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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
30 November 2012

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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
- “**Division Council**” means a governing council of a Division
- “**Division President**” means the current President of a Division 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, lithography, 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.

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).

- 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 qualifications for membership under each of the membership categories shall also be prescribed by the Board from time to time in the By-Laws.

New Members

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

Entrance Fee and Annual Subscription

- 3.4 The entrance fee and annual subscription payable by members shall be the amount decided by the Board from time to time.
- 3.5 A member's annual subscriptions shall become due and payable in advance of the anniversary date of their membership having been accepted.

Register of Members

- 3.6 The Company Secretary of the Institute shall establish and maintain a register of members of the Institute which contains details for each member as specified in the By-Laws.
- 3.7 The register of members shall be kept at the principal place of administration of the Institute. A list of members' names shall be open for inspection, free of charge, by any member of the Institute at any reasonable hour. This does not give members the right to copy membership information.
- 3.8 No access to membership information shall contravene privacy legislation.

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 Board may remove the member's name from the register of members.
- 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 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 his or her 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 or remove from time to time further Divisions within or outside Australia.
- 5.2 Division Councils shall administer the Divisions. The Board may establish By-Laws governing the size of the Division Councils. Not all Division Councils need be the same size.

- 5.3 Each Division Council must manage the affairs and business of the Division in accordance with this Constitution and the By-laws and must comply with Institute policy and further the objects of the Institute.

6 MEETINGS

Annual General Meeting

- 6.1 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.
- 6.2 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.
- 6.3 An Annual General Meeting shall be specified as such in the notice convening it.
- 6.4 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 statement of Income and Expenditure for the period ended 30 June and the Balance Sheet as at 30 June, both duly audited and
 - b) to appoint an auditor.

Extraordinary General Meeting

- 6.5 The Board may whenever it thinks fit, convene an Extraordinary General Meeting of the Institute. In addition, an Extraordinary General Meeting shall be called in accordance with 4.9.
- 6.6 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.

General Meeting

- 6.7 The Board may whenever it thinks fit convene a General Meeting of the Institute. In addition, 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.
- 6.8 A majority of Directors may convene a 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.
- 6.9 At a meeting where special business is proposed, the general nature of that business shall be specified in the notice.

7 PROCEEDINGS AT AGM & 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.
- 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 shall preside as Chairperson at every meeting of the Institute. If there is no National President or he or she is not present or is unwilling to act, then the Board members present shall elect one of their number 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, in his or her 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, written or oral 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 his or her annual subscriptions are more than one month in arrears at the date of the meeting.
- 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.
- 7.18 A demand for a poll may be withdrawn.

Appointment of Proxies to Meetings

- 7.19 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.
- 7.20 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 lodgement.
- 7.21 The form of the proxy shall be the form published in the By-Laws from time to time.

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.

- 9.2 Should the Institute be forwarding a notice in accordance with 4.7, such notice shall be sent to the last registered address of the member by registered post.
- 9.3 When a document is sent to a person by properly addressing, prepaying and posting it to the person, the document shall, unless the contrary is proved, be deemed to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post. Should electronic methods be used to submit such notices, the evidence of successful transmission of such notice shall be sufficient service.
- 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, the Treasurer and the Company Secretary. No person may hold any one of these offices for more than three (3) consecutive years.
- 10.2 The National President, Treasurer and Company Secretary shall be members of the Institute.
- 10.3 The Company Secretary shall be appointed by the Board in accordance with the Act for a term not exceeding three (3) years and upon such conditions as it thinks fit.
- 10.4 The Board will comprise one representative elected from each Division and up to four (4) co-opted Directors.
- 10.5 Any member of the Institute, who is a current member of a Divisional Council, and has been a member for at least 12 continuous months at the time the election is called, is eligible to stand for election as the elected representative for the Division in which he or she is registered as a member. Divisional representatives to the Board shall be elected for three year terms.
- 10.6 In accordance with 10.1, the Board shall elect a National President from their number at the first meeting following an Annual General Meeting
- 10.7 The election of a Divisional representative to the position of National President shall cause a casual vacancy to be filled in accordance with 10.8.
- 10.8 The Board may appoint any member of the Institute to fill a casual vacancy arising on the Board if such vacancy has not been otherwise filled within one (1) month of the vacancy arising. A casual vacancy for a member of the Board representing a particular Division may only be filled by another member of the same Division.
- 10.9 Co-opted Directors will be selected by the Board because of their particular expertise and are exempt from pre-service as a Council member.

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

Removal of Members of the Board

10.12 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 his or her period of office.

10.13 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 from the Division from which the member was elected as well as a majority of all members (including proxies) voting at the meeting.

Vacation of Office

10.14 The office of a member of the Board shall automatically become vacant if the member:

- a) resigns his or her office by notice in writing to the Institute
- b) is absent from more than two consecutive Board meetings without apology
- c) holds any office of profit under the Institute (payments made under 2.3 do not constitute an office of profit)
- d) ceases to be a member of the Institute and/or is subject to a resolution of the Board in accordance with 4.6
- e) who is an elected Divisional representative ceases to be a member of the Division Council from which the member was elected.
- f) becomes, for any reason, incapable of performing the duties of a Director.

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 Division Councils, and the Divisions provided they remain at all times consistent with any element of this Constitution.

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 entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Institute in General Meeting, such other sources as the Board determines.

11.5 Subject to any resolution passed by the Institute at a General Meeting, the funds of the Institute shall be used in pursuance of the objects of the Institute in such manner as the Board determines.

Expenditure

- 11.6 All cheques, drafts, bills of exchange, promissory notes and other means of exchange shall be signed by any two (2) members of the Board, members of the Institute or employees of the Institute, who are authorised to do so by the Board.

Insurance

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

Common Seal

- 11.8 The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board and/or a committee of Directors authorised by the Board to do so.
- 11.9 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

- 11.10 The Board shall ensure that proper accounting and other records are kept and audited at least annually.
- 11.11 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.
- 11.12 The Board shall provide each Annual General Meeting with a balance-sheet and profit and loss account made up to date not more than five (5) months before the meeting.
- 11.13 The records, books and other documents of the Institute 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.
- 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:

- a) assembled in person on the same day at the same time and place; or
- b) communicating by any technological means by which they are simultaneously to hear one another and participate in discussion notwithstanding they are not physically present in the same place.

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 All members, of the Board, including the National President, shall be entitled to one equal vote on any proposition put to the Board.

Minutes

12.8 The Board shall cause minutes to be made:

- a) of all appointments of officers and employees of the Institute;
- b) of the names of members of the Board present at all meetings of the Institute including those of the Board; and
- c) of all decisions at all General Meetings of the Institute and of meetings 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.

Chairperson of Board Meetings

12.10 The National President shall preside as Chairperson at every meeting of the Board up to, and including the next Annual General Meeting, or if there is no

President, or they are not present or unwilling to preside, the members may choose one of their number 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, 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 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 in Australia 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 are required to vote in favour of such a proposal. The decision of the General Meeting 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 who are entitled to vote at a General Meeting shall receive the Institute's assets.

- 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 his or her dishonesty, negligence, lack of good faith or breach of duty.