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**BY-LAWS**

of the

**Australian Institute of Training  
and Development**

**Adopted September 2019**

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## 1. INTRODUCTION

- 1.1. The following are the By-laws of the Australian Institute of Training and Development (AITD).
- 1.2. The By-laws should be read in conjunction with and are subject to the Constitution of the Institute.
- 1.3. Terms defined in the Constitution have the same meaning in these By-laws.

## 2. CATEGORIES OF MEMBERSHIP

- 2.1. The categories of membership of the Institute are:
  - a) Life Member
  - b) Fellow
  - c) Associate Fellow
  - d) Professional Member – Individual or Corporate
  - e) Student
- 2.2. The qualifications for individual membership under each membership category are set out below.
- 2.3. **Life membership** may be awarded to a member who has made an outstanding and sustained contribution to the Institute and its work beyond that of almost all other members. Members may forward recommendations for life membership to the board for consideration.
- 2.4. A person may be appointed as a **Fellow** of the Institute provided all of the following requirements are met:
  - At least 10 years in Training, Learning and Development, or Organisational Development
  - Post-graduate qualifications in Learning and Development or a related discipline
  - Demonstration of significant contribution to the Learning and Development Profession
- 2.5. A person may be appointed as an **Associate Fellow** of the Institute provided all of the following requirements are met:
  - At least 5 years in Training, Learning and Development, or Organisational Development
  - Undergraduate qualifications in Learning and Development or a related discipline

- Demonstration of significant contribution to the Learning and Development Profession
- 2.6. A person may be appointed as a **Professional Member** of the Institute if any one (or more) of the following criteria are met:
- Tertiary qualifications in Learning and Development or a related discipline;
  - Employment in a role involved in learning, education, training and development or a related field;
  - Demonstration of a professional interest or active role in Learning and Development or a related field.
- 2.7. A person may be appointed as **Student Member** of the Institute provided all of the following requirements are met:
- Currently studying a higher education course in Learning and Development or a related field.
  - Recently graduated from a higher education course in Learning and Development or a related field with less than 3 years' experience in Learning and Development related roles
- 2.8. **There are multiple tiers of Corporate Membership** which may be granted to an organisation which meets all of the following criteria:
- It has five or more employees which it nominates to be covered by its Corporate Membership who would be eligible for membership under one or more of the categories of membership for individuals;
  - It pays for all employees with a single payment each year
- 2.9. Individual memberships are not transferable. Corporate members may transfer membership between employees. The replacement employee must also meet the Institute's requirements for membership under one or more of the categories listed above.
- 2.10. No refunds are payable to either individual or corporate members because of unused payments for membership.

### 3. ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS

- 3.1 AITD member fees are dependent on the membership grade for which a new member is applying or an existing member is seeking renewal. The fees generally consist of:
- 1) Entrance fee – a one-off joining fee to cover administrative costs
  - 2) Annual subscription.

- 3.2 Corporate membership schemes must maintain a minimum of five (5) paid memberships otherwise the corporate membership will be dissolved, and the linked members will need to be established as individual members and will be liable for membership fees at one of the individual membership grades.
- 3.3 The Board decides the entrance and annual subscription fees which are published by AITD.
- 3.4 The Board delegates its powers to the CEO to authorise variations to both the entrance fee and annual subscription on a case by case basis where there is commercial benefit to the institute. This may include cases where there are ten (10) or more members linked to a corporate membership, retiring members, incentives for groups of students to join the Institute or for special membership drives.
- 3.5 Payment options for annual subscription fees such as pay-by-the-month credit card options and direct debit annual subscription fee options can be introduced or withdrawn at the discretion of the Board and may attract a premium.

## 4. CONFLICT OF INTEREST

- 4.1 All AITD Council and Board members must declare at the time of nomination and acceptance of office any issues, commitments, office bearing positions or memberships which may cause a conflict of interest with AITD activities, objectives and / or strategic direction.
- 4.2 Any AITD Member or staff member may identify a potential conflict of interest situation regardless of their involvement.
- 4.3 If a conflict of interest issue is raised that is not already covered within the Constitution, the matter may be referred to the National President for a Board decision.

