



AUSTRALIAN INSTITUTE OF INTERPRETERS AND TRANSLATORS

# **CONSTITUTION**

**[As adopted at Extraordinary General Meeting, June 2021]**

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## **1. NAME**

The name of the organisation shall be the Australian Institute of Interpreters and Translators and may be cited for convenience as AUSIT.

## **2. CHARACTER**

The Institute shall be a not-for-profit professional body representing interpreters and translators in Australia, incorporated in the Australian Capital Territory under the Act and Regulation. It shall be non-sectarian and shall not be affiliated with or pledge support to any political party.

## **3. INTERPRETATION**

### **3.1 DEFINITIONS**

In these Rules, which shall form the Constitution of the Institute, except insofar as the context requires otherwise:

‘Associate’ means the level of membership referred to in Clause 6.

‘Branch Committee’ means the governing body of a Branch of the Institute.

‘By-law’ means a rule established or amended in accordance with Clause 8.4

‘Code of Ethics’ means the Code of Ethics referred to in Clause 5 adopted by the Institute and amended from time to time.

‘complete term’ in relation to an office-bearer means the period, not being more than 15 months, between the time when a member is elected or re-elected to an office in accordance with Clause 9.2 and the next Annual General Meeting.

‘Executive Committee’ means the President, Vice-president(s), National Secretary, National Treasurer and Immediate Past President.

‘Extraordinary General Meeting’ means a General Meeting of the Institute other than an Annual General Meeting.

‘financial’ in reference to a member means that all subscriptions, fees and levies due and payable by the member to the Institute have been paid.

‘financial year’ means the period referred to in Clause 11.2.

‘National Secretary’ means:

- (a) the person holding office under this Constitution as National Secretary of the Institute; or
- (b) where no such person holds that office, the Public Officer of the Institute.

‘Institute’ means the Australian Institute of Interpreters and Translators.

‘Interpreter’ means a person who, in the case of spoken languages, orally translates from one language to another, and in the case of signed languages, translates from spoken language to signed language and vice versa.

‘member’ where it refers to a person holding membership of the Institute always means a person who has currently paid all subscriptions, fees and levies due and payable by the member to the Institute and shall include persons having been awarded any award title allowed under the by-laws.

‘membership’ means any level or category of membership referred to in Clause 6.

‘month’ means calendar month.

‘NAATI’ means the National Accreditation Authority for Translators and Interpreters.

‘NAATI credential’ means certification, accreditation or recognition awarded by NAATI.

‘National Council’ or ‘Council’ means the governing body of the Institute as set out in Section 9.

‘postal/electronic ballot’ means a vote cast by post, facsimile or other electronic means in accordance with Clause 10.4.7.

‘Register of Members’ shall include any electronic database held by the Institute or by any person or company engaged by the Institute to provide administrative services to it

‘signed’ in any context where a request or resolution is required to be signed shall include a valid email or equivalent electronic communication from a person indicating assent to the request or resolution.

‘the Act’ means the Associations Incorporation Act 1991 of the Australian Capital Territory, as amended.

‘the Regulation’ means the Associations Incorporation Regulation 1991 of the Australian Capital Territory as amended.

‘Translator’ means a person who translates written or recorded work from one language into another.

‘written’ and ‘in writing’ shall include communication by email or equivalent electronic communication.

### 3.2 FUNCTIONS, NUMBER, GENDER

In these Rules, a reference to a function includes a reference to a power, authority and duty, and a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty. Words signifying the singular number only shall include the plural and vice-versa, words importing the masculine gender only shall include the feminine gender and vice-versa, words signifying persons shall apply to all corporations unless the contrary be expressed or inferred from the context.

### 3.3 HEADINGS

The headings and contents table in this Constitution are for convenience only and do not affect its interpretation.

### 3.4 APPLICATION OF LEGISLATION ACT 2001

The Legislation Act 2001 applies to these Rules in the same way as it would if they were an instrument made under the Act.

## **4. OBJECTS**

### 4.1 OBJECTS

The Institute shall have the following objects:

- (a) To further professionalism in translating and interpreting in Australia generally and to that end establish and uphold professional and ethical standards in interpreting and translating.

- (b) To uphold and advance the professional interests, standing, rights and recognition of members within and outside Australia.
- (c) To encourage and aid improvement in the quality and utilisation of translating and interpreting services available in Australia and generally assist in the advancement of public knowledge of the profession.
- (d) To promote appropriate working conditions and fair remuneration for members.
- (e) To promote the education of persons engaged in or wishing to undertake the profession of interpreting and/or translating and co-operate with educational institutions in prescribing courses.
- (f) To maintain a Register of Members accessible to the public.
- (g) To prescribe and enforce a Code of Ethics at all times and to ensure and maintain ethical standards for interpreters and translators.
- (h) To liaise with NAATI in the testing, certification, and recognition of interpreters and translators.
- (i) To work together with the relevant authorities to ensure that appropriate legislation is enacted to establish and safeguard the legal right of non-English-speaking persons to the services of a properly qualified and accredited interpreter or translator in their dealings with authorities.
- (j) To work together with NAATI and relevant authorities for the establishment of a National Registration Board for interpreters and translators together with appropriate enabling and restrictive legislation, including a system of licensing.
- (k) To provide a forum for the study and advancement of interpreting and translating practices.
- (l) To receive and disseminate advice and information on interpreting and translating knowledge, practice and procedure.
- (m) By its representatives, to voice opinion on all matters pertaining to interpreting and translating.
- (n) To support and affiliate with overseas and local organisations with similar objectives.
- (o) To hold educational, social and recreational functions for members and associates.
- (p) To administer such schemes for the welfare of members and their dependents as the members may from time to time adopt.
- (q) To undertake such other lawful acts as may be conducive to any or all of the foregoing objects.

#### 4.2 POWERS UNDER OTHER ACTS

For the purpose of carrying out these objectives the Institute shall, in addition to all the powers conferred by the Act, be deemed to have the same powers as are conferred upon a company incorporated under the Corporations Act 2001, as amended, provided however that nothing herein contained shall be in any way construed so as to permit the Institute to pursue the purpose of trading or of securing pecuniary profit to the members from the transactions thereof.

