

PLANNING INSTITUTE OF AUSTRALIA

ACN: 151 601 937

CONSTITUTION

Date: 26 November 2024

PLANNING INSTITUTE OF AUSTRALIA

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**CONSTITUTION OF
PLANNING INSTITUTE OF AUSTRALIA
ACN 151 601 937
A COMPANY LIMITED BY GUARANTEE**

1 NAME

The name of the Institute is "Planning Institute of Australia" ("the Institute").

2 CAPACITY

Subject to the Corporations Act, the Institute has the legal capacity of a natural person including the capacity to exercise the powers set out in section 124 of the Corporations Act. It is the intention that this Constitution will not restrict or prohibit the exercise by the Institute of any of these powers except as expressly stated.

3 OBJECTS

The objects for which the Institute is established are:

- (a) To recognise and respect Aboriginal and Torres Strait Islander peoples' approaches to land use planning and management as integral to their law and custom and to their livelihood and wellbeing;
- (b) To provide influential advice concerning the environmental, social and economic impacts and implications of the use of land;
- (c) To foster and strengthen the community perception of planned use of land and associated systems as a critical means to serve the public interest;
- (d) To advance the professional interests of Members, and to collect and store historical information about Members and Associates for recognition purposes;
- (e) To establish and administer standards of competency amongst persons working professionally in the disciplines involved in land use planning;
- (f) To foster and strengthen the technical knowledge and professionalism of persons working professionally in the disciplines involved in land use planning;
- (g) To provide for and encourage education and training in the disciplines involved in land use planning;
- (h) To provide a forum for the exchange of knowledge and views relating to the issues in and associated with the planned and unplanned use of land;
- (i) To harness the industry's collective knowledge on issues affecting the industry and to collect and disseminate information concerning the planned and unplanned use of land;
- (j) To provide national and international leadership for the advancement of environmental, social and economic benefits of planned use of land in the natural and built environments;
- (k) To deliver accountability and good corporate governance of the Institute to the Members; and

- (l) To do all other lawful things as are incidental or conducive to the attainment of these objects or any of them or which may be calculated to advance directly or indirectly the interests of the Institute.

4 NOT FOR PERSONAL PROFIT

4.1 Dedication to the Objects

The income and property of the Institute must be applied solely towards the promotion of the Objects of the Institute as set out in this Constitution.

4.2 Restriction on Use of Funds

No portion of the income or property of the Institute shall be paid or transferred directly or indirectly by way of profit to Members. This does not prevent the payment in good faith:

- (a) of remuneration to any officers, employees or contractors of the Institute paid in return for any services rendered to the Institute, if such payment is approved by the Board in good faith, on arm's length terms;
- (b) of remuneration to any Member or Officer of any Member in return for any services rendered to the Institute, if such payment is approved by the Board in good faith, on arm's length terms;
- (c) for goods supplied in the ordinary and usual course of business on ordinary terms;
- (d) of interest at a reasonable and proper rate on money borrowed from any Member; or
- (e) of reasonable and proper rent for premises leased or licensed by any Member to the Institute;

5 MEMBERS' GUARANTEE

Every Member undertakes to contribute an amount not exceeding \$10.00 to the property of the Institute if it is wound up while he or she is a Member or within one year afterwards for:

- (a) payment of the debts and liabilities of the Institute contracted before the time when he or she ceased to be a Member;
- (b) the costs charges and expenses of winding up; and
- (c) for an adjustment of the rights of contributories among themselves.

6 WINDING UP

If the Institute is wound up or dissolved and, after the satisfaction of all its debts and liabilities, any assets whatsoever remain, the remaining assets must not be paid or distributed to the Members but must be given or distributed to some other fund, authority or institution having objects or purposes similar to the purposes of the Institute and which is limited in its use of funds in substantially the same manner as provided for in clause 4.2, determined:

- (i) in general meeting; or failing which
- (ii) by the Liquidator acting in good faith and as an officer of the Court.

7 LIMITED LIABILITY

The liability of the Members is limited.

8 MEMBERS

8.1 Member Class

The membership of the Institute be such persons who the Board are satisfied have educational and practical experience as prescribed by the Code of Membership.

8.2 Associate Class

The Institute shall have grades of Associates, as prescribed by the By-Laws.

8.3 Admission of Members

The Board shall admit as a Member any person who:

- (a) satisfies the conditions set out in clause 8.1; and
- (b) signs and forwards an application to be a Member, in the form approved from time to time by the Board, to the Secretary by which the applicant agrees to be bound by the terms of this Constitution and the By-Laws; and
- (c) is approved as a Member by the Board; and
- (d) is not otherwise ineligible to be a Member under this Constitution; and
- (e) pays the appropriate membership or application fee (if required).

noting that in the process for approving the admission of an applicant to be a Member the Board may request information from the applicant to determine whether the applicant is suitable be a Member of the Institute.

8.4 Divisional Membership

Each Member or Associate shall:

- (a) On admission as a Member or Associate, be admitted to a Division of the Institute according to the address the Member or Associate has notified the Secretary from time to time;
- (b) Be admitted as a member or Associate in no more than one Division; and
- (c) Notify the Secretary of each change of their address and, should their updated address fall within the boundaries of a new Division, then their Divisional Membership shall be updated accordingly.

