



ACN 000 423 656

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# CONSTITUTION

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As at August 2018

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**CONSTITUTION**  
**OF**  
**THE INSTITUTE OF ACTUARIES OF AUSTRALIA**  
  
**A PUBLIC COMPANY LIMITED BY GUARANTEE**

**1. DEFINITIONS AND INTERPRETATION**

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1.1 In this Constitution, unless the contrary intention appears:

'**Accredited Member**' has the meaning given in clause 6.3.

'**Affiliate**' has the meaning given in clause 6.5.

'**Annual General Meeting**' means an annual general meeting of Members.

'**Business Day**' means a day on which banks are open for general banking business in Sydney, excluding Saturdays and Sundays.

'**Constitution**' means the constitution of the Institute as amended from time to time.

'**Council**' means the Council of the Institute constituted pursuant to the provisions of the Constitution.

'**Council Member**' means a Member appointed to the Council pursuant to the provisions of this Constitution.

'**Disciplinary Scheme**' means the document of that name prepared by the Institute setting out the rules and procedures governing professional discipline of Member, as amended by Council from time to time.

'**Extraordinary General Meeting**' means a general meeting of Members other than an Annual General Meeting.

'**Fellow**' has the meaning given in clause 6.2.

'**General Meeting**' means a general meeting of Members.

'**Independent Membership Review Panel**' means the independent membership review panel established in accordance with clause ~~5.5~~.

'**Institute**' means The Institute of Actuaries of Australia ABN 69 000 423 656.

'**Member**' means a member of the Institute.

'**Member Disclosure Matter**' has the meaning given in the Disciplinary Scheme.

'**Office**' means the registered office of the Institute.

'**Officer**' has the same meaning as in section 9 of the Corporations Act.

'**Policy for the Conduct of Council Elections**' means the document of that name prepared by the Institute setting out the rules and procedures for elections, as amended by Council from time to time.

'**President**' means the president of the Council, as appointed from time to time in accordance with this Constitution.

'**Register**' means the register of Members kept by the Institute in accordance with clause 6.8.

'**Returning Officer**' means a person (that is not a candidate for election) appointed by Council in accordance with the Policy for the Conduct of Council Elections, as amended from time to time.

'**Secretary**' means the person appointed by the Council to perform the duties of secretary of the Institute.

'**Senior Vice President**' means the senior vice president of the Council, as appointed from time to time in accordance with this Constitution.

'**Special Resolution**' has the meaning assigned to it by the Corporations Act.

'**Student**' has the meaning given in clause 6.6.

'**Vacancy Pool**' has the meaning set out in clause 11.3.

'**Vice President**' means the vice president of the Council, as appointed from time to time in accordance with this Constitution.

'**Voting Member**' means a Member who is a Fellow of the Institute.

'**Written**' or '**in writing**' includes any mode of representing or reproducing words, figures, drawings or symbols in a visible form.

1.2 In this Constitution, unless the contrary intention appears:

- (a) the singular includes the plural and vice versa and words importing a gender include other genders;
- (b) words importing natural persons include corporations;
- (c) other grammatical forms of defined words or expressions have corresponding meanings;
- (d) headings are for ease of reference only and do not affect the construction or interpretation of this Constitution;
- (e) a reference to the Corporations Act is a reference to the *Corporations Act 2001* (Cth) as modified, amended or replaced from time to time; and
- (f) a reference to a clause or schedule is a reference to a clause or schedule of this Constitution.

1.3 Unless the contrary intention appears in this Constitution, an expression in a clause of this Constitution has the same meaning as in the Corporations Act. Where the expression has more than one meaning in the Corporations Act and a provision of the Corporations Act deals with the same matter as a clause of this Constitution, that expression has the same meaning as in that provision.

1.4 To the extent permitted by law, the replaceable rules in the Corporations Act do not apply to the Institute.

1.5 Where a given number of days' notice, or notice extending over any other period, is required to be given, the day upon which the notice is given and the day upon which the event or meeting takes place shall not be counted in such number of days or other period.

1.6 Where anything is required to be done within a given number of days after a meeting, the day upon which such meeting takes place shall not be counted in such number of days.

