except where 7.7 applies.

7.4 If a quorum is not present within half an hour from the appointed time of commencement, the meeting, if convened upon the requisition of members, shall be dissolved.

7.5 In any other case it shall stand adjourned to a time and place determined by the members of the Board present.

7.6 If a meeting is adjourned for lack of a quorum, not less than 7 days notice of the adjourned meeting must be given in the same manner as notice was given for the original meeting.

7.7 If at an adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than 5) shall be a quorum.

Appointment of a Chairperson

7.8 The National President, or in the absence of the National President the National Vice-President, shall preside as Chairperson at every meeting of the Institute. If there is no National President or National Vice-President, or they are not present or are unwilling to act, then the Board members present shall elect another board member to be Chairperson of that meeting.

Chairperson's Powers

7.9 Subject to the terms of this Constitution, the ruling of the Chair on all matters relating to the order of business, procedure and conduct of the meeting is final and no motion of dissent from a ruling of the chair may be accepted.

7.10 The Chair, at the chair's sole discretion may expel any member from a meeting if the chair reasonably considers that the member's conduct is inappropriate.

Adjournment of Meetings

7.11 The Chairperson of any meeting may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the original meeting.

7.12 Where a meeting is adjourned (for reasons other than a lack of a quorum) for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

7.13 Where the meeting is adjourned (for reasons other than a lack of a quorum) for less than 30 days, it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

Voting at Meetings

7.14 No member shall be entitled to vote at any meeting if the member's annual subscriptions are more than one month in arrears at the date of the meeting.

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7.15 A resolution put to the vote of any meeting shall be decided by a show of hands unless a poll is demanded before or on declaration of the result of the show of hands. Should a poll be demanded, each member present in person or proxy shall be entitled to one vote in respect of that poll.

7.16 Such a demand can be made by the Chairperson or by at least three (3) members, including proxies.

7.17 Unless a poll is demanded, a declaration by the Chairperson of the result, and an entry to that effect in the minutes of the proceedings of the Institute, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.

Appointment of Proxies to Meetings

7.18 Each member shall be entitled to appoint another member as proxy by notice given to the Company Secretary no later than 24 hours before the commencement time for a specific meeting.

7.19 Proxies deemed to have been lodged late for any meeting which is subsequently adjourned under 7.4 or 7.11 will be considered valid for the subsequent meeting, provided they are considered valid for the original meeting, but for the late lodgment.

7.20 The form of the proxy may be published as an Appendix to the By-Laws.

8. PROCEEDINGS AT EXTRAORDINARY GENERAL MEETINGS

8.1 Proceedings at an Extraordinary General Meeting shall be as prescribed for General Meetings except that:

a. if a quorum is not achieved, all proposals listed on the agenda shall be considered lost

b. the meeting may not be adjourned for any reason and

c. any resolution to be dealt with requires 75% or more of the members entitled to vote and attending that meeting in person or by proxy to pass that resolution.

9. SERVICE OF NOTICES AND DOCUMENTS

9.1 Any notice required either by law or this Constitution to be given to any member shall be given by sending it by post to the person's last registered address supplied by them to the Institute for the giving of notices, or at the discretion of the Board, to the last electronic address provided by the member to the Institute. Members may choose to receive documents in physical form.

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9.2 Should the Institute be forwarding a notice in accordance with 4.7, such notice shall be sent by any method requiring a signature or receipt as proof of receipt by the addressee to the last registered address of the member, or at the discretion of the Board, to the last electronic address provided by the member to the Institute.

9.3 A notice is taken to have been given to or served on a person, unless the contrary is proved:

a) for a notice given or served personally - on the date on which the notice is received by the person, or

b) for a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post, or

c) for a notice sent by electronic transmission:

(i) on the date the notice was sent, or

(ii) if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date—on the later date.

d) The person may elect to be sent the notice in physical or electronic form by notifying the sender (whether or not in writing) of that decision.