9 CESSATION OF MEMBERSHIP OR ASSOCIATESHIP

9.1 General overview

- (a) There are a number of reasons why a Member's membership or an Associate's associateship will stop. For instance, if a Member or Associate:
 - (i) resigns from membership or associateship (see clause 9.2);

- (ii) automatically stops being a Member or Associate (see clause 9.3); or
 - (iii) is removed from membership or associateship by the Board or, in the case of Members, removed by the Members (see clauses 9.5 and 9.4).
- (b) The Board may adopt such other policies and procedures relating to the disciplining, suspension and expulsion of Members and Associates as they so determine from time to time, provided they are consistent with the requirements set out in this clause 9.
- (c) Where a Member or Associate ceases to be a Member or Associate in accordance with the law or this Constitution, that Member's name must be removed from the Register of Members or Register of Associates, as applicable.
- (d) Upon the lawful removal of a Member's name from the Register of Members or Associate's name from the Register of Associates:
 - (i) the Member or Associate will forfeit all rights and privileges attached to membership or associateship and all rights which that Member or Associate may have against the Institute arising out of the membership or associateship; and
 - (ii) the Institute will have no liability to such a Member or Associate in respect of that Member or Associate's removal from the Register of Members or Register of Associates, as applicable.
- (e) Any Member or Associate that ceases to be a Member or Associate under this clause 9 remains liable for:
 - (i) any Membership Fees or other moneys which may be owed by that Member or Associate to the Institute; and
 - (ii) in the case of the Institute being wound up within six months of the date of cessation of membership, the relevant contribution under clause 5.

9.2 Resignation from membership or associateship

- (a) A Member or Associate may resign from membership or associateship of the Institute at any time by providing written notice to the Institute. The resignation has immediate effect upon receipt by the Institute.
- (b) A Member or Associate who resigns from membership or associateship in accordance with clause 9.2(a) forfeits all membership and associateship rights under this Constitution and the By-Laws.

9.3 Automatic stopping of membership or associateship

A Member or Associate's membership or associateship will automatically stop if the Member or Associate:

- (a) dies;
- (b) fails to pay any required Membership Fees or any other fees levied in accordance with the By-Laws within two months after the date on which those Membership Fees or other fees become due or such later time as determined by the Board unless:

- (i) the Member or Associate pays the required Membership Fees or other fees in arrears within 30 days after the two-month period ends (“Late Payment”); and
- (ii) the Institute accepts the Late Payment, causing the Member or Associate’s membership or associateship to be reinstated; or
- (iii) no longer complies with the conditions of membership or associateship described at clause 8.1 as determined by the Board.

9.4 Removal by Members

Any Member may be removed as a Member in accordance with the By-Laws at a duly convened meeting of Members if:

- (a) At least two month’s written notice of the motion to remove the Member is given to all Members (including to the Member concerned; the “Subject Member”) stating the grounds on which the motion relies; and
- (b) If, within 28 days of the service of notice under clause 9.4(i), the Subject Member serves on the Institute a statement addressing the grounds on which the motion relies, that statement is sent as a notice to all Members not less than 14 days prior to the motion being put; and
- (c) The motion to remove the Subject Member is passed by Special Majority, noting that the Subject Member shall not be entitled to a vote on the motion.

9.5 Removal by the Board

Any Member or Associate may be removed as a Member or Associate of the Institute by the Board with immediate effect if:

- (a) the Member or Associate is bankrupt pursuant to the Bankruptcy Act 1966 (Cth);
- (b) the Member or Associate is convicted of an indictable criminal offence; or
- (c) the Board has received a recommendation from a Code of Professional Conduct Panel for removal of that Member or Associate in accordance with the By-Laws and resolves to remove that Member or Associate.

10 VOTING AND SPEAKING RIGHTS

10.1 Members Rights

Subject to this Constitution and the By-Laws, Members have the right to:

- (a) receive notices of, the right to attend, the right to speak and the right to vote at all general meetings of the Institute; and
- (b) receive notices of, the right to attend, the right to speak and the right to vote at all meetings of the Division of which they are, for the time being, a member.

10.2 Honorary Fellows Rights

Honorary Fellows shall, notwithstanding clause 10.3, have the right to:

- (a) receive notices of and the right to attend general meetings of the Institute but do not have the right to speak without leave of the chairperson of the meeting and do not have the right to vote; and
- (b) to attend all general meetings of the Division of which they are, for the time being, an Honorary Fellow and may have those rights and privileges that the By-Laws permit.

10.3 Associates

Associates are not Members for the purposes of this Constitution or the Corporations Act and may have such rights and privileges as the Board and the By-Laws permit.

11 REGISTER OF MEMBERS

11.1 Membership

The Secretary must keep the Register of Members at the Office and must enter in the Register the:

- (a) full names and addresses of Members;
- (b) principal place of business of the Member;
- (c) date on which each Member becomes a Member;
- (d) grade of membership for which the Member is qualified;
- (e) Division to which the Members is admitted, for the time being; and
- (f) date on which any Member ceases to be a Member or alters their class of Membership.

The Register must not be used for any other purpose and is to be open for inspection by Members.

11.2 Associates

The Secretary must keep a Register of Associates at the Office and must enter in the Register the:

- (a) full names and addresses of Associates;
- (b) date on which each person becomes an Associate;
- (c) grade of associateship for which the person is admitted;
- (d) person's financial undertaking to the Institute, if any, and payments made towards that commitment; and
- (e) date on which any person ceases to be an Associate.

The Register of Associates must not be used for any other purpose and is to be open for inspection by Members.

12 GENERAL MEETINGS

12.1 Annual General Meeting

An annual general meeting of the Institute must be held in accordance with the Corporations Act.

12.2 Holding of General Meetings

General meetings, including annual general meetings, may be held using any technology of electronic or other virtual means provided that all Members have a reasonable opportunity to participate and are to be held at the times and places:

- (a) prescribed by the Members in general meeting; or
- (b) as determined by the Board, from time to time.

12.3 Convening of General Meetings

The Directors may, whenever they think fit, and must, upon a requisition made in accordance with section 249D of the Corporations Act, convene a general meeting of the Institute.

12.4 Notice of meetings

At least 21 days notice must be given of a general meeting unless the Corporations Act otherwise provides. The notice must specify the place, day and hour of meeting (and if the meeting is to be held virtually or in two or more places, the technology that will be used to facilitate this) and in the case of special business, the business proposed for consideration.

12.5 Omission to give notice

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice does not invalidate the proceedings at the meeting.

13 PROCEEDINGS AT GENERAL MEETINGS

13.1 Quorum

Ten Members personally present by attending in person or virtually or by other technological means, and entitled to vote, is a quorum for all general meetings. No business is to be transacted at any general meeting unless a quorum is present at the time the meeting proceeds to business, except as clause 13.4 permits.