## **2. OBJECTS**

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2.1 The objects for which the Institute is established include, but are not limited to:

- (a) increasing the value to the community of the actuarial profession and fostering the development of actuarial science;

- (b) encouraging and assisting persons in the study of actuarial science and any other subjects of interest to the actuarial profession;
- (c) representing the actuarial profession in Australia;
- (d) promoting the general efficiency of the actuarial profession and encouraging and promoting good relationships between the members of the actuarial profession;
- (e) increasing public awareness of the actuarial profession and enhancing its reputation;
- (f) establishing and upholding standards of professional conduct by members of the actuarial profession for the protection of the public and in the public interest;
- (g) providing education, encouraging continuing professional development and promoting research in actuarial science;
- (h) holding and collaborating in the holding of conferences and meetings for the discussion of professional affairs, interests and duties, for the reading of papers and delivery of lectures and creating forums for discussion of contemporary and relevant issues;
- (i) discussing and commenting on the actuarial aspects of public, social and economic and financial questions which from time to time may be the subject of public interest;
- (j) considering the actuarial aspects of legislation and regulation existing and proposed and taking such action as is considered desirable in relation to such legislation and regulation;
- (k) providing a system of professional accreditation of actuaries (including mutual recognition) for the benefit and protection of the public and Members and arranging and conducting a system of examinations or other tests to determine the actuarial qualifications of those who submit themselves to them. [Provided that, except in the case of certificates issued in respect of the qualification of Fellow of the Institute, any certificate issued by the Institute shall, on the face of it, show that it is merely a certificate granted on an examination or test by the Institute or upon other qualifications prescribed by the Constitution for the time being in force and that it does not take effect under any statutory or public power];

- (l) arranging for the compilation and publication of statistical data and of actuarial tables;
  - (m) undertaking and instituting any trusts the undertaking of which are in furtherance of the interests or for the benefit of the Institute or in furtherance of its objects;
  - (n) safeguarding the interests and welfare of Members to further their advancement and to promote whatever may lead to the improvement of their status;
  - (o) instituting, defending, appearing and joining in any proceedings or hearing before any court, tribunal or commission in Australia or elsewhere in which, in the opinion of the Council, the Members may have an interest and making submissions and giving evidence as the Council may consider desirable; and
  - (p) doing all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them, but this shall not include anything which, if set forth as an object of this Constitution, would render the licence of the Institute in force under section 151 of the Corporations Act liable to be revoked.
- 2.2 The Institute may exercise the powers in section 124(1) of the Corporations Act to:
- (a) carry out the objects in this clause 2; and
  - (b) do all things incidental or convenient in relation to the exercise of power under clause 2.2(a).

### **3. INCOME AND PROPERTY OF THE INSTITUTE**

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- 3.1 The income and property of the Institute will only be applied in the promotion of the objects of the Institute as set out in clause 2.
- 3.2 No income or property of the Institute will be paid or transferred directly or indirectly by way of dividend, bonus or distribution of profit to any Member.
- 3.3 Subject to clauses 13.4 and 15(b), clause 3.2 does not prevent the payment in good faith of:



- (a) remuneration to Officers or employees of the Institute or to any Member in return for any services rendered or goods supplied to the Institute except services rendered by a Council Member; or
  - (b) interest on moneys lent by a Member at a rate not exceeding current bank overdraft rates of interest.
- 3.4 Subject to clauses 13.4 and 15(b), no Council Member shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees and no fees, remuneration or other benefit in money or moneys worth shall be given by the Institute to any Council Member as such a member, except payment of out of pocket expenses incurred by a Council Member in the performance of any duty while a Council Member where the amount payable does not exceed an amount previously approved by the Council.
- 3.5 Nothing in this clause 3 prevents or restricts the Institute making any payment permitted or contemplated to be made by the Institute under or in pursuance of clause 26.

#### 4. **ADMISSION**

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- 4.1 The number of Members of the Institute is unlimited.
- 4.2 The Members of the Institute will be:
- (a) the persons who are Members at the date of adoption of this Constitution; and
  - (b) any persons who are admitted to membership in accordance with this Constitution.
- 4.3 Applications for membership of the Institute must be in writing, in a form prescribed by the Council and signed by the applicant.
- 4.4 An application must state the applicant's: ~~(a)~~
- (a) full name;
  - (b) date of birth;
  - (c) residential address; and
  - (d) actuarial and other academic qualifications in detail.

