



CONSTITUTION

AUSTRALIAN INSTITUTE OF CERTIFIED PRACTISING TRAINERS
(‘AICPT’)

Company Limited by Guarantee

ACN: 160 681 363

ABN: 63 160 681 363

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STATUS AND GOVERNANCE

1. Company name and type

1.1 The name of the company is 'Australian Institute of Certified Practising Trainers', hereafter known as 'the Institute'.

1.2 The Institute is:

- a) A company limited by guarantee;
- b) not carried on for the purpose of profit or gain to its individual members;
- c) will apply any operating surplus or other income in promoting its objects.

2. Interpretation

2.1 In this Constitution;

'Act' means the legislation governing company law in Australia

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

'Board' shall mean the National Board appointed in accordance with Section 28

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

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

'Director' means a member of the Board

'Division' means a division of the Institute formed in accordance with Section 16

'Division Council' means a governing council of a Division

'Division State Director' means the current State or Territory Director or Overseas of a Division Council

'Extraordinary General Meeting' means a meeting called in accordance with 18.1 for a specific reason to consider a specific proposal as prescribed in

this constitution

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

‘Member’ means a person (individual) whose name is entered in the Register as a member of the Institute in accordance with Section 7

‘National President’ means the President and Chairman of the Board at the relevant time

‘Office’ means the registered office of the Institute

‘Register’ means the register of members kept by the Institute.

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

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

3. Member liability and guarantee

3.1 The liability of the members is limited

3.2 Every member undertakes to contribute a maximum of \$2.00 to the Institute for payment of the debts and liabilities of the Institute, the costs, charges and expenses of any winding up and the adjustment of the rights of members amongst themselves, if the institute is wound up while the member is a member or within one year after the member ceased to be a member.

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

4. Alteration of the Constitution and By-Laws

4.1 The Constitution may be altered, rescinded or added to only by special resolution

of the Institute, in accordance with the Act.

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

5. Objects

5.1 The objects of the Institute are to:

- a) promote and maintain a body of qualified professional and practicing trainers;
- b) provide an impartial, third party endorsement of an individual's knowledge and experience in training through professional certification;
- c) represent the interest of the professional training practitioners;
- d) represent its members to government, the community and business;
- e) promote the continuing professional development of members;
- f) facilitate networking and information exchange between fellow trainers;
- g) accept grants of money and of land, donations, gifts, subscriptions and other assistance in furtherance of the objects of the Institute and to conform to any proper conditions upon which such grants and other payments may be made.

6. No distribution to members

6.1 The Institute must not make any distributions to members, whether by way of dividend, bonus, surplus in winding up or otherwise.

6.2 Clause 6.1 does not prevent the Institute, with the approval of the Board acting in good faith, paying:

- a) reasonable remuneration to a member for professional or technical services to the Institute as an employee, contractor or consultant;
- b) for goods and service supplied and provided by a member to the Institute in the ordinary course of business;
- c) reasonable rent for premises leased to the Institute by a member;
- d) out of pocket expenses incurred by a member for or on behalf of the Institute;
- e) reasonable remuneration to the National President, Company Secretary and Treasurer of the Institute for professional or technical services rendered to the Institute;

- f) any other reasonable amount of similar character to those described in paragraphs (a) to (e) of this clause.

MEMBERSHIP

7. Admission to membership

7.1 The Board may admit any person as a member on the terms and conditions in this Constitution and as prescribed in the By-Laws from time to time.

7.2 The rights and privileges of every member are personal and may not be transferred by any act of the member or by operation of law.

8. Classes of membership

8.1 The Board may establish different classes of membership and certification and prescribe the qualifications and trainers experience required to become a member in a particular class and the rights, obligations and privileges of members of a class in the By-Laws from time to time.

9. Member fees

9.1 The annual subscription fee payable by members shall be the amount decided by the Board from time to time.

9.2 A member's annual subscription or certification fee shall become due and payable in advance of the anniversary date of their membership or certification having been accepted.

10. Register of members

10.1 The company secretary of the Institute shall establish and maintain a register of the members of the Institute which contains details for each member as specified in the By-Laws.

10.2 The register of members shall be kept at the principal place of administration of the Institute.

10.3 No access to membership information shall contravene privacy legislation.

11. Certificates of membership and certification

11.1 The Board may issue a certificate of membership and certification to members in such form and upon payment of such fees as it may prescribe from time to time.

11.2 Certificates of membership and accreditation remain the property of the Institute and must be returned to the Institute if requested by the Board or if the holder of the certificate ceases to be a member.