13.2 Lack of quorum

If within 30 minutes after the time appointed for the meeting a quorum is not present, the meeting will stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Directors determine. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, then ten Members, present personally by attending in person or virtually or by other technological means or by proxy, and entitled to vote, is a quorum and if such reduced quorum is not then present the meeting will be dissolved.

13.3 Chairperson

The President may preside as chairperson at every general meeting. If the President is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling or refuses to act as chairperson of the meeting, then a Vice President shall preside as chairperson. In turn if a Vice President is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling or refuses to act as chairperson of the meeting, then Directors must choose another Director as chairperson. If no Director is so chosen or if all the Directors present decline to take the chair, the Members present must choose one of their own number to be chairperson.

13.4 Adjournment

The chairperson of a general meeting may, with the consent of a meeting at which a quorum is present (and must if directed by the meeting), adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

13.5 Notice of adjourned meeting

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting, unless the meeting is adjourned for 30 days or more, in which case notice of the adjourned meeting is to be given as in the case of an original meeting.

13.6 Decision of resolutions

At a general meeting a resolution put to the vote of the meeting is to be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairperson or (other than on the election of the chairperson of a meeting or the adjournment of a meeting) by not less than three Members having the right to vote at the meeting.

13.7 Minutes as evidence of result

Unless a poll is duly demanded, a declaration by the chairperson that a resolution has, on the show of hands, been:

- (a) carried;
- (b) carried unanimously;
- (c) carried by a particular majority; or
- (d) lost or not carried by a particular majority,

and an entry to that effect in the book containing the minutes of the proceedings of the Institute signed by the chairperson, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

13.8 Taking of poll

- (a) If a poll is duly demanded it must be taken in the manner and at the time and place as the chairperson of the meeting directs. The result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded provided that a poll on the election of a chairperson of a meeting or on any question of adjournment must be taken at the meeting and without adjournment.

- (b) The demand for a poll does not prevent the meeting continuing for the transaction of any business other than the question on which a poll has been demanded.
- (c) The demand for a poll may be withdrawn.

13.9 Chairperson determines disputes

In the case of a dispute as to the admission or rejection of a vote on a show of hands or on a poll, the chairperson must determine the dispute and the determination made in good faith will be final and conclusive.

14 DIVISIONAL MEETINGS

14.1 Holding of Division Meetings

Divisional Meetings are to be held:

- (a) at the times and places prescribed by the Divisional Committee and at such other times and places as determined by the Board; and
- (b) in accordance with the By-Laws in such manner as the Divisional Committee sees fit, subject to the direction and control of the Board.

14.2 Notice of meetings

At least 21 days notice of a Divisional Meeting must be given to the members of a Division. The notice must specify the place, day and hour of meeting and in the case of:

- (a) special business, the general nature of that business; and
- (b) an election of Divisional Committee members, the names of the candidates for election.

14.3 Omission to give notice

The accidental omission to give notice of a meeting to or the non-receipt of notice of a Divisional Meeting by any person entitled to receive notice does not invalidate the proceedings at the meeting.

14.4 Business of Divisional Meetings

All business that is transacted at a Divisional Meeting will be referred by the Division Committee, through the Chief Executive Officer, to the Board for consideration and if thought fit, approval for implementation by Institute, unless:

- (a) The matter is within an approved allocation within the Division's approved and current Divisional Budget and the matter is in accordance with that forecast Divisional Budget planning; or
- (b) The matter is within the discretions for expenditure approved by the Board for that Division and the Division Committee is reasonably of the view that the matter has no National Policy implications.

15 VOTES OF MEMBERS

15.1 Entitlement to vote

Every Member who is personally present or represented by proxy or corporate representative at:

- (a) a General Meeting, is entitled, subject to this Constitution and the By-Laws, to cast one vote, whether on a show of hands or on a poll; and
- (b) a Divisional Meeting of which they are a member is entitled, subject to this Constitution and the By-Laws, to cast one vote, whether on a show of hands or on a poll.

15.2 Casting vote

In the case of an equality of votes cast at a General Meeting, the chairperson of the meeting at which the vote is taken is entitled to a casting vote in addition to any votes to which he or she is entitled as a Member.

15.3 Voting at General Meetings

No objection shall be raised to the qualifications of any voter except at the meeting or adjourned meeting at which the vote objected to and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

16 PROXIES

16.1 Appointment of proxy

Subject to the Corporations Act, a Member may only appoint one proxy, who must be another Member.

16.2 Instrument of proxy

The instrument appointing a proxy must be in writing signed by the appointor or by his or her attorney duly authorised in writing.

16.3 Proxy to be deposited at office

- (a) The instrument appointing a proxy and the authority (if any) under which it is signed or a certified copy of the authority must be received by the Institute prior to the commencement of the meeting or adjourned meeting or taking of the poll, at which the person named in the instrument proposes to vote. If this clause 16.3 is not complied with, the instrument of proxy will be treated as invalid.
- (b) An instrument appointing a proxy is received when it is received at any of the following:
 - (i) the Office, 24 hours prior to the commencement of the meeting;
 - (ii) a place or electronic address specified for the purpose in the notice of meeting, 24 hours prior to the commencement of the meeting;
 - (iii) in person to the Secretary or the President of the Institute, 24 hours prior to the commencement of the meeting.

16.4 Form of proxy

An instrument appointing a proxy is valid if it is signed by the Member making the appointment and contains the following information:

- (a) the Member's name and address;
- (b) the Institute's name;
- (c) the proxy's name or the name of the office held by the proxy; and
- (d) the Meetings at which the appointment may be used.

An appointment of a proxy need not be witnessed and a later appointment revokes an earlier one if both appointments could not be validly exercised at the Meeting.

An instrument of proxy in which the name of the appointee is not filled in is taken to be given in favour of the chairperson of the meeting to which it relates.

16.5 Power to demand poll

The instrument appointing a proxy is taken to confer authority to demand or join in demanding a poll.