- 4.5 An application must include a reference to the effect that the applicant is suitable for membership of a professional body and is a person who could be relied upon to maintain the standards of the Institute. The reference must be signed by two persons (or such greater number prescribed by the Council) each of whom must be a person over the age of 18 years who is not a member of the applicant's family and who has known the applicant for at least 12 months.
- 4.6 An application for membership shall be submitted to the Secretary and be accompanied by the entrance fee (if any) and annual subscription fee for the then current year.
- 4.7 The Council may, in its discretion, approve an application for membership if it is of the opinion that the applicant has the necessary qualifications for the class of Member for which he or she has applied. The Council may call on the applicant to supply any evidence of eligibility for membership that it considers reasonably necessary. The Council may reject an application for membership if the applicant is a person to whom any Member Disclosure Matter applies.
- 4.8 As soon as practicable following the decision of the Council in respect of an application, the Secretary will send the applicant written notice of the Council's decision. The Secretary will inform the applicant that if he or she is dissatisfied with the decision of the Council, the applicant may request a review of the decision by an Independent Membership Review Panel.
- 4.9 The rights and privileges of every Member will be personal to each Member and will not be transferable by the Member's own act or by operation of law.
- 4.10 If a person who has ceased to be a Member makes a written application to the Council expressing his or her wish to be reinstated as a Member, the Council may reinstate that person as a Member upon such terms and conditions as it determines.

## **5. INDEPENDENT MEMBERSHIP REVIEW PANEL**

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- 5.1 Upon receipt by the Secretary of a written request by an applicant for membership for a review of the Council's decision in respect of the applicant's application, the Council shall establish an Independent Membership Review Panel in accordance with clause 5.2 to review the decision of the Council in respect of that application for membership.
- 5.2 The membership of the Independent Membership Review Panel will be:

- (a) one Voting Member, not being a Council Member; and
- (b) two persons who are not Members, one of whom is a practising barrister or solicitor and the other a practising accountant,  
appointed by the Council.

5.3 The Independent Membership Review Panel established under clause 5.1 shall:

- (a) review the determination of the Council in relation to an admission or rejection of an applicant's membership; and
- (b) either confirm the decision of the Council or make a recommendation to the Council that its decision be varied or reversed, as the Panel may determine.

On receiving a recommendation from the Panel as referred to in paragraph (b), the Council must re-consider its decision taking into account the recommendation of the Panel and may either confirm, vary or reverse its previous decision as the Council may determine.

5.4 Subject to the Constitution, the Council may delegate such powers and make such by-laws and rules as may be necessary or convenient for the purposes of the conduct of the Independent Membership Review Panel and its proceedings.

5.5 The Council may revoke any delegation of power and revoke or vary any by-laws and rules with respect to the conduct and proceedings of the Independent Membership Review Panel.

## **6. CLASSES OF MEMBERS**

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6.1 Members shall be of five classes, namely:

- (a) Fellow;
- (b) Accredited Member;
- (c) Associate;
- (d) Affiliate; and
- (e) Student.

A member shall be a member of the first named of these classes for which he or she is qualified and references in this Constitution to a Fellow, Accredited Member, Associate, Affiliate or Student of the Institute are references to a Member who is a member of that class of Members.

6.2 Subject to clause 6.7, a Member is qualified to be a Fellow if the Member:

- (a) was classified as a Fellow pursuant to the constitution of the Institute in force immediately before adoption of this Constitution; or
- (b) has passed or been exempted from examinations of the Institute qualifying the Member as a Fellow and/or has the experience or other qualifications determined by the Council for the class of Fellow.

6.3 Subject to clause 6.7, a Member is qualified to be an Accredited Member if the Member:

- (a) was classified as an Accredited Member pursuant to the constitution of the Institute in force immediately before adoption of this Constitution; or
- (b) has the recognised experience or qualifications determined by the Council for the class of Accredited Member.