CESSATION OF MEMBERSHIP

12. Unpaid subscription

12.1 If a member's subscription and certification fee remains unpaid for a period of one calendar month after it becomes due and notice of default has been sent to the member in accordance with 27.1 at any time after the subscription fell due, the member may be debarred from all privileges of membership.

12.2 In accordance with 12.1, the Board may remove the member's name from the register of members.

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

13. Resignation

13.1 A member may resign their membership at any time by giving in notice in writing to the Company Secretary, but shall remain liable for any annual membership subscription and annual certification fees and all arrears due and unpaid at the date of resignation. They also remain liable under Section 3.

13.2 Should a member resign, the Board may at its absolute discretion waive any amount owed by the member to the Institute, including any annual subscription and annual certification fee, but not any liability prescribed under 3.2 and 3.2

14. Unbecoming Conduct

14.1 If any member willfully refuses or neglects to comply with the provisions of this Constitution or is guilty of any conduct which, in the opinion of the Board, is

unbecoming of a member or prejudicial to the interest or objects of the Institute, the Board, in its absolute discretion and without publication of its reasons, resolve to censure, suspend, fine or expel the member from the Institute.

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

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

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

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

15. Effect of cessation

15.1 A person who ceases to be a member (including as a consequence of forfeiture of membership):

- a) remains liable to pay, and must immediately pay, to the Institute all amounts that at the date of cessation were payable by the person to the Institute as a member;
- b) must deliver their Certificate of membership and certification to the Institute; and
- c) must pay to the Institute interest at the rate the Board resolves on those amounts from the date of cessation until and including the date of payment of those amounts.

15.2 The Institute may by resolution of the Board waive any or all of its rights pursuant to 15.1

DIVISIONS OF THE INSTITUTE

16. Divisions of the Institute

16.1 Members will be divided into groups each forming a Division of the Institute.

These Divisions will be decided by the Board and specified in the By-Laws.

The Board may resolve to establish or remove from time to time further Divisions within or outside Australia.

16.2 Division Councils shall administer the Divisions. The Board may establish By-Laws governing the size of the Division Councils. Not all Division Councils need be the same size.

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

MEETINGS

17. Annual General Meeting

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

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

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

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

- a) to receive and consider the statement of Income and Expenditure for the period ended 30 June and the Balance Sheet as at 30 June, both duly audited;
- b) to appoint an auditor;

- c) consider any matter submitted to the meeting in accordance with this Constitution or the Act;
- d) transact any other business which under this Constitution ought to be transacted at an annual general meeting of the Institute.

18. Extraordinary General Meeting

18.1 The Board may whenever it thinks fit convene an Extraordinary General Meeting of the Institute. In addition, an Extraordinary General Meeting shall be in accordance with 14.4.

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

19. General Meeting

19.1 The Board may whenever it thinks fit convene a General Meeting of the Institute. In addition, General meetings shall be convene on the requisition of not less than five (5) percent of the total number of financial members of the Institute.

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

19.3 At a meeting where special business is proposed, the general nature of that business shall be specified in the notice.

PROCEEDINGS AT AGM AND GENERAL MEETINGS

20. Quorum

20.1 All members are entitled to attend meetings, however in accordance with 12.1, a non-financial member may neither vote nor form part of a quorum.

20.2 No business shall be transacted at any meeting unless a quorum of members

(including those represented by proxies) is present at the time when the meeting proceeds to business.

20.3 The presence of five (5) members shall be a quorum except where 20.7 applies.

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

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

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

20.7 If at an adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than 3) shall be a quorum.

21. Appointment of a Chairperson

21.1 The National President shall preside as Chairperson at every meeting of the Institute. If there is no National President or he or she is not present or is unwilling to act, then the Board members present shall elect one of their number to be Chairperson at that meeting.

22. Chairperson's powers

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

22.2 The chair, in his or her discretion may expel any member from a meeting if the chair reasonably considers that the member's conduct is inappropriate.

23. Adjournment of meetings

23.1 The Chairperson of any meeting may, with the consent of the majority of

members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the original meeting.

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

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

24. Voting at meetings

24.1 No member shall be entitled to vote at any meeting if his or her annual subscriptions are more than one month in arrears at the date of the meeting.

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

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

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

24.5 A demand for a poll may be withdrawn.

25. Appointment of proxies to meetings

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

25.2 Proxies deemed to have been lodged late for any meeting which is subsequently adjourned under 20.4 or 23.1 will be considered valid for the subsequent meeting, provided they are considered valid for the original meeting, but for the late lodgment.