## **5. CODE OF ETHICS**

### 5.1 PROVISION OF CODE OF ETHICS

The Institute shall maintain and publish on its website a written Code of Ethics.

### 5.2 CONTENTS

The Code of Ethics shall contain:

- (a) a set of binding principles to guide AUSIT members in their work; and
- (b) detailed standards of conduct supported by these principles.

### 5.3 REVIEW

The Institute shall review the Code of Ethics from time to time, taking into account suggestions and feedback from the Institute's membership.

### 5.4 AVAILABILITY

The Code of Ethics shall be made available to members free of charge.

## **6. MEMBERSHIP**

### 6.1 MEMBERSHIP LEVELS AND CATEGORIES

#### 6.1.1 Membership Structure

The Institute shall establish membership levels and within these membership levels shall establish membership categories by incorporating their details in the by-laws. Members of the Institute shall enjoy the rights and privileges and meet the eligibility criteria set out for that membership category as well as for the membership level of which that category forms a part.

#### 6.1.2 Membership Levels

There shall be two levels of membership:

- (a) Member

Any member of a category of this level shall be referred to as a 'Member'.

- (b) Associate

Any member of a category of this level shall be referred to as an 'Associate'.

#### 6.1.3 Awards

The Institute may from time to time create awards by establishing their details in the by-laws. Awards are bestowed in addition to, and do not replace, a member's membership in any category.

### 6.2 NUMBERS AND EXCLUSIVITY

There shall be no limitation to the numbers admitted to any level or category of membership. Any limitation to the numbers admitted to an award shall be set out in the by-law governing that award. No member shall hold more than one category of membership at any one time.

### 6.3 ELIGIBILITY

Applicants for and members of all categories of membership shall at all times:



- (a) be of good fame and character,
- (b) agree to comply with the Institute's Code of Ethics,
- (c) actively support and implement the Objects of the Institute (Clause 4.1), and
- (d) be an individual of full age.

#### 6.3.1 Member Level

The prerequisites for membership at this membership level are:

- (a) relevant qualifications in, and practice of, translating and/or interpreting, such as NAATI credentials, post-secondary qualifications from a state / government accredited institution in Australia or overseas, or other qualifications and experience as determined in the relevant by-laws from time to time; and
- (b) such evidence of professional skills maintenance as may from time to time be determined by the National Council.

#### 6.3.2 Associate Level

Any individual who has an interest in the profession of interpreting and translating and is not eligible for membership of any category of the Member level may be eligible for Associate membership, subject to the general membership criteria in Clause 6.3 and any by-laws governing Associate categories.

#### 6.3.3 Non-resident Members

Permanent residency in Australia is not a prerequisite for membership.

- (a) Members who have terminated their permanent-resident status and moved overseas shall remain members of the Branch to which they were hitherto attached unless they nominate another Branch.
- (b) Persons who have lived in Australia for at least 2 years as adults and are not permanent residents shall be attached to the Branch in the state or territory in which they are living.
- (c) Persons applying for membership from overseas who have never lived in Australia and are not members of NZSTI shall defer their application until their arrival or demonstrate evidence of a close connection to the translating and interpreting industry in Australia to satisfy the Admissions Body that it should approve the membership application.
- (d) When making such application non-residents must nominate the Branch they wish to join and provide reasons for that choice.

### 6.4 APPLICATIONS FOR MEMBERSHIP

#### 6.4.1 Form

Applications for membership shall be:

- (a) made online or in writing by the applicant, using the official form supplied by the Institute;
- (b) accompanied by supporting documents as specified in the application form; and
- (c) lodged in accordance with the instructions on the official form.

#### 6.4.2 Admission

- (a) An eligible candidate for membership in any category shall be admitted if the candidate's application is approved by the Admissions Body.
- (b) The Admissions Body shall be any person or committee authorised by the National Council to process and approve membership applications.
- (c) The Admissions Body shall be responsible to verify that the applicant meets all admission criteria set out in the Constitution and by-laws, and may admit the applicant to the requested membership category, admit the applicant to a different membership category or reject the application for membership.
- (d) Any applicant only becomes a member if the Admissions Body has approved the application and all membership and joining fees have been paid.
- (e) All persons and members of committees shall treat any information included in membership applications as confidential and shall not share any such information for purposes other than processing the membership applications, unless the applicant has given explicit authorisation otherwise.

#### 6.4.3 False or Misleading Information

If the applicant provides false or misleading information, and membership has been granted based on such false or misleading information, the National Council, upon verification of the facts, shall have the authority to request the applicant to apply for membership again or to immediately terminate the membership of the applicant, depending on the seriousness of the false or misleading information provided. Any membership termination decision by the National Council on these grounds shall be final and the expulsion Clause 6.7 shall not apply.

#### 6.4.4 Re-application for Membership

A member whose membership has ceased under Clause 6.6 (b), or who has resigned under Clause 6.6 (c), and who seeks to renew membership shall be required to re-apply for membership under Clause 6.4.1.

#### 6.4.5 Review

An applicant for membership rejected by the Admissions Body may lodge a request for a review of the application with the National Secretary. As soon as possible after receiving such a request, the National Secretary shall ask the Admissions Body that rejected the application to submit a report on the reasons for the rejection within 21 days. On considering such a report, the National Council may overrule the Admissions Body.

### 6.5 RIGHTS, PRIVILEGES AND LIABILITIES OF MEMBERS

#### 6.5.1 Members of All Levels and Categories

- (a) The rights and privileges shown for any and all levels of membership shall apply only if the member concerned is financial and not suspended. Any right, privilege or obligation that a person has by reason of being a member of the Institute is not transferable to another person, business / company (even if under the full or partial control of the member) or organisation, and terminates upon cessation of the membership.