16.6 Votes of proxies

A vote given in accordance with the terms of an instrument of proxy is valid despite the previous death or unsoundness of mind of the appointor or revocation of the instrument or of the authority under which the instrument was executed unless notice in writing of the death, unsoundness of mind or revocation is received by the Institute before the meeting or adjourned meeting at which the instrument is used. A proxy is not revoked by the appointor attending and taking part in any meeting but if the appointor votes on a resolution, the person acting as proxy for that appointor has no vote as proxy on that resolution.

16.7 Identification of proxy

The chairperson of a meeting may require a person acting as a proxy to establish to the satisfaction of the chairperson that he or she is the person nominated as proxy in the form of proxy lodged under this Constitution. If the person does not comply, that person may be excluded from voting.

16.8 Power of attorney

If a Member executes or proposes to execute an instrument or to act by or through an attorney the Member must produce to the Institute within the time prescribed by clause 16.3 the instrument appointing the attorney or a certified copy of the instrument.

17 DIRECTORS

17.1 Board Composition

Following the first Board, the Board will comprise:

- (a) One Director appointed by each Division except for the International Division, via a Divisional Election;
- (b) One Emerging Planner Director, appointed under clause 17.7; and

- (c) The President appointed under clause 17.6.

17.2 Board Attendees

Each of the following persons shall be entitled to receive Board Papers and notice of all Board meetings and shall be entitled to attend as an adviser to the Board and speak at Board meetings, but shall not be entitled to vote or otherwise participate in decisions:

- (a) The Immediate Past President (if any), during the period prior to the first Annual General Meeting following their cessation as President; and
- (b) The President Elect (if any) in the period from their election to take the office as President;

Noting that if any such person holds the office as Director, nothing in this clause is intended to deny them their rights to vote as Director.

17.3 Terms

Subject to clause 17.5 the following Directors shall be appointed as Directors for the following terms:

- (a) A Director appointed by a Divisional Election: three years and shall be eligible for re-appointment for a second consecutive term;
- (b) The Emerging Planner Director: two years and shall not be eligible for re-appointment at the end of each such term;
- (c) The President: two years and shall be eligible for re-appointment for a second term.

17.4 Calculation of Terms

- (a) For the purposes of determining whether a term has been served by:

- (i) a Director appointed by a Divisional Election; or
- (ii) a Director appointed to fill a vacancy pursuant to clause 17.13,

an individual will be deemed to have served a term, if the Director has held that position for five-hundred and forty-eight (548), or more, consecutive days.

- (aa) For the purposes of determining whether a term has been served by:

- (i) The Emerging Planner Director; or
- (ii) The President,

an individual will be deemed to have served a term if that person has held the position for three-hundred and sixty-five (365), or more, consecutive days.

- (b) For the avoidance of doubt, if a Director referred to in clause 17.4(a) has held that position for less than 548 consecutive days, then that period will not be considered a term and the Director remains eligible for reappointment for the maximum number of terms permitted pursuant to clause 17.3 and clause 17.13, as appropriate, in addition to the period served.

- (bb) For the avoidance of doubt, if a person referred to in clause 17.4(aa) has held that position for less than 365 consecutive days, then that period will not be considered a term and the person remains eligible for reappointment for the maximum number of terms permitted pursuant to clause 17.3 and clause 17.13, as appropriate, in addition to the period served.
- (c) The number of days served in the position of Director referred to in clause 17.4(a) or the Emerging Planning Director and President referred to in clause 17.4(aa) will be calculated commencing from the date the individual's appointment takes effect, pursuant to clauses 17.6, 17.7, 17.9(b) and 17.13(b), as appropriate, and ends on the date the Director is required to vacate the position.

17.5 Retirement

Excluding the Emerging Planner Director and the President, the balance of the Directors will retire on a rotational basis and each retired Director can be presented for re-election or re-appointment subject to compliance with the requirements of clause 17.3(a). The order of retirement shall be based on the Division from which the Director was elected or appointed to fill a vacancy from:

- I. Tasmania, South Australia, Australian Capital Territory – 2015 then triennially
- II. Northern Territory, Western Australia – 2016 then triennially; and
- III. Queensland, New South Wales, Victoria – 2017 then triennially

17.6 Process for Appointment of President

- (a) In the period prior to an annual general meeting from which the serving President is due to retire and the Office of President falls vacant, the Board shall call for nominations from the general body of membership and elect a person to be President Elect. The President Elect must be a Member of the Institute. In the circumstances of a vacancy in the office of President, the President Elect shall serve as Acting President until the end of the next Annual General Meeting.
- (b) The President Elect shall become the President on the office of President falling vacant from the end of the next Annual General Meeting following the vacancy.

17.7 Process for Appointment of Emerging Planner Director

- (a) Not less than seven weeks prior to the annual general meeting of the Institute at which the term of the incumbent Emerging Planner Director is due to expire (including by vacancy), the Board shall circulate to the Members and Associates a request for nominations to stand for election to the office of Emerging Planner Director, directing nominations to be sent to the Secretary.
- (b) Each nominee must be a Emerging Planner at the time they would take office in accordance with this clause.
- (c) The Board may seek advice from Emerging Planners regarding the appointment in the manner provided in the By-laws and then shall appoint a nominee to the office of Director, with effect from the conclusion of the Annual General Meeting.

17.8 Directors Elected by Members

- (a) Each Divisional Election of a Director shall be conducted by secret, preferential ballot, conducted by the Secretary, and shall only permit Members to vote in any such election.
- (b) For clarity, Directors appointed during a Divisional Election must be a Member of that Division.

17.9 Commencement of Term

- (a) The Directors of the Institute appointed at the time of the adoption of this Constitution shall continue as Directors until the next conclusion of an Annual General Meeting of the Institute.
- (b) Each subsequent Board of Directors shall be appointed at each Annual General Meeting of the Institute and hold office from the close of the Annual General Meeting to the close of the Annual General Meeting most proximate to the expiry of their term of office, but subject always to clause 17.5.