6.4 Subject to clause 6.7, a Member is qualified to be an Associate if the Member:

- (a) was classified as an Associate pursuant to the constitution of the Institute in force immediately before adoption of this Constitution; or
- (b) has passed or been exempted from the examinations of the Institute qualifying the Member as an Associate and/or has the experience or other qualifications determined by the Council for the class of Associate.

6.5 Subject to clause 6.7, a Member is qualified to be an Affiliate if the Member:

- (a) was classified as a Lay Member pursuant to the constitution of the Institute in force immediately before adoption of this Constitution; or

- (b) has applied to be an Affiliate of the Institute and meets the entry standards or other qualifications determined by the Council for the class of Affiliate.
- 6.6 Subject to clause 6.7, a Member is qualified to be a Student if the Member:
  - (a) was classified as a Student pursuant to the constitution of the Institute in force immediately before adoption of this Constitution; or
  - (b) has been accepted into the Institute's education program and meets the entry standards or other qualifications determined by the Council.
- 6.7 The Council may at any time vary the qualifications for any class of Members as the Council may determine, provided that no such variation shall affect the entitlement of a Member to be a member of the class for which the Member is qualified immediately prior to the time of the variation.
- 6.8 The Institute shall maintain at the Office a register of Members showing for each Member his or her last known residential address, the class to which the Member belongs, whether the Member is a Voting Member and whether the Member is a Life Member.
- 6.9 Fellows and Associates of the Institute shall be entitled to use the post-nominals 'FIAA' and 'AIAA', respectively. Such letters may be substituted by another combination of letters approved by the Members by Special Resolution.

## **7. LIFE MEMBERS**

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The Council may recommend that any Voting Member be elected as a Life Member and, following such recommendation, the nomination shall be submitted at an Annual General Meeting of the Institute. A poll shall be taken thereon and if at least three-quarters of the votes cast are in favour of the Member's election as a Life Member, the Member shall be declared duly elected as such.

## **8. CONDITIONS OF MEMBERSHIP**

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- 8.1 It is a condition of membership of the Institute that:
  - (a) an applicant who applies for membership; or

(b) a Member, in the case of renewal of membership of the Institute, is deemed to agree to be bound by:

(c) this Constitution; and

(d) any document:

(i) already in existence pursuant to a power under a constitution of the Institute and in force; or

(ii) brought into existence pursuant to a power granted under this Constitution,

and:

(iii) which is in force; and

(iv) in respect of which compliance is expressed to be a condition of membership of the Institute.

8.2 The Council has the power, consistent with the objects set out in clause 2, to determine, amend or repeal any condition of membership to the Institute.

## **9. TERMINATION AND SUSPENSION OF MEMBERSHIP**

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9.1 A person shall cease to be a Member if the person:

(a) resigns as a Member by notice in writing to the Institute;

(b) dies;

(c) is found to suffer mental illness or mental incapacity under legislation relating to mental health; or

(d) is terminated or expelled as a Member under a policy in force pursuant to the power of Council under clause 10.1(d)(i) or the Disciplinary Scheme.

9.2 A notice of resignation given under clause 9.1(a) shall not be effective if given whilst an investigation or hearing is proceeding under the Disciplinary Scheme, unless the Council in its discretion determines to accept such resignation (and, in that event, upon such terms and conditions as it may specify).

- 9.3 If a Member is suspended under the Disciplinary Scheme, he or she is not entitled to exercise any of the rights and privileges held by that Member in their capacity as a Member (including, where relevant, any voting rights):
- (a) from the date of the suspension order being effective; and
  - (b) for the duration of time specified in the suspension order.

## **10. FEES AND SUBSCRIPTIONS**

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- 10.1 Subject to clause 10.2 the Council may determine, from time to time:
- (a) the entrance fee, annual subscription fee and other fees payable by each Member or each class of Member;
  - (b) that one or more classes of Member be divided into sub-classes or categories for the purposes of determining fees and subscriptions and may determine any such fees and subscriptions for such sub- classes or categories;
  - (c) the due date for payment of fees and subscriptions; and
  - (d) policies with respect to:
    - (i) non-payment of fees and subscriptions by a due date, including termination of a Member's membership for non-payment of fees and subscriptions by a due date;
    - (ii) the commutation of fees and subscriptions; and
    - (iii) disputes with respect to fees and subscriptions.
- 10.2 No subscriptions and fees shall be payable by Life Members.