## 5. ELECTION OF DIRECTORS

- 5.1 The National Board comprises one (1) elected representative from each Division, and up to four (4) co-opted Directors.
- 5.2 Directors are elected by AITD Members from the Division in which they are a member.
- 5.3 Directors will be elected using the Optional Preferential system of voting. An elected director will take up the role at the Annual General Meeting (National).
- 5.4 Directors will be elected for three year periods on the following schedule:

Division	Next Nomination / Election
Western Australia	2019
Victoria/Tasmania	2019
Australian Capital Territory	2020
Queensland/Northern Territory	2020
New South Wales	2021
South Australia	2021

- 5.5. There is no time limit on the time that a member may be a Director serving on the National Board as long as they are re-elected following the process specified in the AITD By-Laws.
- 5.6. The elections will be held between April and October in the relevant year with the Institute's National Office managing the election procedure.
- 5.7. The Board or National President will approve a Chief Returning Officer who will be responsible for the conduct of the election. The Chief Returning Officer should be a financial member of the Institute who will not be a candidate in the election.
- 5.8. The Chief Returning Officer may appoint a Returning Officer(s) to assist with any election. This person may be an AITD staff member.
- 5.9. The election process will normally cover a four to six week period. The typical timetable will be:
- Day 1: Notification of the election and request for nominations will be listed on the AITD website and be sent by email to each person eligible to stand for election.
- Day 10: Nominations close
- Day 15: Ballot opens
- Day 38: Ballot closes
- These periods can be increased by the Chief Returning Officer as long as all candidates are advised prior to the opening of the ballot.
- 5.10. Notification of results will take place as soon as possible after the ballot closes.

## Nominations and Eligibility

- 5.11. To be eligible to stand for the National Board, candidates must be financial Members of the AITD and remain financial for the period of their term. They must also have been a member of their relevant Divisional Council for at least twelve (12) consecutive months at the time the election is called and remain a continuing

(unelected) member of their Divisional Council during their 3-year term on the Board.

If there are no council members with eligibility, the board can co-opt a divisional member to the board until the normal election timeframe of that division is reached.

- 5.12. Candidates may nominate themselves; proposers and seconders are not required. A signed nomination form is essential.
- 5.13. Candidates may submit a profile of up to 500 words, for publication as the Chief Returning Officer sees fit. Candidates may also state their formal qualifications and this statement will not be included in the word limit. Candidates must attach validated copies of any qualifications claimed. The format of publication and distribution may vary between elections, but will be the same for all candidates within an election. The word limit will be strictly enforced and the profile must be confined to relevant biographical details. There must be no statements critical of other candidates in this material. If the Chief Returning Officer considers that the word limit has been exceeded or that the relevant requirements have not been followed, he or she may make whatever changes he or she considers necessary to make the statement compliant. These changes will not need to be approved by the candidate.
- 5.14. All members who are eligible to stand for election will be advised that an election is to be held by email. The Institute may also advise other members of the election through other avenues (e.g. web site).
- 5.15. If there is only one eligible candidate for a vacant position, that nomination will be declared as being successful and no election will be held for the position.

### **Ballot Process**

- 5.16. If a ballot is required it may be by postal or electronic means. The Chief Returning Officer will arrange for a drawing of the order of names on the ballot. Names are to be listed in order of the draw, not alphabetically.
- a) where the ballot is conducted via a postal voting process the Chief Returning Officer will arrange printing of Ballot Papers through the National Office. Ballot Papers will be printed on a distinctive coloured paper and posted to eligible Financial Members to meet the timetable requirements. An envelope for the return of the Ballot Papers will be sent with each Ballot Paper. Electors will need to sign a statement declaring their entitlement to vote.
- b) where the ballot is conducted electronically an appropriate process will be initiated to comply with these Bylaws where practicable. In this instance references to a postal ballot process will no longer apply.

- 5.17. The profiles of candidates, if submitted, will be arranged in the same order that the candidate's names appear on the ballot paper.

### Method of Voting – Formal and Informal Votes

- 5.18. The election will be determined under the Optional Preferential system of voting which effectively extends members' opportunities to exercise their vote. A member may vote in one of three ways:
- 1) Expressing a single primary preference for one candidate only, by placing the single figure 1 in one, and one only box to indicate the candidate you wish to adopt as your vote (all other boxes must be left blank), or
  - 2) Expressing preferences for some, but not all candidates on the Ballot Paper by placing the numbers '1', '2', '3', '4', '5' etc in order of your preference, in the boxes of as many candidates as there are vacancies, or
  - 3) Expressing a full set of preferences by ranking all of the candidates on the Ballot Paper in order of preference, by placing the numbers '1', '2', '3', '4', '5' etc in the boxes for each and every candidate in order of your preference for them.
- 5.19. A formal vote must contain a single preference (or number one), or a consecutive sequence of preferences. A single tick or cross is also accepted as a single primary preference. A combination of ticks or crosses and numbers must not be used. A Ballot Paper will be rejected as informal if no preference(s) are clearly shown in rank order, if any identifying mark is made on the Ballot Paper, or if the voter's intention is not clear. Only the Chief Returning Officer may rule a vote informal. The decision of the Chief Returning Officer is final.
- 5.20. Preferences beyond the first choice will only be counted if no candidate receives an absolute majority (ie. 50% + 1). Preferences will then be distributed to determine who wins. If there is an equal number of votes for candidates to fill the final position(s), the successful candidate(s) will be determined by the Chief Returning Officer 'drawing the name(s) out of a hat'.
- 5.21. The count will be commenced as soon as practicable after the close of the ballot. The Returning Officer is accountable only to the Chief Returning Officer for the conduct of the count of the ballot. The Returning Officer may appoint others to assist in the count. Others who are appointed to assist may include other AITD staff or others as the Returning Officer sees fit, but may not include any candidate for election.
- 5.22. Scrutineers are not permitted, but candidates may be present at the count and view the ballot papers; they may not handle the ballot papers.