17.10 Directors' Duty

In accordance with Corporations Act, each Director shall be bound to act in the interests of the Institute as a whole and may not act in the interests of any one or more Members or stakeholders who might have assisted their appointment to the Board (except to the extent that such interests coincide with the interests of the Institute as a whole).

17.11 Process for Divisional Director Election

- (a) Not less than 90 days prior to the Annual General Meeting of the Institute, the Secretary shall circulate to the Members a request for nominations to stand for election to the office of Director for the Divisions in which the position falls vacant, directing nominations to be sent to the Office, allowing not more than 21 days for a return of those nominations.
- (b) The Secretary shall, by written notice, circulate a list of the candidates for appointment by that Division to the office of Director and must do so not less than 56 clear days prior to the Annual General Meeting of the Institute.
- (c) Each Divisional Director Election must be complete not less than 28 clear days prior to the Annual General Meeting of the Institute.
- (d) Such election of the Director as is described by this clause 17.11 shall be by postal ballot and may utilize any form of available Technology to allow votes to be cast, as the Board may determine, and shall be conducted as provided by this Constitution.
- (e) The Secretary using available Technology, shall:
 - (i) Cause ballots to be prepared with the names of the candidates listed in a random order determined by the Chief Executive Officer and a box next to each name to mark a voter's intention.
 - (ii) Not less than 45 days prior to the Annual General Meeting make a ballot available to each Member entitled to vote in an election pertaining to the Division.

- (iii) Advise all voters of the closing date for the receipt of returned vote which shall be fixed and which shall not be less than 14 days and not more than 21 days from the date the ballots are made available.
- (iv) Provide instruction to voters on the method of voting when the ballot (electronic or otherwise) is distributed. A voter will be required to indicate a preference for every candidate on the ballot by placing a whole number in the box next to the candidate's name. The whole number "1" must be placed in the box next to the name of the candidate who is the voter's first preference, the whole number "2" must be placed in the box next to the name of the candidate who is the voter's second preference, and so on until, following that sequence, there is a whole number in every box next to every candidate's name.

17.12 Counting votes

- (a) Ballots not in accordance with method published under clause 17.11 will be deemed to be invalid and will not be counted.
- (b) The Secretary shall appoint a Returning Officer who shall be responsible for counting the votes.
- (c) Votes shall be counted as follows:
 - (i) The number of votes for each candidate from each ballot shall be added together;
 - (ii) The candidate with the lowest total will be elected;
 - (iii) Where the votes received by two or more candidates for the one position are equal, the candidates with the higher number of first preference votes will be elected;
 - (iv) In the event of the process producing a tied result the successful candidates will be elected on the basis of second preferences and so on until a result has been determined;
 - (v) Where a result cannot be determined in accordance with clause 17.12(c)(iv), then the Divisional Committee President shall be given a casting vote to determine a result.

17.13 Vacancies

- (a) If any vacancy occurs in the Board for any reason, that vacancy must be filled within three calendar months (or such longer period as the Directors may otherwise resolve) by the Board unless a scheduled election in accordance with Clause 17.5 is anticipated to occur within six calendar months of the vacancy arising. The person filling the vacancy shall retire at the annual general meeting in a year that is consistent with Clause 17.5, but subject to clauses 17.3, 17.4(a) and 17.4(aa) may stand for re-election.
- (b) An individual appointed to fill a vacancy shall be appointed and hold office from the time the resolution is passed by the Board appointing that individual.
- (c) All such appointments must be made by instrument signed by all of the surviving or continuing Directors or the legal personal representatives of the last surviving or continuing Director.

- (d) The continuing Directors may act despite any vacancy in the Board. If however the number of Directors falls below the minimum number fixed under the Corporations Act, the Directors may only act:
 - (i) for the purpose of increasing the number of Directors to the minimum by summoning a general meeting of the Institute; or
 - (ii) in emergencies,but for no other purpose.

18 REMOVAL OF DIRECTORS

18.1 Removal of Directors

- (a) The Members in general meeting may by resolution remove any Director from office subject to clause (b) of this clause.
- (b) No resolution for the removal of a Director from office is to be put to a general meeting unless the requirements for the removal of a Director under the Corporations Act have been met.

19 DISQUALIFICATION OF DIRECTORS

The office of a Director must ipso facto be vacated if:

- (a) the Director ceases to be or is removed as a Director pursuant to the Corporations Act;
- (b) the Director becomes an insolvent under administration or makes any composition or arrangement with his or her creditors or any class of them;
- (c) the Director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) the Director resigns from office by notice in writing to the Institute;
- (e) the Director is no longer a Member or Associate of the Institute;
- (f) the period for which the Director is appointed expires;
- (g) the Director, without the permission of the other Directors, is absent from the meetings of the Directors for three consecutive Directors' meetings; or
- (h) the Director is directly or indirectly interested in any contract or proposed contract with the Institute and fails to declare the nature of that interest as required by the Corporations Act.

20 POWERS AND DUTIES OF DIRECTORS

20.1 Management of the Institute

- (a) The management of the business and affairs of the Institute is vested in the Directors. In addition to the powers and authorities conferred on the Directors by this Constitution or otherwise, the Directors may exercise all the powers and do everything that the Institute may exercise or do and not required to be exercised or done by the Institute in general meeting.

- (b) The powers of the Directors are subject to the Corporations Act and this Constitution.

20.2 Cheques, etc.

All cheques and other negotiable instruments and receipts for money paid to the Institute must be signed, drawn, accepted endorsed or otherwise executed by the persons and in the manner as the Board determines.

20.3 Sale of undertaking

The decision of the Board to merge the operations of the Institute with any other body or to transfer the operations of the Institute to any other body shall be conditional upon ratification of any such decision by the Institute in general meeting. At the meeting to ratify any merger or disposal, any person who may benefit from the sale or disposal must not vote on the resolution.