25.3 The form of the proxy shall be the form published in the By-Laws from time to time.

PROCEEDINGS AT EXTRAORDINARY GENERAL MEETINGS

26. Proceedings at extraordinary general meetings

26.1 Proceedings at an Extraordinary General Meeting shall be prescribed for

General Meetings except that:

- a) if a quorum is not achieved, all proposals listed on the agenda shall be considered lost
- b) the meeting may not be adjourned for any reason
- c) any resolution to be dealt with requires 75% or more of the members entitled to vote and attending that meeting in person or by proxy to pass that resolution.

SERVICE OF NOTICES AND DOCUMENTS

27. Service of notice and documents

27.1 Any notice required either by law or this Constitution to be given to any member shall be given by sending it by post to the person's last registered address supplied by them to the Institute for the giving of notices, or at the discretion of the Board, to the last electronic address provided by the member to the Institute.

27.2 Should the Institute be forwarding a notice in accordance with 14.2, such notice shall be sent to the last registered address of the member by registered post.

27.3 When a document is sent to a person by properly addressing, prepaying and posting it to the person, the document shall, unless the contrary is proved, be deemed to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post. Should electronic methods

be used to submit such notices, the evidence of successful transmission of such notice shall be sufficient service.

27.4 Notice of every meeting shall be given in accordance with this constitution to:

- a) every member; and
- b) the auditor or auditors for the time being of the Institute.

27.5 No other person shall be entitled to receive notices of meetings.

THE BOARD

28. Composition

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

28.2 The National President, Company Secretary and Treasurer shall be honorary life members of the Institute.

28.3 There is no time limit for a Director, Company Secretary and Treasurer serving on the National Board unless he or she submits his or her resignation to the National President.

28.4 State and Territory and Overseas Directors are elected by the Board members.

28.5 State and Territory and Overseas Directors will be elected for a two years period.

29. Removal of members of the Board

29.1 The Institute may, by ordinary resolution at a General Meeting of which special notice has been given, remove a member of the Board before the expiration of his or her period of office.

29.2 To be successful, a resolution to remove a member of the Board will require a simple majority of the Board members present at the meeting.

30. Vacation of Office

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

member:

- a) resigns his or her office by notice in writing to the Institute
- b) is absent from more than two consecutive Board meetings without apology
- c) holds any office of profit under the Institute (payments made under 6.2 do not constitute an office of profit)
- d) ceases to be a member of the Institute and/or is subject to a resolution of the Board in accordance with 14.1
- e) who is an elected State and Territory and Overseas Division Director ceases to be a member of the Division Council from which the member was elected by the Board
- f) becomes, for any reason, incapable of performing the duties of a Director.

POWERS AND DUTIES OF THE BOARD

31. General Business of the Institute

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

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

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

32. Funds management

32.1 The funds of the Institute shall be derived from annual subscriptions of members, donations and subject to any resolution passed by the Institute in General Meeting, such other sources as the Board determines.

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

33. Expenditure

33.1 All cheques, drafts, bills of exchange, promissory notes and other means of exchange shall be signed by any two (2) Executive Directors who are members of the Board.

34. Insurance

34.1 The Institute shall maintain insurance in accordance with obligations under legislation.

35. Common Seal

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

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

36. Accounts

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

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

36.3 The Board shall provide each Annual General Meeting with a balance sheet and profit and loss account made up to date not more than five (5) months before the meeting.

36.4 The records, books and other documents of the Institute shall be open to inspection free of charge, by a member of the Institute at any reasonable hour and place. Members will meet their personal costs associated with such an inspection.

PROCEEDINGS OF THE BOARD

37. Meetings of the Board

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

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

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

37.4 Notice of a meeting given under 37.3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the members present at the meeting unanimously agree to treat as urgent business.

38. Board meetings defined

38.1 A meeting of the Board shall mean a quorum of Directors;

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

39. Quorum

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

<u>Number of Directors</u>	<u>Quorum</u>
3	3

40. Voting rights of Directors

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

41. Minutes

41.1 The Institute must keep minute books of Board meetings, General Meetings, Annual General Meetings and Extraordinary General Meetings.

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

42. Chairperson of Board meetings

42.1 The National President shall preside as Chairperson at every meeting, or if there is no President, or they are not present or unwilling to preside, the members may choose one of their number to preside.

43. Delegation of powers

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

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

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

44. Resolutions in writing

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

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

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

WINDING UP OF THE COMPANY

45. Winding up of the company

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

45.2 The members have no right to participate in any distribution or payment of the assets or property of the Institute in the event of the winding up or dissolution of the Institute.

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

INDEMNITY

46. Indemnity

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