- (b) Members of all levels shall have the right to attend general meetings of the Institute and speak to motions, ask questions or impart information, subject only to the Rules of Procedure of the Institute.
- (c) Members of all levels shall have the right to receive the journal and all other publications and general communications of the Institute and shall have the right to use such facilities as the Institute may from time to time provide for the general use of its members.
- (d) Members of all levels shall have the right to attend any social or other events arranged by the Institute, subject only to the payment of any attendance fee.
- (e) The liability of a member of the Institute to contribute towards the payment of the debts and liabilities of the Institute or the costs, charges and expenses of the winding up of the Institute is limited to any amount unpaid by the member in respect of the Institute as required by Clause 6.10.

#### 6.5.2 Members

Members shall have the right to stand for election, or to nominate or second others for election, to any office of the Institute, subject only to the rules of those offices, and shall have the right to put, second and vote on motions at General Meetings. Members shall further have the right to attend as observers all meetings of the Council and the Committee of their own Branch, except for those parts of a meeting which the chair of that meeting determines to be confidential for personal or commercial reasons.

Members shall be entitled to use letters or wording as set out in the by-laws indicating membership of the Institute.

#### 6.5.3 Associates

Associates may be co-opted to branch and sub-branch committees established in this Constitution but shall not have voting rights on such committees. Associates may be co-opted to committees established by the National Council and any voting rights shall be established in the Terms of Reference of any such committee.

Associates shall not be entitled to use any letters or wording indicating membership of the Institute.

### 6.6 CESSATION OF MEMBERSHIP

Membership of the Institute ceases forthwith if the member:

- (a) dies,
- (b) does not renew his or her membership within 1 month of payment falling due,
- (c) resigns,
- (d) has gained membership on the basis of seriously false or misleading information,  
or
- (e) is expelled from the Institute.

In every case where a member ceases to hold membership, the National Secretary shall make or cause to have made an appropriate entry in the Register of Members recording the date on which the membership ceased.

## 6.7 DISCIPLINING OF MEMBERS

### 6.7.1 Expulsion or Suspension

Where the National Council is of the opinion that a member of the Institute has persistently refused or neglected to comply with a provision or provisions of this Constitution or has persistently and wilfully acted in a manner inconsistent with the Objects or prejudicial to the interests of the Institute, the Council may, by resolution, either:

- (a) expel the member from the Institute, or
- (b) suspend the member from membership for a specified period.

### 6.7.2 Notice

Where the National Council passes a resolution under Clause 6.7.1, the National Secretary shall as soon as practicable cause a notice in writing to be served on the member:

- (a) setting out the resolution of the Council and the grounds on which it is based;
- (b) stating that the member may address the Council at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
- (c) stating the date, place and time of that meeting; and
- (d) informing the member that he or she may submit a written representation relating to the resolution to the Council at or before that meeting.

### 6.7.3 Confirmation

A resolution of the National Council under Clause 6.7.1 is of no effect unless the Council confirms the resolution at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under Clause 6.7.2.

At such a meeting the Council shall:

- (a) give to the member an opportunity to make oral representations,
- (b) give due consideration to such representation and any written representations submitted to the Council by the member at or before the meeting, and
- (c) by resolution determine whether to confirm or to revoke the resolution.

Where the committee thus confirms a resolution under Clause 6.7.1, the National Secretary shall in writing within 7 days after that confirmation inform the member of this fact and of his or her right of appeal under Clause 6.7.4. A resolution confirmed by the National Council under this Section takes effect 7 days after such notice is served and then only if the member does not exercise the right of appeal within this period.

### 6.7.4 Appeal

When notice of a resolution of the National Council that has been confirmed under Clause 6.7.3 is served on a member, the member may appeal against the resolution to the Institute in General Meeting. Notice of such appeal shall be lodged with the National Secretary in writing within 7 days.

Upon receipt of such notice of appeal, the National Secretary shall notify the National Council, which shall put the matter on the agenda of the next Annual General Meeting, where it shall be heard and until which time the membership privileges of the member shall continue. The Council and the member shall be given the opportunity at the General Meeting to state their

respective cases orally or in writing or both and the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

The decision of the Annual General Meeting on this agenda item shall be final and conclusive.

#### 6.8 READMISSION OF MEMBERS

Subject to the discretion of the National Council, no person who has ceased to be a member of the Institute shall be eligible for readmission until any arrears of subscriptions and dues owing to the Institute have been paid to the date when membership ceased.

#### 6.9 TRANSFERS BETWEEN BRANCHES

A member of any Branch who changes residence to the sphere of influence of some other Branch of the Institute as set out in Clause 7 shall have his or her membership transferred to that other Branch.

#### 6.10 FEES AND SUBSCRIPTIONS

##### 6.10.1 Payment of Fees and Subscriptions

- (a) A person shall, before admission to membership of the Institute, pay to the Institute a joining fee of \$1 or such other amount as may be determined from time to time by the National Council, and in addition shall pay to the Institute an annual subscription of \$2 or such other amount as may be determined from time to time by the National Council, the amount to be calculated pro-rata for persons joining part-way through a membership year.
- (b) Members of the Institute shall pay to the Institute an annual subscription of \$2 or such other amount as may be determined from time to time by the National Council.
- (c) Subscriptions shall be due and payable in full on the first day of July each year. Assessments for specific purposes levied by the National Council shall be due and payable in full within 30 days of notice in writing. Joining fees and subscriptions shall not be refundable.

##### 6.10.2 Effect of Non-payment by a General Meeting Date

A Member shall not be permitted to vote or stand for office at any General Meeting where he or she has failed to pay membership fees that remain due and outstanding at the date of that General Meeting.

#### 6.11 REGISTER

- (a) The National Secretary or the Executive Officer, where appointed, shall keep or cause to be kept in electronic form a Register of all members of the Institute, which shall contain the category of membership and the name and address of each person who is a member of the Institute together with the date on which the person became a member, and such further particulars as the Council may from time to time prescribe.
- (b) Each member shall furnish the Institute with contact details including an email or equivalent electronic address and such other information as it may require for the purpose of administration of the Institute and of compiling a record of their qualifications and their areas of speciality or expertise, such information to be included in the Register of the Institute.