21 DIRECTORS' CONTRACTS

21.1 Directors' interests

Subject to the Corporations Act:

- (a) No Director or proposed Director is disqualified by that office from:
 - (i) entering into a contract, agreement or arrangement with the Institute;
 - (ii) becoming or remaining a Director of any company in which the Institute is in any way interested or which is in any way interested in the Institute;
- (b) No contract, agreement or arrangement in which a Director is in any way interested, entered into by or on behalf of the Institute can be avoided merely because of that Director's interest; and
- (c) No Director who:
 - (i) enters into a contract, agreement or arrangement in which the Director has an interest; or
 - (ii) is a director of the other company with which the Institute has entered into the contract, agreement or arrangement,

is liable to account to the Institute for any profits or remuneration realised by that Director as a result of his or her being interested or being a director of the other company.

21.2 Declaration of interest

The nature of a Director's interest in any contract, agreement or arrangement must be declared by that Director at a meeting of the Directors in accordance with the Corporations Act as soon as practicable after the relevant facts have come to his or her knowledge. A general notice that a Director is a member of any specified firm or corporation and is to be regarded as interested in all transactions with that firm or corporation is a sufficient declaration under this clause as regards the Director and the transactions. After giving the general notice it is not necessary for the Director to give any special notice relating to any particular transaction with that firm or corporation. The Secretary must record in the minutes any declaration made or any general notice given by a Director under this clause.

21.3 Votes by interested Directors

Subject to the Corporations Act, a Director who has a material personal interest in a matter that is being considered at a meeting of Directors:

- (a) must not vote on the matter (or in relation to a proposed resolution under clause 21.3(c)(ii) in relation to the matter, whether in relation to that or a different Director); and
- (b) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting,

unless:

- (c)
 - (i) the matter applies to an interest that the Director has as a Member in common with the other Members; or
 - (ii) the Directors have passed a resolution that specifies the Director, the interest and the matter, and states that the Directors voting for the resolution are satisfied that the interest does not disqualify the Director from considering or voting on the matter.

22 DIRECTORS' CONFLICTS OF INTEREST

If a Director holds an office or possesses a property such that he or she might have duties or interests which directly or indirectly conflict with his or her duties or interest as Director, that Director must declare at a meeting of the Directors the fact, nature, character and extent of the conflict. A general notice that a Director holds an office or possesses a property such that he or she might have duties or interests which directly or indirectly conflict with his or her duties or interest as Director is a sufficient declaration under this clause as regards the Director and the office or property, as the case may be. After giving the general notice, it is not necessary for the Director to give any special notice relating to any particular transaction which concerns that office or property. The Secretary must record in the minutes any declaration made or any general notice given by a Director under this clause.

23 PROCEEDINGS OF DIRECTORS

23.1 Procedure generally

- (a) The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.
- (b) The Board need not all be physically present in the same place for a Board meeting to be held.
- (c) Subject to the Corporations Act, a Board meeting may be held by the Board communicating with each other by any technological means agreed to by all the Directors

23.2 Quorum

The quorum for a meeting of the Board is the next whole number after one-half of the number of Directors in office, or such higher number as determined by the Board from time to time.

23.3 Calling of meetings

A Director may at any time convene a meeting of the Board by notice to the other Directors. Notice may be given to a Director either personally, by electronic mail or by posting it in a prepaid envelope or wrapper addressed to the Director at any address within Australia to be supplied by him or her for that purpose.

23.4 Notice of meetings

Notice of a meeting of the Board is to be given to all Directors except to a Director whom the Secretary when giving notice to other Directors reasonably believes to be outside Australia.

23.5 Chairperson of meetings

If the President is not present within 30 minutes of the time appointed for the holding of the meeting without explanation or is unable or unwilling or refuses to act, the Directors present must elect a chairperson of their meeting from among themselves.

23.6 Determinations

Subject to clause 23.8, questions arising at any meeting of the Board are to be decided by a majority of votes. Each Director has one vote and a determination by a majority of the Directors will for all purposes be deemed a determination of the Directors. If there is equality of votes at a meeting at which a quorum is present the chairperson has a second or casting vote in addition to a deliberative vote.

23.7 Validation of irregular acts

Any act done by any meeting of the Board or by a Committee or by any person acting as a Director will be valid even if it is later discovered:

- (a) that there was some defect in the appointment or continuance in office of a Director or such other person; or
- (b) that any of them was disqualified or had vacated office or were not entitled to vote.

23.8 Written resolutions

A resolution in writing signed by all the Directors or other written evidence of consent given by all Directors for the time being in Australia (not being less than a quorum) is as valid and effectual as if it had been passed at a meeting of Directors duly held. That resolution may consist of several copies of a document each signed (including by "email" under the account of a Director) by one or more Directors.

23.9 Voting authority

A Director who is unable to attend a meeting of the Board may authorise another Director to vote at that meeting and the Director authorised will have one vote for each Director by whom he or she is so authorised in addition to his or her own vote. Any such authority must be in writing (including technology) and must be produced at the meeting at which it is to be used and be left with the Secretary for retention with the Institute's records.

24 AMENDMENT OF THIS CONSTITUTION

The Constitution of the Institute may only be added to, or amended, rescinded or replaced by a special resolution of the Members.

25 BORROWING POWERS

The Directors may exercise all the powers of the Institute to:

- (a) borrow money;
- (b) mortgage or charge all or part of its undertaking and assets; and
- (c) issue debentures, debenture stock and other securities outright or as security for any debt, contract, guarantee, engagement, obligation or liability of the Institute or of any third party,

on the terms and conditions as the Directors think fit.

26 MINUTES

The Directors must cause minutes to be kept in accordance with the Corporations Act:

- (a) of the names of the Directors present at each meeting of the Board and of any Committee; and
- (b) of all resolutions and proceedings of general meetings and of meetings of the Board and of Committees.

The minutes must be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next meeting.