- 5.23. The Returning Officer is empowered to interpret the validity of any vote, but should this be the subject of dispute by a candidate, it will be referred to the Chief Returning Officer whose decision is final.
- 5.24. The Chief Returning Officer and the Returning Officer will ensure that the confidentiality of each person's vote is maintained throughout the total process.
- 5.25. The Chief Returning Officer or the Returning Officer will advise the National President, the Divisional President and all candidates in the election of the results of the ballot as soon as possible after counting has been completed.
- 5.26. The Returning Officers will retain possession of all Ballot Papers until 30 June in the year following an election after which time they should arrange for their confidential disposal.
- 5.27. The Chief Returning Officer will advise in writing the official results of the ballots to the National President and the National Office for appropriate publication. Generally, results will be published in the next available issue of Training and Development in Australia, the AITD Web site and internal AITD directories.
- 5.28. The National President is elected in accordance with Item 10.6 of the Constitution, the Treasurer and Company Secretary may be elected from either the Divisional Directors or the Co-opted Directors. Elections for these positions occur at the first meeting of a newly elected Board.

## 6. DIVISIONS OF THE INSTITUTE

- 6.1. The Divisions of the Institute are, for the time being:
- a) Australian Capital Territory
  - b) New South Wales
  - c) Queensland/Northern Territory
  - d) South Australia
  - e) Victoria/Tasmania
  - f) Western Australia
- 6.2. Each Division will have a council which has the following primary roles:
- a) Meet KPIs aligned with the Strategic Plan as determined by the Board
  - b) Plan and co-ordinate professional development activities for members within their Divisions;
  - c) Provide opportunities for networking and support among members;
  - d) Volunteering for other functions that are consistent with the Institute's Constitution, By-Laws and National Board decisions. eg. Advisory panels, award judging, expert panels etc.

- 6.3. In exceptional circumstances it is possible for a division President to also be the division Board representative. The arrangement is to be validated by the Board.
- 6.4. The maximum number of members on any Divisional Council is ten (10).
- 6.5. The AITD Board retains the right to censure the behavior of individual council members, dismiss individual council members or dissolve the council. Instances may include a demonstrable lack of support, lack of activity from the council, disruptive or unproductive conduct of individual council members or continued breaches of the AITD Code of Ethics and Professional Practice.

## 7. NOMINATIONS & ELECTIONS FOR DIVISIONAL COUNCILS

### Nominations and Eligibility

- 7.1. To be eligible to stand for Divisional Council, candidates must be financial members of the relevant Division of AITD and remain financial for the period of their term.
- 7.2. Candidates may nominate themselves; proposers and seconders are not required.
- 7.3. Candidates must complete, sign and submit the nomination form by the specified closing date. Incomplete and/or late nominations will not be accepted. Late candidates can apply to be seconded to Council once the new Council has formed, provided there is a vacancy.
- 7.4. Candidates may submit a profile of up to 200 words that outlines their skills and experience, including a 100 word statement on their beliefs and ambitions for their time on council. This statement is for publication in the event of an election or for other purposes as the Chief Returning Officer sees fit. Candidates may also state their formal qualifications and this statement will not be included in the word limit. The format of publication and distribution may vary between elections, but will be the same for all candidates within an election. The word limit will be strictly enforced and the profile must be confined to relevant biographical details. There must be no statements critical of other candidates in this material. If the Chief Returning Officer considers that the word limit has been exceeded or that the relevant requirements have not been followed, he or she may make whatever changes that he or she considers necessary to make the statement compliant.
- 7.5. All financial members of the Division will be advised that nominations are to be received and advised of the vacant Council positions by email. The Institute may also advise members of the nomination process through other avenues (e.g. website) but these notifications will not replace notice by email.

- 7.6. If there is an equal (or lesser) number of nominations as there are vacant positions, that nomination(s) will be declared as being successful and no election will be held for the position(s).