- (c) All members must ensure that, where any of the information provided for inclusion in the Register changes, such changes are notified to the National Secretary as soon as possible to ensure the currency of their details and in particular their contact details.
- (d) The Register of Members shall be kept in electronic form at the principal place of administration of the Institute and shall be available for access, free of charge, by any member of the Institute, provided that such access shall be made available only with a format and content and in a manner which does not breach the individual privacy of other members on the Register.

## **7. BRANCHES**

### **7.1 FORMATION**

#### **7.1.1 Membership**

The members of the Institute in each State or Territory of the Commonwealth shall constitute a Branch, subject to the provisions of this Clause. A Branch must have at least eight financial Members.

- (a) Where the National Council determines that a State or Territory does not have sufficient members to constitute a viable branch, the Council may direct that that State or Territory be combined with the Branch in an adjacent State or Territory and constitute a sub-branch of that Branch.
- (b) Each Branch shall have power to form sub-branches of the Branch on a geographical basis within its own State or Territory, provided that each such sub-branch shall have at least eight financial members.
- (c) Each Sub-branch shall be responsible to its parent Branch.
- (d) A member resident in the area of any State or Territory immediately adjacent to another State or Territory shall have the right to membership in whichever of those Branches he or she chooses.

#### **7.1.2 Branch Annual General Meetings**

Each Branch and Sub-branch shall hold its Annual General Meeting not later than 2 months before the Annual General Meeting of the Institute.

### **7.2 GOVERNANCE**

- (a) Each Branch and Sub-branch of the Institute shall be governed by the Constitution and By-laws of the Institute but shall retain the right to conduct its affairs within that framework. No resolution of any Branch or Sub-branch shall be binding upon the Institute until it is ratified by the National Council.
- (b) Each Branch shall be managed by a committee known as the Branch Committee and, when National Council deems that there are sufficient members in a Sub-branch, that Sub-branch shall be managed by a Sub-branch Committee. Membership of such Committees shall be honorary. Each Branch or Sub-branch Committee shall be elected at an Annual General Meeting by and from the constituents of that Branch or Sub-branch.
- (c) A Branch Committee shall consist of a Chairperson, a Secretary, a Professional Development Coordinator, a Membership Liaison Officer, one representative of

each sub-branch of the Branch if any, and such other Committee members, including a treasurer if deemed appropriate, as the members of the Branch shall from time to time determine at an Annual General Meeting. No member of a Branch Committee shall hold more than two of the abovementioned positions at any one time.

- (d) A Sub-branch Committee, when formally constituted, shall consist of a Chairperson, a Secretary, a Professional Development Coordinator, and such other Committee members, including a Membership Liaison Officer if deemed desirable, as the members of the Sub-branch shall from time to time determine at an Annual General Meeting. The representative from a Sub-branch on the Branch Committee shall be the Chairperson of that Sub-branch.
- (e) The Committee of each Branch and Sub-branch shall administer the affairs of that Branch in conformity with the Constitution of the Institute and shall exercise such powers as the National Council may approve.
- (f) If a member of a Branch or Sub-branch Committee is absent without the consent of the Committee from all meetings of the Committee or does not attend to Committee business conducted electronically during a continuous period of 3 months and fails to provide a valid proxy, that member shall forthwith be removed from office by a resolution of the Committee to that effect.
- (g) No member of the Institute or of any Branch, Sub-branch or committee thereof shall publish or communicate to any person or persons who are not members of the Institute any matter which may purport to represent the policy or views of the Institute as a whole without the express sanction of the National Council.
- (h) Each Branch shall forward a report of its activities, including those of any Sub-branch, to the National Council no later than 1 month before the Institute's Annual General Meeting.

## **8. MANAGEMENT OF THE INSTITUTE**

### **8.1 NATIONAL COUNCIL**

- (a) The affairs of the Institute shall be managed by the National Council, which may exercise all such powers of the Institute as are not, by statute or by this Constitution, required to be exercised by the members in General Meetings, subject nevertheless to this Constitution and such other rules as may be prescribed by the members in General Meetings.
- (b) Subject to sub-clause (a) above, the National Council shall have the power to perform all such acts and do all such things as are deemed by the Council to be necessary or desirable for the proper management of the affairs of the Institute. In exercising this power, the Council may consult with members either through the Branch Committees or directly through surveys or similar means.

### **8.2 MANAGEMENT OF DAY-TO-DAY AFFAIRS**

The day-to-day affairs of the Institute may be managed by an Executive Officer, where appointed, or such other person, business or organisation as may be contracted to deliver a service and undertake such duties as may be directed by the National Council and in accordance with a duty statement which shall be reviewed by the National Council from time to time.

The remuneration offered to the Executive Officer and/or paid to the person, business or organisation so engaged shall be determined by the National Council and reviewed each year.

### 8.3 OFFICE

The location of the office of management of the Institute shall be determined by the National Council from time to time.

### 8.4 BY-LAWS

The National Council shall prepare and adopt by-laws relating to the procedure of any matters governed by this Constitution, and from time to time may amend existing by-laws.

- (a) Such by-laws or any amendments thereto shall be notified to all Branches within 7 days of adoption by the National Council and such Branches shall have 21 days from the date of the notification to notify the National Secretary in writing that in their opinion the by-law or amendment materially affects the aims and objects of the Institute as set out in Clause 4.1.
- (b) In that case, the National Council shall in the first instance discuss the objection with the Branch that has lodged it and attempt to negotiate a satisfactory resolution. If a resolution acceptable to both the National Council and the said Branch cannot be achieved, the National Council shall place the matter before all Branches and request each committee member of every Branch to individually notify the National Secretary whether or not he/she concurs with the objection that has been raised.
- (c) Such an objection shall be regarded as having been sustained only if at least three fourths of all Branch committee members so polled concur. In that case the proposed by-law or amendment shall lapse.
- (d) Branches shall also have 21 days from the date of the notification to notify the National Secretary in writing that the by-law or amendment contains defects in wording, logical inconsistencies, or other anomalies not related to the aims and objects of the Institute.
- (e) In that case the National Council shall redraft the by-law or amendment to rectify the defects or anomalies identified, and shall then resubmit the by-law or amendment to the Branches, which shall have a further 7 days to indicate whether in their view the defects or anomalies have been adequately rectified.
- (f) Where proposed by-laws are part of constitutional changes submitted and passed by a Special Resolution in accordance with Clause 10.4.5 such by-laws shall be operative immediately without any further submission to Branches.