27 FINANCIAL RECORDS

27.1 Financial and other records

The Directors must cause proper financial and other records to be kept and provide annual financial reporting to Members as required by the Corporations Act and as required by reason of the Institute's access and use of the Commonwealth Funds and Authorities. The Directors must from time to time determine whether and to what extent and at what times and places and under what conditions or regulations any financial or other records of the Institute are to be open to the inspection of Members who are not Directors. No Member (who is not a Director) has the right to inspect any records of the Institute except as conferred by statute or authorised by the Directors or by the Institute in general meeting.

27.2 Time for financial reports

The interval between the end of a Financial Year of the Institute and the annual financial reporting to Members must not exceed the period (if any) prescribed by the Corporations Act.

28 INSTITUTE NATIONAL ADMINISTRATION

28.1 Chief Executive Officer

The Board shall appoint a Chief Executive Officer of the Institute and they shall be appointed the Institute's Secretary provided that such appointment is made in accordance with the Corporations Act

28.2 Powers of the CEO

Subject to the Law and to this Constitution, the Board of Directors may vest in the Chief Executive Officer such powers and authorities as it may from time to time determine and the Chief Executive Officer shall exercise all such powers and authorities subject at all times to the control of the Board of Directors.

28.3 Attendance at Meetings

The Chief Executive Officer shall not be a member of the Board of Directors but shall be entitled, subject to conflicts of interest and directions by the Board, to attend all meetings thereof, meetings of its Committees and approved Sub-Committees and all general meetings of the Institute and may be heard on any matter but shall not be entitled to vote.

28.4 Delegation to Committees

The Board may delegate any of its powers to Committees consisting of Directors or other persons as the Board thinks fit. Any Committee formed must comply with the regulations that may be imposed on it by the Board in exercising the Committee's delegated power.

28.5 Procedure of Committees

The meetings of Committees consisting of more than one person are governed by the clauses of this Constitution regulating the meetings of the Directors so far as they are applicable and are not superseded by any regulations made by the Directors under this Constitution.

28.6 Specific Committees

The Board shall appoint:

- (a) A Finance, Audit and Risk Committee comprising not less than three Directors. The Finance Committee shall be responsible for the monitoring of, and regular reporting upon the Institute's financial position to the Board of Directors;
- (b) A Policy and Advocacy Committee comprising at least one Director. The Committee shall be responsible for the monitoring and development of Institute policy including regular reporting to the Board;
- (c) An Education Committee comprising at least one Director. The Committee shall be responsible for the monitoring and review of educational matters relating to the Institute including regular reporting to the Board.

29 INSTITUTE STATE AND TERRITORY ADMINISTRATION

29.1 Divisions

The Institute shall have the following Divisions:

- (a) New South Wales Division;
- (b) Tasmanian Division;
- (c) South Australian Division;
- (d) Western Australian Division;
- (e) Victorian Division;
- (f) Northern Territory Division;
- (g) Queensland Division;
- (h) Australian Capital Territory Division; and
- (i) International Division.

29.2 Affairs of the Division

With the exception of the International Division, each Division shall:

- (a) Have a Divisional Committee elected by the Members of that Division from the membership of that Division in accordance with the By-Laws.

But shall be subject to the direction and control of the Board.

30 BY-LAWS

- (a) The Board shall have the power to make, amend and repeal By-Laws of the Institute:
 - (i) for the purpose of giving effect to the objects of the Company, and
 - (ii) to provide for the governance of the Institute, its Divisions, its Members, and Associates; and
 - (iii) to provide for fees payable by Members, applicants for membership and for Associates.
- (b) Any such By-Laws will be notified in writing to the Members and shall be valid and binding on them, as applying from time to time.

31 SECRETARY

In addition to clause 28.1 the Directors may appoint one or more Secretaries in accordance with the Corporations Act at the remuneration and on the terms and conditions as the Directors think fit. Any Secretary so appointed may be removed by the Directors.

32 COMPANY SEAL

- (a) The Institute may have a common seal. If the Institute does have a common seal, the Institute must set out on it:
 - (i) if the Institute that has an ACN in its name – the Institute’s name: or

- (ii) otherwise – the Institute’s name, the expression “Australian Company Number” and the Institute’s ACN provided however if by law the Australian Company Number (ACN) is replaced, repealed or substituted then the Board shall by resolution adopt such features in the common seal as it sees fit to comply with the law.
- (b) The Institute may have a duplicate common seal. The duplicate must be a copy of the common seal with the words “duplicate seal”, “share seal” or “certificate seal” added.
- (c) A person must not use, or authorise the use of, a seal that purports to be the common seal of the Institute or a duplicate if the seal does not comply with the requirement set out in clauses 32(a) and 32(b).
- (d) The Institute may execute a document without using a common seal if the document is signed by:
 - (i) 2 Directors of the Institute; or
 - (ii) A Director and a Secretary of the Institute.
- (e) The Institute with a common seal may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:
 - (i) 2 Directors of the Institute; or
 - (ii) A Director and a Secretary of the Institute.
- (f) The Institute may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with clause 32(d) or 32(e) of the Corporations Act.

33 NOTICES

33.1 Notices to Members

The Institute may give notice to a Member:

- (a) personally;
- (b) by sending it by post to the Member at his or her registered address;
- (c) by sending it to the fax number or electronic mail address (if any) nominated by the Member; or
- (d) in any other way allowed under the Corporations Act.

33.2 Deemed service

- (a) If a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected at the time at which the letter would be delivered in the ordinary course of post;
- (b) A notice sent by fax is deemed to be received on production of a transmission report by the machine from which the fax was sent which indicates that the fax

was sent in its entirety to the fax number of the recipient if produced before 5pm on a Business Day, otherwise on the next Business Day.

- (c) A notice sent by electronic mail is deemed to be received on the day of transmission, if transmitted before 5pm on a Business Day, otherwise on the next Business Day.
- (d) A notice sent by electronic mail is deemed not to be served only if the computer system used to send it reports that delivery failed.

33.3 Persons entitled to notice of general meeting

Notice of every general meeting must be given in the manner authorised to:

- (a) every Member;
- (b) every Honorary Fellow; and
- (c) the Auditor for the time being (if any) of the Institute.

No other person is entitled to receive notices of general meetings.