### Procedures for conducting a nomination and/or election ballot

- 7.7. The Board or National President will approve a Chief Returning Officer who will be responsible for the conduct of the election. The Chief Returning Officer for Divisional Council elections should be a financial member of the Institute who will not be a candidate in the election. Where possible, the Chief Returning Officer will be a member of a different Division to the one for which the election is being held.
- 7.8. The Chief Returning Officer may appoint a Returning Officer(s) to assist with any election. This person may be an AITD staff member.
- 7.9. Typically the election process will cover a four to six week period. The timetable may be:
- Day 1: Notification of the nomination opening and request for nominations will be listed on the AITD website and be sent by email to each eligible nominee.
  - Day 14: Nominations close. If there are more nominations in a Division than available places, an election will occur.
  - Day 28: Ballot opens
  - Day 42: Ballot closes
- These periods can be increased by the Chief Returning Officer as long as all candidates are advised prior to the opening of the ballot.
- 7.10. Notification of results will take place as soon as possible after the ballot closes.
- 7.11. Nominations and/or elections for the Divisional Councils will be conducted between June and August each year.
- 7.12. All members of the outgoing Council continue in their positions until the end of the council year.
- 7.13. All Divisional Council positions are for a one year period and all positions become vacant for nomination at the same time. A retiring member is eligible to contest further elections. Election to any positions (eg. President, Vice president) within Divisions will be undertaken by the members of the incoming Council at its first induction meeting.

### Ballot Process (in the case of an election)

- 7.14. If a ballot is required it may be by postal or electronic means. The Chief Returning Officer will arrange for a drawing of the order of names on the ballot. Names are to be listed in order of the draw, not alphabetically.
- a) where the ballot is conducted via a postal voting process the Chief Returning Officer will arrange printing of Ballot Papers through the National Office. Ballot Papers will be printed on a distinctive coloured paper and posted to Financial Members to meet the timetable requirements. An envelope for the return of the Ballot Papers will be sent with each Ballot Paper. Electors will need to sign a statement declaring their entitlement to vote.
  - b) where the ballot is conducted electronically an appropriate process will be initiated to comply with these Bylaws where practicable. In this instance references to a postal ballot process will no longer apply.
- 7.15. The profiles of candidates, if submitted, will be arranged in the same order that the candidate's names appear on the ballot paper.

### **Method of Voting – Formal and Informal Votes**

- 7.16. The election will be determined under a 'first past the post' system. Each elector may vote for as many candidates as there are vacancies. Votes should be demonstrated by a cross in the box next to the relevant candidate's name. Ticks or numbers are also acceptable. All votes will be of equal value.
- 7.17. If there are an equal number of votes for candidates to fill the final position(s), the successful candidate(s) will be determined by the Chief Returning Officer 'drawing the name(s) out of a hat'.
- 7.18. A Vote is only informal when it does not comply with the above points and the voter's intention is not clear. Only the Chief Returning Officer may rule a vote informal. The decision of the Chief Returning Officer is final.
- 7.19. The count will be commenced as soon as practicable after the close of the ballot. The Returning Officer is accountable only to the Chief Returning Officer for the conduct of the count of the ballot. The Returning Officer may appoint others to assist in the count. Others who are appointed to assist may include other AITD staff or others as the Returning Officer sees fit, but may not include any candidate for election.
- 7.20. Scrutineers are not permitted, but candidates may be present at the count and view the ballot papers; they may not handle the ballot papers.

- 7.21. The Returning Officer is empowered to interpret the validity of any vote, but should this be the subject of dispute by a candidate, it will be referred to the Chief Returning Officer whose decision is final.
- 7.22. The Chief Returning Officer and the Returning Officer will ensure that the confidentiality of each person's vote is maintained throughout the total process.
- 7.23. The Chief Returning Officer or the Returning Officer will advise the National President, the Divisional President and all candidates in the election of the results of the ballot as soon as possible after counting has been completed.
- 7.24. The Returning Officers will retain possession of all Ballot Papers until 30 June following an election after which time they should arrange for their confidential disposal.
- 7.25. The Chief Returning Officer will advise in writing the official results of the ballots to National President and the National Office for appropriate publication. Generally, results will be published in the next available issue of Training and Development in Australia, the AITD website and internal AITD directories.

## 8. EXPENDITURE APPROVALS

- 8.1. Approving expenditure, entering into contracts or taking on financial obligations on behalf of the institute must be done in accordance with the AITD Budget, AITD Financial Management Protocols and/or decisions of the AITD Board.
- 8.2. AITD employees, Board Directors and other persons engaged in AITD business must adhere to AITD financial management policies, procedures, protocols and guidelines.