### 8.5 NATIONAL COUNCIL POWERS

In addition to all powers hereby expressly conferred upon it, but subject always to the Objects of the Institute, the National Council shall have the power:

- (a) to expend the funds of the Institute in such manner as it shall consider most beneficial for the purposes of the Institute and to invest in the name of the Institute such part thereof as it shall think fit;
- (b) to enter into any contracts on behalf of the Institute;
- (c) to borrow moneys on security of any property of the Institute and to grant or direct to be granted mortgages for securing the same;



- (d) to authorise the Common Seal of the Institute to be affixed to any document;
- (e) to appoint or engage on such terms as it shall think fit and dismiss any officer or servant of the Institute;
- (f) to control the raising of funds by the Institute and its members for the carrying out of the objects of the Institute with power to impose conditions and restrictions in respect thereof;
- (g) to take and defend all legal proceedings by or on behalf of the Institute and to appoint solicitors for any such purpose; and
- (h) to open and operate any account with any authorised deposit-taking institution and to authorise payments therefrom.

## 8.6 EXECUTIVE COMMITTEE

The Executive Committee may make decisions without the approval of the whole National Council where it is considered that due to extreme urgency a decision needs to be made before the approval of the whole National Council can be obtained. Where such authority is exercised the National Secretary must advise all National Council members within 24 hours of the nature of the issue and the decision made. Such decisions must be presented to the National Council as soon as possible and are subject to ratification by the National Council.

## 9. NATIONAL COUNCIL

### 9.1 COMPOSITION

The National Council of the Institute shall consist of the office-bearers of the Institute and the Branch Delegates. No member of the Council may hold more than one of these positions at any one time.

The office-bearers of the Institute, all of whom shall act in an honorary capacity, shall comprise:

- (a) the President,
- (b) the Immediate Past President,
- (c) one or more Vice-presidents,
- (d) the National Treasurer, and
- (e) the National Secretary.

The Branch Delegates shall comprise one representative from each of the Branches.

### 9.2 ELECTION AND TERM OF SERVICE

- (a) At each Annual General Meeting there shall be elected the office-bearers referred to in Clause 9.1. At the conclusion of each Annual General Meeting of the Institute, the sitting National Council shall cease to hold office and a new National Council shall be formed.
- (b) In the event of a casual vacancy occurring in the membership of the Council, the Council may appoint a member of the Institute to fill the vacancy and the member so appointed shall hold office, subject to other provisions of this Constitution, until the conclusion of the first Annual General Meeting after the date of the appointment.

- (c) For the purposes of this Constitution, a casual vacancy in the office of a member of the National Council occurs if the member:
  - (i) dies,
  - (ii) ceases to be a member of the Institute,
  - (iii) becomes an insolvent under administration within the meaning of the relevant Act,
  - (iv) resigns office by notice in writing to the National Secretary, or
  - (v) is removed from office.
- (d) If a member of the National Council is absent without the consent of the Council from all meetings of the Council or does not attend to National Council business conducted electronically during a continuous period of 3 months and fails to provide a valid proxy, that member shall forthwith be removed from office by the Council.
- (e) The Institute in General Meeting may by resolution remove any member of the National Council from office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed. When notice of a motion to so remove a member of the Council is given, that member may make representations against the motion in writing to the National Secretary or President.
- (f) Such representations shall at the request of that member be sent to all members of the Institute in sufficient time before the General Meeting at which the motion is to be put and shall in any case be read out at that meeting.

#### 9.2.1 Office-bearers

- (a) All office-bearers shall be financial Members who are not disqualified from office under section 63 (1) of the Act nor are subject to a disqualification order under section 63A of the Act. Each office-bearer, except the Immediate Past President, who is subject to separate rules as set out in Clause 9.2.4, shall be elected at an Annual General Meeting. Office-bearers shall hold office until the conclusion of the Annual General Meeting following the date of their election, such period not being longer than 15 months, and shall be eligible for re-election subject to other provisions in this Constitution.
- (b) If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting. If insufficient further nominations are received, any vacant positions remaining shall be deemed to be casual vacancies. If the number of nominations received equals the number of vacancies to be filled, the persons nominated shall be deemed to be elected. If more than one nomination has been received for any position, a ballot shall be held for that position.
- (c) If an office-bearer is granted leave of absence the Council may appoint a member of the Institute to fill the vacancy and the member so appointed shall hold office, subject to other provisions of this Constitution, until the conclusion of the leave of absence of the office-bearer or until the next Annual General Meeting after the date of the appointment, whichever occurs first.

- (d) No office-bearer shall hold his or her particular office for more than six consecutive complete terms, or as specified in clauses 9.2.2 and 9.2.3. Incoming office-bearers shall be installed at the conclusion of each Annual General Meeting of the Institute.

#### 9.2.2 President

No President shall hold that office for more than three consecutive complete terms. In the event of a President failing for any reason to complete his or her term of office, the National Council shall appoint a successor to serve the unexpired portion of the term. Such an appointed President shall succeed to the office of Immediate Past President only with the consent of the Annual General Meeting following the appointment.

#### 9.2.3 Vice-president(s)

Where the National Council so decides, there may be more than one Vice-president position, with such duties and responsibilities as may be determined and described in the by-laws. No Vice-president shall hold office for more than three consecutive complete terms. In the event of Vice-president(s) failing for any reason to complete their term of office, the National Council shall appoint successor(s) to serve the unexpired portion of the term.

#### 9.2.4 Immediate Past President

The Immediate Past President shall automatically succeed to that office from the office of President and hold that office until the completion of all terms of office of the succeeding President. In the event of an Immediate Past President failing for any reason to complete his or her term of office, the National Council shall appoint a successor to serve the unexpired portion of the term of the Immediate Past President so replaced.