## **11. THE COUNCIL**

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- 11.1 In respect of the Council:
- (a) only Voting Members shall be eligible to:
    - (i) be Council Members; and
    - (ii) vote on the elections of Council Members.

- 11.2 The Council (including ex officio members) must comprise:
- (a) a minimum number of nine (9) Council Members; and
  - (b) a maximum of twelve (12) Council Members.
- 11.3 Each year the Council will call for nominations from the Voting Members to elect three (3) Voting Members to be appointed to Council to fulfil any vacancies in Council to comply with requirements set out in clause 11.2 above ('**Vacancy Pool**'). Where a Vacancy Pool would otherwise result in the maximum in clause 11.2(b) being exceeded, the number of Council Members elected will be those that will result in a Council of twelve members.
- 11.4 A Council Member, other than a President or Vice President whose term is modified by clause 12 will serve a term of three (3) years in office from the conclusion of the calendar year in which the relevant election is held ('**Term of Office**').
- 11.5 Subject to clauses 11.16 and 12, a Council Member will automatically retire from office at the conclusion of his or her Term of Office.
- 11.6
- (a) Subject to clause 12.4, a retiring Council Member shall be eligible for re-election for a second term immediately following his or her first term. Council Members who have served two consecutive terms on Council shall not be eligible for re-election as a Council Member until the next calendar year following which he or she retired.
  - (b) A Council Member who resigns from the Council prior to the expiration of their term shall not be eligible for re-election until the second calendar year following the date of his or her resignation from the Council.
- 11.7
- (a) The election of Council Members will be conducted in accordance with the Policy for the Conduct of Council Elections and such other policies and procedures for the conduct of elections as approved by Council from time to time.
  - (b) The ballot shall close on such date within the 90 day period ending on 31 December in the calendar year as the Council shall determine.
- 11.8 The Council must not make or publish rules inconsistent with the Constitution for the conduct of elections.



- 11.9 If the Council becomes aware of any rules which are inconsistent with the Constitution in relation to the conduct of elections, then the Council has the power to alter or repeal wholly or partly any such rules.
- 11.10 Each election shall be under the control of a Returning Officer.
- 11.11 (a) Subject to paragraph (b), a Member's nomination for election to Council must be supported, in writing and signed by three (3) Voting Members.
- (b) A nomination under paragraph (a) is valid if it is:
- (i) signed by the proposed nominee; and
  - (ii) lodged with the Secretary at least 30 days before the closing date for the ballot determined under clause 11.7(b).
- (c) Each candidate shall, at the time of being nominated under paragraph (a), supply:
- (i) the candidate's actuarial qualifications (including the year of qualifying as a Fellow); and
  - (ii) details of the candidate's current employment (and, if the candidate desires it, details of the candidate's past employment) and any other relevant experience and service, and this information shall be supplied to Voting Members with the election ballot papers.
- 11.12 The Returning Officer will conduct elections generally as set out below, but subject always to the Policy for the Conduct of Council Elections. If the number of nominations for election as Council Members is:
- (a) equal to the Vacancy Pool, and meets the requirements for the composition of the Council set out in clause 11.2 the Returning Officer shall declare the persons nominated to be elected as Council Members;
  - (b) less than the Vacancy Pool, the Returning Officer shall declare the persons nominated who meet the requirements for the composition of the Council set out in clause 11.2 to be elected as Council Members and the Council in existence on the day following the ballot closing date determined by the Council under clause 11.7(b) may appoint such additional Member or Members as necessary to fill any vacancy in the number of Council

Members to be elected. Any person so appointed will be deemed to have been elected as a Council Member; or

- (c) more than the Vacancy Pool, the Returning Officer shall conduct a further ballot in accordance with clause 11.7(a) and subject to the requirements for the composition of the Council set out in clause 11.2 and policies and procedures for the conduct of Council elections as approved by Council from time to time will be applied to such further ballot. The Council Members will then declare the persons elected by the ballot to be elected as Council Members.