34 INDEMNITY

34.1 Indemnity

Subject to section 199A of the Corporations Act, a person who is or has been an officer (as defined in the Corporation Law) or auditor of the Institute is indemnified, (to the maximum extent permitted by law), out of the assets of the Institute against any liability incurred by the person as such an officer or auditor:

- (a) to another person (other than the Institute or a related body corporate) unless the liability:
 - (i) is for a pecuniary penalty order under section 1317G of the Corporations Act or a compensation order under section 1317H of the Corporations Act; or
 - (ii) arises out of conduct involving a lack of good faith; and
- (b) for legal costs and expenses incurred by the person, unless the costs and expenses are incurred:
 - (i) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under section 199A(2) of the Corporations Act;
 - (ii) in defending or resisting criminal proceedings in which the person is found guilty;
 - (iii) in defending or resisting proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established; or
 - (iv) in connection with proceedings for relief of the person under the Corporations Act in which the court denies the relief.

34.2 Insurance

Except to the extent precluded by the Corporations Act including section 199B, the Institute may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer (as defined in the Corporations Act) or auditor of the Institute or of a related body corporate of the Institute against any liability:

- (a) incurred by the person as such an officer or auditor which does not arise out of conduct involving a wilful breach of duty in relation to the Institute or a contravention of sections 182 or 183 of the Corporations Act; or
- (b) for costs and expenses incurred by the person in defending proceedings as such an officer, whether civil or criminal and whatever their outcome.

35 INTERPRETATION

35.1 Replaceable rules inapplicable

The replaceable rules in the Corporations Act do not apply to the Institute unless repeated in this Constitution or specifically made applicable to this company by a provision of this Constitution.

35.2 Definitions

In this Constitution, unless the context otherwise requires:

“Associate” means those persons admitted as Associates of the Institute pursuant to clause 8.2.

“Board” means the Board of Directors of the Institute.

“By-Laws” means By-Laws of the Institute made under clause 30.

“Business Day” means a day that is not a Saturday, Sunday or public holiday in the Australian Capital Territory.

“Code of Membership” means the Code of Membership made under the By-Laws.

“Code of Professional Conduct Panel” means a Code of Professional Conduct Panel established under the By-Laws.

“Commonwealth” means the Commonwealth of Australia.

“Constitution” means this constitution and all supplementary constituted or amending Constitutions for the time being in force.

“Corporations Act” means the Corporations Act 2001 (C’th), as amended from time to time, and any subsequent, then current legislation replacing that Act as the corporations’ legislation of the Commonwealth.

“Director” means any person occupying the position of a director of the Institute by whatever named called.

“Directors” means the Directors for the time being or such number of them as have authority to act for the Institute.

“Divisional Committee” means a management committee for a Division established for the purpose of clause 29.2(a).

“Divisional Election” means the election of a Director by the Members within a division except for the International Division.

“Divisional Meeting” means a meeting of Members within a Division held according to the rules governing meetings of Members within a Division.

“Division of the Institute” means the geographic divisions of Members set out in clause 29.1.

“Emerging Planner” means a person admitted as a Member or Associate, but who is within their fifth anniversary of graduation from the first educational qualifications that entitle the person to become eligible to be a Member.

“Emerging Planner Director” means the director for the time being appointed under clause 17.7.

“Financial Year” means the period of 12 months commencing on 1 July in any year and ending on 30 June in the following year.

“Institute” means Planning Institute of Australia.

“Members” means persons admitted as members of the Institute pursuant to clause 8.1.

“Membership Fees” means such fees as may be imposed by the Institute from time to time under the By-Laws.

“Objects of the Institute” means the objects of the Institute set out in clause 3, as amended from time to time.

“Office” means the principal place of business for the time being of the Institute.

“Person” has the meaning ascribed to that term by s.2C(1) of the Acts Interpretation Act 1901 (Cth)

“Present” means those persons physically in attendance or in attendance virtually for any meeting of members held using electronic or other technology.

“Register of Associates” means the register of Associates to be kept by the Secretary pursuant to clause 11.2

“Register of Members” means the register of Members to be kept pursuant to the Corporations Act.

“Secretary” means any person appointed to perform the duties of company secretary of the Institute or any person appointed to act temporarily as such.

“Special Majority” means at least 75% of the votes cast by Members entitled to vote on a particular matter.

“Technology” Includes all information and communications devices for audio, visual, audio-visual or electronic communication including, but not limited to, radio, telephone, facsimile, closed circuit television, data storage devices, internet communication via an automated or user operated system, electronic mail, automated election processes, direct recording electronic voting systems, or any other electronic means available.

35.3 Construction

In this Constitution unless the context otherwise requires:

- (a) words in the singular include the plural and vice versa;
- (b) any gender include(s) the other genders;
- (c) if a word or phrase is defined its other grammatical forms have corresponding meanings;
- (d) “**includes**” means includes without limitation;
- (e) a reference to:
 - (i) a person includes a partnership, joint venture, unincorporated association, corporation and a government or statutory body or authority;
 - (ii) any legislation or subordinate legislation includes any corresponding later legislation or subordinate legislation;
 - (iii) writing includes any mode of representing or reproducing words in tangible and permanently visible form, and includes facsimile transmission; and
 - (iv) month means a period commencing on any day of a calendar month and ending on:
 - (A) the corresponding day in the next succeeding calendar month; or
 - (B) (if a corresponding day does not occur in the next succeeding calendar month), the last day of the next succeeding calendar month;
 - (v) this Constitution includes its schedules and annexures; and
- (f) subject to this clause 35.3, Division 10 of Part 1.2 of the Corporations Act applies in relation to this Constitution as if this Constitution were an instrument referred to in section 110B of the Corporations Act.
- (g) in the case of any conflict, or inconsistency between the terms of this Constitution and:
 - (i) the By-laws;
 - (ii) the Code of Membership; or
 - (iii) the terms of any other agreement or document relating to or affecting the business or affairs of the Institute,

the terms of this Constitution will prevail to the extent of the inconsistency.