#### 9.2.5 Branch Delegates

- (a) A Branch Delegate for each Branch shall be elected at a general meeting of that Branch held not later than 2 months before the Annual General Meeting of the Institute.
- (b) When a general meeting fails to elect a Branch Delegate, or an elected Branch Delegate is unable to complete his or her term, the Branch Committee shall appoint a financial Member of that Branch to that position for the remainder of that term.
- (c) A Branch Delegate or Council Member who is unable to attend meetings of the Council shall appoint a proxy, who shall be a financial Member. A Branch Committee may also appoint an Alternate Branch Delegate to be available when needed as a proxy for that Branch's delegate.

### 9.3 MEETINGS

#### 9.3.1 Time and Venue

The National Council shall meet at the place of and at a convenient time immediately after the Annual General Meeting and at such other places and times, and by such other means, as may be deemed needful, but at least 4 times per year. Between these meetings, the National Council shall communicate online to transact the general business of the Institute, and such business as may have been deputed from any Branch, and shall receive reports of any committees, when requested.

### 9.3.2 Appointed Officers

Persons appointed under Clause 8.2 shall be entitled to attend meetings of the National Council at its discretion but shall not be entitled to vote.

### 9.3.3 Convening

The date, time and venue for an ordinary meeting may be specified in an annual schedule but shall be confirmed by the preceding ordinary meeting.

### 9.3.4 Agenda

The agenda of any Council meeting shall specify the nature of all the business to be considered at the meeting and no other business shall be transacted at that meeting except as agreed by the Council members present at the meeting.

### 9.3.5 Presiding Member

The President shall preside at all meetings of the Council and shall be entitled to attend all meetings of committees appointed by the Council. If the President is unable to attend a meeting of the Council, then the meeting shall be chaired, in order of preference, by a Vice-President, the Immediate Past President or another Council member agreed by those present.

### 9.3.6 Quorum

No item of business shall be transacted at a Council meeting unless a quorum of Council members is present during the time the meeting is considering that item. Quorum for the National Council shall be seven members including at least two office-bearers and representation of at least three Branches.

### 9.3.7 Adjournment

If within half an hour of the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and the same hour in the same day the following week. If at the adjournment meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

### 9.3.8 Minutes

The minutes of National Council meetings shall record the names of all Council members present, any apologies, the matters discussed, and any decisions made. When a formal vote has been taken, the minutes shall record the number of votes for and against.

## 9.4 DELEGATION TO COMMITTEES

- (a) The National Council may delegate in writing to one or more committees consisting of such members of the Institute as the Council thinks fit the exercise of such of the functions of the Council as the Council thinks fit, other than:
  - (i) this power of delegation, and
  - (ii) a function that is a duty imposed on the National Council by the Act or by any other law.
- (b) Such delegation may be made subject to such conditions or limitations as may be specified in the instrument of delegation. The National Council may revoke any delegation in writing, wholly or in part.

- (c) Notwithstanding any delegation under this clause, the Council may continue to exercise any function delegated.
- (d) Any act or thing done or suffered by a committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the National Council.
- (e) A function delegated to a committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.
- (f) A committee may meet and adjourn as it thinks proper unless otherwise specified in the instrument of delegation.

## 9.5 VOTING AND DECISIONS

### 9.5.1 Decisions

Questions to be decided by the National Council, the Executive Committee or any committee appointed by the National Council shall be determined by a majority of the members of that body voting.

### 9.5.2 Votes

Members of the National Council, the Executive Committee or any committee appointed by the National Council present in person or by proxy shall each have one vote. In the event of an equality of votes on any question, the person presiding may exercise an additional or casting vote.

### 9.5.3 Validity

- (a) Any act or thing done or suffered, or purporting to have been done or suffered, by the National Council or by a committee appointed by the Council is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Council or the committee.
- (b) A resolution, whether a single copy or several copies of the same document, signed by all members of the National Council, the Executive Committee or any committee appointed by the National Council shall have the same validity as if the resolution were passed in a properly constituted meeting of the relevant body.

## 10. GENERAL MEETINGS

### 10.1 NOTICE

- (a) The National Secretary shall at least 28 days before the date fixed for the holding of a General Meeting cause to be sent by email or equivalent electronic communication to each member at the member's address appearing in the Register of Members, a notice specifying the date, time and venue of the meeting and the nature of the business proposed to be transacted at the meeting. Where the nature of the business proposed to be dealt with at the General Meeting requires a Special Resolution of the Institute, the National Secretary shall specify in such notice the intention to propose the resolution as a Special Resolution.
- (b) No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting.

- (c) If the National Secretary has received a request in writing, submitted no later than 21 days before the date of a General Meeting, and signed by at least 30 financial Members, desiring to bring any business before such meeting, the National Secretary shall forthwith inform all members of the inclusion of that business in the General Meeting.

## 10.2 ANNUAL GENERAL MEETINGS

### 10.2.1 Annual General Meeting Date and Venue

The Institute shall, at least once in each calendar year and within 5 months after the expiration of each financial year of the Institute, convene an Annual General Meeting of its members. Subject to the Act, the Annual General Meeting of the Institute shall be convened on such date and time and at such a venue as the National Council thinks fit.

### 10.2.2 Business

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

- (a) to confirm the minutes of the preceding Annual General Meeting and of any other General Meeting held since that meeting;
- (b) to receive the report of the National Council for the preceding period;
- (c) to receive a Statement of Accounts and Balance Sheet from the National Treasurer;
- (d) to receive annual reports from the Executive Officer or from any honorarium positions that the National Council may have established;
- (e) to elect a President, Vice-president(s), a National Secretary and a National Treasurer;
- (f) to consider any business relating to the affairs of the Institute; and
- (g) to receive and discuss such addresses and other communications as shall have been arranged.

These items shall always be specified in the notice convening the Annual General Meeting.