9.4 Notice of every Meeting shall be given in accordance with this Constitution to:

a) every member; and

b) the auditor or auditors for the time being of the Institute.

9.5 No other person shall be entitled to receive notices of Meetings.

10. THE BOARD

Composition

10.1 The office bearers of the Institute shall be the National President, Vice President, Treasurer and the Company Secretary.

10.2 The office bearers of the Institute shall be appointed by the Board at the first meeting following an Annual General Meeting in accordance with the Act.

10.3 The Board will comprise one Member of the Institute from each Division and up to four (4) co-opted Directors.

10.4 Anyone, who has been a member of the Institute for at least 12 months, is eligible to nominate as the representative of the Division in which they are registered, as per the nomination and appointment process outlined in the By-Laws. Divisional representatives to the Board shall be elected for three (3) year terms as per the appointment schedule outlined in the By-Laws. During their appointment to the Board, Divisional representatives must serve on their local Divisional Council.

10.5 Co-opted Directors will be appointed by the Board for a 12-month period because of their skills and expertise. Co-opted Directors are exempt from service as a Divisional member.

10.6 The Board may appoint any member of the same Division to fill a casual vacancy arising on the Board if such vacancy has not been otherwise filled within one (1) month.

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10.7 All elected or co-opted Directors must be members of the Institute.

Removal of Members of the Board

10.10 The Institute may, by ordinary resolution at a General Meeting of which special notice has been given, remove a member of the Board before the expiration of the Director's period of office.

10.11 To be successful, a resolution to remove a member of the Board will require a simple majority of the members (including proxies) present at the meeting.

Vacation of Office

10.12 A casual vacancy in the office of a member of the Board arises if the member:

a) dies, or

b) ceases to be a member of the association, or

c) resigns from office by written notice given to the secretary, or

d) is removed from office by the association under this clause, or

e) is absent from 2 consecutive meetings of the Board without the consent of the Board, or

f) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or

g) is prohibited from being a director of a company under the Corporations Act 2001 of the Commonwealth, Part 2D.6, or

h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or

i) becomes a mentally incapacitated person.

10.13 The Board in general meeting may, by resolution:

a) remove a board member from office at any time, and

b) appoint another member of the Divisional Council to hold office for the balance of the board member's term of office.

11. POWERS AND DUTIES OF THE BOARD

General Business of the Institute

11.1 The business of the Institute shall be managed by the Board who may exercise all such powers of the Institute as are not, by the Act or by this Constitution required to be exercised by the Institute in General Meeting.

11.2 The Board may, at any time, make, amend or vary By-Laws to regulate the affairs of the Institute, the Board, the Divisional Councils, and the Divisions provided they remain at all times consistent with any element of this Constitution.

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11.3 Any rule, regulation or By-Law of the Institute made by the Board may be revoked by the Institute in General Meeting.

Funds Management

11.4 The funds of the Institute shall be derived from the provision of services, entrance fees and annual subscriptions of members, donations and such other sources as the Board determines.

11.5 The funds of the Institute shall be used in pursuance of the objects of the Institute in such manner as the Board determines.

Insurance

11.6 The Institute shall maintain Insurance in accordance with obligations under legislation.

Common Seal

11.7 The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board.

11.8 The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signature either of two (2) members of the Board or of one (1) member of the Board and the Public Officer or Company Secretary.

Accounts

11.9 The Board shall ensure that proper accounting and other records are kept and audited at least annually.

11.10 The Board shall distribute to members a copy of every annual profit and loss account and balance sheet accompanied by a copy of the auditor's report as required by the Act.

11.11 The Board shall provide members at each Annual General Meeting with a financial report made up to date not more than five (5) months before the meeting.

11.12 The records, books and other documents of the Institute are subject to those deemed by the Institute to be Commercial-in-Confidence or where access would contravene privacy legislation, shall be open to inspection free of charge, by a member of the Institute at any reasonable hour and place. Members will meet their personal costs associated with such an inspection.