11.13 The declarations referred to in clause 11.12 may be made by the Returning Officer by giving printed or electronic notice to Members.

11.14 A Council Member will cease to be a Council Member if he or she:

- (a) becomes disqualified from managing corporations under Chapter 2D.6, including by virtue of section 206B, 206C, 206D, 206E or 206F, of the Corporations Act; or
- (b) is found to suffer mental illness or mental incapacity under legislation relating to mental health; or
- (c) resigns as a Council Member by notice in writing to the Institute; or
- (d) ceases to be a Member; or
- (e) holds any office of profit under the Institute; or
- (f) is absent from meetings of the Council for five (5) of the previous eight (8) meetings of the Council the Council Member was entitled to attend without leave of absence from the Council.

11.15 The Council may appoint any Voting Member as a Council Member to fill a casual vacancy in the office of a Council Member (other than in respect of an ex officio member). Any Voting Member appointed under this clause shall be deemed to have been elected on the same last date on which the Council Member whom he or she replaces was elected or was deemed to have been elected and shall hold such office in accordance with clause 11.4 accordingly.

11.16 Notwithstanding the provisions of clause 11.4, those persons holding office as Council Members pursuant to the constitution of the Institute in force immediately before adoption of this Constitution shall continue to serve the term of office which was applicable at the date those persons were

last elected or deemed to have been elected as a Council Member. For the avoidance of doubt, if any of the persons referred to in this clause is re-elected, or deemed to have been re-elected, as a member of the Council after adoption of this Constitution, the term of office of such persons will be subject to the provisions of clauses 11.4 and 11.5, as set out above.

## **12. PRESIDENT AND VICE PRESIDENTS**

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- 12.1 Subject to clause 12.8, and except where the Vice President has already been elected under clause 12.7 (and subject to clause 11.1), the Council must elect from Council Members, who have not served a full year's term as President of the Institute in the previous five (5) years, a person to serve as Vice President of the Institute as from 1 January to 31 December in the following year.
- 12.2 The Vice President will then serve as Senior Vice President of the Institute from 1 January to 31 December of the next calendar year. Following the Senior Vice President's term of one year he or she will automatically be appointed as the President of the Institute from 1 January until 31 December in the calendar year.
- 12.3 Subject to clause 12.4, the President, Senior Vice President and Vice President shall be ex officio members of the Council and shall, whilst holding such office, not be subject to retirement under clause 11.5.
- 12.4 Upon conclusion of the term of the President, Senior Vice President or Vice President for any reason (whether under clause 12.1, clause 12.5 or for any other reason), he or she is ineligible for re-election as a member of the Council until the second calendar year next following the date of conclusion of his or her term as a member of the Presidential group.
- 12.5 The President, Senior Vice President or Vice President may resign from their position at any time by notice in writing to the Institute during his or her term.
- 12.6 Subject to clauses 11.1 and 12.8, if the office of President becomes vacant for any reason, the Council shall elect from its members a new President. Such President shall, subject to the Constitution, hold this office for the balance of the term for which the President whom he or she replaces was appointed unless, at the time of such election, he or she was the Senior Vice President, in which case he or she shall continue to serve as President until the conclusion of the calendar year next following the date on which such term concluded.

- 12.7 Subject to clauses 11.1 and 12.8, if the office of Senior Vice President or Vice President becomes vacant for any reason:
- (a) the Council shall fill the vacancy by electing, from those of its members who have not served a full year's term as President in the previous five (5) years, a person as Vice President or Senior Vice President (as the case may be); and
  - (b) that person shall serve in such office from the date of his or her election until the conclusion of the term of office of the President at the date of the election referred to in clause 12.7(a); and
  - (c) thereafter, that person will be subject to the provisions of clause 12.1 as if he or she had been elected under that clause.

- 12.8 If circumstances are such that, in the reasonable opinion of the Council:
- (a) the provisions of clauses 12.1, 12.6 or 12.7 are prevented from operating as intended, by this Constitution; or
  - (b) the best interests of the Institute would not be served by the application of the provisions of clauses 12.1, 12.6 or 12.7,

the Council may, subject to clause 12.9, resolve to adopt an alternative procedure, arrangement or requirement in respect of the matter or matters dealt with under such clause or clauses.