## 10.3 EXTRAORDINARY GENERAL MEETINGS

### 10.3.1 Date and Venue of Extraordinary General Meetings

- (a) Extraordinary General Meetings of the Institute may be convened by the National Council whenever it thinks fit and shall in addition be convened without delay by the Council on a request in writing signed by at least 50 financial Members. Such a request from Members for an Extraordinary General Meeting:
  - (i) shall state the purpose or purposes of the meeting;
  - (ii) shall be signed by the members making the request;
  - (iii) shall be lodged with the National Secretary; and
  - (iv) may consist of several documents in a similar form, each signed by one or more of the Members making the request.

- (b) If the Council fails to convene an Extraordinary General Meeting to be held within 60 days after the date on which such a request is lodged with the National Secretary, any one or more of the Members who made the request may convene an Extraordinary General Meeting to be held not later than 60 days after the date on which the Council failed to heed the request. Such an Extraordinary General Meeting convened by a Member or Members shall be convened as nearly as is practicable in the same way that General Meetings are convened by the Council and any Member who thereby incurs expense is entitled to be reimbursed by the Institute.
- (c) Subject to the provisions of the Act, Extraordinary General Meetings shall be held in the home State or Territory of the President.

#### 10.3.2 Business of Extraordinary General Meetings

The only business of an Extraordinary General Meeting shall be that stated in the notice calling the meeting.

### 10.4 PROCEDURE

All business at General Meetings shall be conducted in conformance with Standing Orders as set out in the by-laws of this Institute.

#### 10.4.1 Quorum

- (a) No item of business shall be transacted at a General Meeting unless a quorum of members entitled to vote is present during the time the meeting is considering that item.
- (b) 50 financial Members present in person and representing at least three different Branches constitute a quorum for the transaction of the business of a General Meeting.
- (c) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and venue unless another venue is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned.
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the quorum shall consist of nine financial Members representing at least three different Branches.

#### 10.4.2 Presiding Member

The President of the Institute shall chair all General Meetings. In the absence of the President, a Vice-president or the Immediate Past President (in that order of preference) shall preside. If neither of these is present, the meeting shall elect a Chairperson from among the financial Members present at the meeting.

#### 10.4.3 Adjournment

- (a) The Chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of financial 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 meeting at which the adjournment took place.

- (b) Where a General Meeting is adjourned for 14 days or more, the National Secretary shall give written or oral notice of the adjourned meeting to each Member of the Institute, stating the date, time and venue of the meeting and the nature of the business remaining to be transacted at the meeting. Notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is otherwise not required to be given.

#### 10.4.4 Decisions

- (a) A question arising at a General Meeting of the Institute shall be determined on a show of hands and postal/electronic ballots lodged, where authorised. Unless a poll is demanded before or on the declaration of the show of hands, a declaration by the Chairperson and an entry to that effect in the minutes of the Institute shall be evidence of the fact that a resolution has, on a show of hands, been carried or carried unanimously or lost, without proof of the number or proportion of the votes recorded for or against that resolution.
- (b) At a General Meeting of the Institute, a poll may be demanded by the Chairperson or by not less than three Members present in person or by proxy at the meeting.
- (c) Where a poll is demanded at a General Meeting, the poll shall be taken immediately in the case of a poll that relates to the election of the Chairperson of the meeting or to the question of an adjournment. In any other case the poll shall be taken in such manner and at such time before the close of the meeting as the chairperson directs. The resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

#### 10.4.5 Special Resolutions

- (a) No member of the National Council nor any member of the Institute shall transact any business relating to, or allow any implementation of, any of the matters set out in sub-clauses (i) to (iii) below without the prior approval of the Members, either at a General Meeting or by means of an electronic ballot conducted in accordance with Clause 10.4.7:
  - (i) any repeal, alteration or addition to this Constitution;
  - (ii) any transaction involving the sale or purchase of assets exceeding more than 10 percent of the net assets of the Institute; or
  - (iii) any financial commitment or liability exceeding one quarter of the gross income of the Institute in the preceding year, with the exception of expenditure relating to a company providing association management or secretariat services as set out in Clause 8.2.
- (b) A Special Resolution shall only be adopted and implemented on compliance with the following conditions:
  - (i) that the motion to the Special Resolution is voted on either at a General Meeting or by means of an electronic ballot of the Institute duly conducted



at any time approved by National Council, and that written notice of the motion has been given in accordance with Clause 10.1;

- (ii) that the Special Resolution is adopted by a majority of not less than three fourths of voting members present in person or by proxy at the General Meeting convened to consider the Special Resolution or at any adjournment thereof, or by a majority of not less than three fourths of voting members participating in a duly conducted electronic ballot on the Special Resolution;
- (iii) that if such a Special Resolution has been passed at a General Meeting, a period of 21 days shall elapse after the said Meeting, during which time any 25 Members of the Institute may notify the National Secretary in writing that in their opinion the Special Resolution materially affects the aims and objects of the Institute, in which case the said Special Resolution shall be submitted to an electronic ballot of all Members who are entitled to vote, not later than 3 months after the date of the said General Meeting, and the Special Resolution shall be adopted only if three-fourths of the Members voting electronically cast their votes in favour;
- (iv) that if a Special Resolution has been passed by a duly conducted electronic vote, the provisions of sub-clause (iii) above shall not apply; and
- (v) that any electronic vote, in order to be deemed duly conducted, shall remain open for voting for 30 days after the expiration of the period of written notice referred to in Clause 10.1.

#### 10.4.6 Voting

- (a) Upon any questions arising at a General Meeting of the Institute a member shall have one vote or none, according to matter and membership category as laid down in Clause 6.
- (b) All votes shall be given personally, by electronic ballot or by proxy, but no member may hold more than 25 proxies or have more than one vote by proxy or electronic ballot.
- (c) In the case of an equality of votes on any question at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (d) A member or proxy is not entitled to vote at any General Meeting of the Institute unless all money due and payable by the member or proxy to the Institute has been paid.
- (e) The preferential system of voting shall be used in all elections of office-bearers.