12. PROCEEDINGS OF THE BOARD

Meetings of the Board

12.1 The Board shall meet at least four times in each period of twelve (12) months at such place and time as the Board may determine.

12.2 Additional meetings of the Board may be convened by the National President or by any two members of the Board.

12.3 Oral or written notice of a meeting of the Board shall be given by the Company Secretary to each member of the Board at least 5 days (or such other period as may be agreed upon by a majority of members of the Board) before the time appointed for the holding of the meeting.

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12.4 Notice of a meeting given under 12.3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the members present at the meeting unanimously agree to treat as urgent business.

Board Meetings Defined

12.5 A meeting of the Board shall mean a quorum of Directors assembled on the same day at the same time.

Quorum

12.6 The quorum necessary for the transaction of the business of the Board, which can be made up of any composition of appointed members is as follows:

Number of Directors	Quorum
3	3
4	3
5	3
6	4
7	4
8	5
9	5
10	6

Voting Rights of Directors

12.7 A decision supported by a majority of the votes cast at a meeting of the Board at which a quorum is present is the decision of the Board. .

Minutes

12.8 The Board shall cause minutes to be made of:

a) all appointments and departures of officers of the Institute;

b) the names of members of the Board present at all meetings of the Institute including those of the Board;

c) all decisions of the Board; and

d) committees of the board.

12.9 Minutes of proceedings at a meeting shall be approved by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting, subject to their approval by the relevant meeting.

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Chairperson of Board Meetings

12.10 The National President, or in the absence of the National President the National Vice-President, shall preside as Chairperson at every meeting of the Board up to, and including the next Annual General Meeting. If there is no National President or National Vice-President, or they are not present or are unwilling to preside, the Board members may choose another board member to chair the meeting.

Delegation of Powers

12.11 The Board may delegate any of its powers and/or functions (not being duties imposed on it as Directors of the Institute by the Act or the general law) to specified Committees, Divisional Councils, contractors, members or employees. The Board may not delegate the power to delegate established under this section.

12.12 A committee may meet and adjourn as it thinks proper.

12.13 Questions arising at any meeting of a committee shall be determined by a majority of votes of the committee members present, and in the case of an equality of votes, the motion will be lost. The Chairperson shall not have a second or casting vote.

Resolutions in Writing

12.14 A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it has been passed at a meeting of the Board.

12.15 Any written resolution may consist of several documents in like form (including email), each signed by one or more members of the Board.

12.16 Nothing shall prevent a resolution being passed by members by forwarding an email comment or objection (as the case may be) to that resolution.

13. WINDING UP OF THE COMPANY

13.1 If upon the winding-up or dissolution of the Company, there remains, after satisfaction of all its debts and liabilities, any property whatsoever, all the remaining property shall be given or transferred to another legally registered corporation or institute, which has one or more objectives (as stated in its Constitution) similar and not contrary to the stated purpose of the Institute.

13.2 The decision to transfer such property shall be made by the members at a General Meeting where a majority of members present or by proxy are required to vote in favour of such a proposal. The decision shall be final and binding upon the Institute.

13.3 Any proposed beneficiary of the Institute's assets shall be nominated by at least 10% of the members of the Institute, and such proposed beneficiaries shall, by its rules and regulations, be required to apply its profits (if any) or other income to promoting its objectives and is prohibited from paying dividend to its members.

13.4 If there is more than one proposed beneficiary of the Institute's assets, the proposed beneficiary receiving the highest number of votes of members of the Institute shall receive the Institute's assets.

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13.5 The Institute shall not be liable for any costs associated with any legal challenges taken by members or other plaintiffs with respect to decisions taken by the Institute pertaining to the winding up of the Company.

14. INDEMNITY

14.1 The Institute is to indemnify each officer of the Institute out of the assets of the Institute to the relevant extent against any liability incurred by the officer in or arising out of the conduct of the business of the Institute or in or arising out of the discharge of the duties of the officer unless the liability was incurred by the officer through their dishonesty, negligence, lack of good faith or breach of duty.

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