#### 10.4.7 Electronic Ballot

- (a) Electronic voting shall be permitted, when authorised by the National Council, in respect of all General Meetings, provided an electronic ballot in the form approved by the National Council from time to time has been duly completed and is submitted electronically at least 48 hours before the commencement of the meeting.
- (b) The procedural arrangement shall be:
  - (i) The National Secretary shall deliver by email or equivalent electronic communication to each Member who is entitled to vote a clear statement of

both sides of the question to be voted upon with a request that they submit their vote thereon as provided by the voting software.

- (ii) Eligible voters shall, upon receipt of the specified information, complete the electronic ballot paper and shall submit it in the manner provided by the voting software by the closing date of the ballot.
  - (iii) As soon as practicable following the closing date for voting, the Returning Officer shall report to the National Secretary the votes cast as tallied by the voting software.
- (c) For an electronic ballot to be valid the Member must have voted in favour of or against any proposed resolutions, which must be set out in the electronic ballot form.

#### 10.5 APPOINTMENT OF PROXIES

Each Member shall be entitled to appoint another Member as a proxy by notice given to the National Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

### 11. MISCELLANEOUS

#### 11.1 INSURANCE

The Institute shall effect and maintain appropriate insurance, at least as required by law.

#### 11.2 FINANCIAL YEAR

The financial year of the Institute ends on the 30th day of June.

#### 11.3 FUNDS – SOURCE

- (a) The funds of the Institute must be derived from joining and/or membership fees, donations, attendance fees from events organised by the Institute and, subject to the Act, section 114, any other sources that the National Council decides.
- (b) All moneys received by the Institute must be deposited as soon as practicable and without deduction to the credit of an account or accounts with an authorised deposit-taking institution or institutions approved by the National Council, to be kept in the name of the Institute.

#### 11.4 FUNDS – MANAGEMENT

- (a) The assets and income of the Institute shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to members of the Institute except as genuine compensation for services rendered or expenses incurred on behalf of the Institute.
- (b) All cheques, drafts, bills of exchange and other negotiable instruments must be signed, and any electronic payments authorised, by the National Treasurer and the National Secretary or any member of the National Council duly authorised at a proper meeting of the Council.
- (c) The Institute shall issue an appropriate receipt as soon as practicable after receiving any money and shall keep clear and permanent records of all income and expenditure.

- (d) At least once in every year the accounts of the Institute shall be audited by a properly qualified independent auditor or auditors. All writings relating to the accounts of the Institute shall at all times be available for inspection by the auditors.

#### 11.5 PUBLICATIONS

- (a) The Institute shall cause a periodical journal to be published and shall distribute free of charge one copy to each financial member. The Institute may charge a reasonable price for further copies and all sales to the public.
- (b) The Council shall cause to be published such other matter as it may from time to time determine.
- (c) The Council shall annually at its first meeting after the Annual General Meeting appoint a Publications Committee to oversee Institute publications including the journal. The Publications Committee shall comprise the journal editor and such other persons as may be deemed necessary. The National Council shall appoint the Chairperson of the Publications Committee.
- (d) The members of the Publications Committee shall hold office during the period of office of the Council appointing them except that the Council at its discretion may at any time remove any member of the committee. Members of the Publications Committee may be reappointed.
- (e) The Publications Committee shall be responsible for the management of the Institute's publications, including the appointment of the journal editor, who shall be responsible for the editorial standard of the journal. The Council may, however, direct the Publications Committee as to the general form that the journal and other publications will take.

#### 11.6 COMMON SEAL

The common seal of the Institute shall be kept in the custody of the National Secretary. The common seal shall not be affixed to any instrument except by the authority of the National Council and the affixing of the common seal shall be attested by the signatures of either two members of the Council or else one member of the Council and the Public Officer.

#### 11.7 CUSTODY AND INSPECTION OF BOOKS

Except as otherwise provided herein, the National Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Institute. The records, books and other documents of the Institute shall be open to inspection, free of charge, by any member of the Institute at any reasonable hour.

#### 11.8 SERVICE OF NOTICES

- (a) For the purposes of this Constitution, the primary method of communication with members by the Institute shall be by email or equivalent electronic communication to the address provided by the member for inclusion in the Register of Members; however, a notice may be served by or on behalf of the Institute upon any member either personally or by sending it by prepaid post to the member at the member's address shown in the Register of Members.

- (b) Where a document is sent to a person by properly sending it to the email or equivalent electronic address provided by the member for inclusion in the Register of Members or by addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of this Constitution to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

#### 11.9 VALIDITY OF PROCEEDINGS

The proceedings of the Council or any other body acting under this Constitution shall not be invalidated by reason of any accidental omission to give any notice thereby required nor by reason of any default occurring in the election or qualification of any of its members.

#### 11.10 INDEMNITY OF OFFICE BEARERS

The members of the Council and every office bearer of the Institute or member of a Committee of the Institute or any person employed by the Institute as auditor shall be indemnified out of the funds of the Institute against all liability incurred by him or her in his or her capacity as such member of the Council or officer of the Institute or member of a committee of the Institute or auditor in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted.

#### 11.11 AFFILIATION

Any individual, institution or organisation which shares the Institute's Objects and commits to its Code of Ethics may affiliate itself with the Institute. The affiliate shall not be considered a Member or Associate of AUSIT and shall not have any rights or privileges other than those it agrees to in writing with the Institute. The National Council shall enter into such affiliation agreements at its discretion. The National Council shall not grant to an affiliate any rights or privileges which are exclusively reserved to Members.

#### 11.12 WINDING UP

The Institute may be wound up only by a Special Resolution of a General Meeting. In the event of the Institute being wound up or otherwise dissolved, all assets that remain after such winding up or dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation as permitted by Section 92 of the Act which:

- (a) has substantially the same objects as the Institute;
- (b) is not carried on for the object of trading or securing pecuniary gain for its members;
- (c) has rules prohibiting the distribution of its assets and income to its members;
- (d) has rules that require that on the dissolution or winding up of that organisation, the surplus assets be passed on to another organisation that has objects substantially the same as the firstmentioned organisation and is not carried on for the object of trading or securing pecuniary gain for its members; and
- (e) has been approved by a Special Resolution of a General Meeting.