The powers of the Council under clause 12.8 are subject to the following restrictions, namely that any such resolution by the Council:

- (c) must be passed by at least 75% of those Council Members present at the meeting at which the relevant resolution is being considered; and
- (d) is effective only in respect of the then instant case at issue under clause 12.8, so that any resolution purporting to apply in perpetuity or until otherwise repealed or replaced is void.

### **13. POWERS OF THE COUNCIL**

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- 13.1 The Council may exercise consistently with the objects in clause 2 all the powers of the Institute that the Constitution and the Corporations Act do not require to be exercised by the Members in general meeting.
- 13.2 Without limiting the generality of clause 13.1 but subject to clause 31, the Council may make, publish, alter and repeal:

- (a) by-laws and rules for the regulation and management of the Institute;
  - (b) by-laws, rules, standards, guidance notes and codes of ethics for the professional conduct, guidance, development and education of Members and the admission of Members; and
  - (c) by-laws and rules for the establishment of a scheme for professional indemnity insurance for or in respect of Members or classes or categories of Members.
- 13.3 The management of all or any of the affairs of the Institute or the carrying out of all or any of its objects shall be vested in the Council.
- 13.4 Subject to clause 3, the Council may, in its absolute discretion, approve the payment by the Institute in whole or in part of expenses incurred by the Secretary or by a Council Member in attending a meeting of the Council.
- 13.5 Subject to the Constitution, the Council may appoint committees of the Council and delegate such powers of the Council as may be necessary or convenient for the purposes for which the committees are appointed, and may fix the quorums and lay down rules for regulating their proceedings. Such committees may consist of or include persons who are not Members or not members of the Council.
- 13.6 The Council may at any time revoke or vary any delegation of power to a committee.

#### **14. PROCEEDINGS OF THE COUNCIL**

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- 14.1 The ordinary meetings of the Council shall be held at such times and places as the Council from time to time determines.
- 14.2 Notice of ordinary meetings of the Council must be sent (either in hard copy or electronic form) by the Secretary to each Council Member at the Council Member's usual or last known address with not less than eight (8) days' notice before the proposed meeting of Council. It shall not be necessary in any case to prove that such notice has been delivered or sent, but the same shall be deemed to have been delivered or duly sent unless the contrary be shown and the non-receipt of any notice by any Council Member shall not invalidate the proceedings of any meeting of the Council.

- 14.3 At a meeting of the Council, the President, or in his or her absence, the Senior Vice President, shall be Chairperson. In the absence of the President and the Senior Vice President, the Vice President shall be Chairperson. In the absence of all three, the Chairperson shall be elected from the members of the Council present.
- 14.4 The quorum for a Council meeting is more than half of the Council Members (including ex officio members) and the quorum must be present in person or by proxy at all times during the meeting.
- 14.5 In the event of a difference of opinion at any meeting of the Council, the majority shall rule the minority unless otherwise required by the Constitution. In the case of an equality of votes arising in any manner at any meeting of the Council, the Chairperson of the meeting shall have a second or casting vote.
- 14.6 A Council Member may be represented at any meeting of the Council by a proxy, provided that the proxy is a Voting Member who is not a Council Member and who does not hold a proxy for any other Council Member.
- If a Council Member is so represented, his or her proxy shall have the right to join in all discussions and to vote in whatever manner a vote is taken. The provisions of clause 21 apply to the lodgment and validity of proxies under this clause.
- 14.7 Subject to the provisions of the Constitution, the Chairperson of any meeting of the Council may, with the consent of the meeting, adjourn the meeting from time to time and from place to place.
- 14.8 Minutes shall be entered in proper books of all resolutions and proceedings of meetings of the Council and every minute signed by the Chairperson of the meeting to which it relates or by the Chairperson of a subsequent meeting shall be *prima facie* evidence of the facts therein stated.
- 14.9 All acts done at any meeting of the Council shall, notwithstanding that there was a vacancy in the number of members or some defect in the appointment of any member or members of the Council present at such meeting or that they or any of them were disqualified, be as valid as if there was no vacancy or every such person had been duly appointed and was qualified to be a member of the Council.
- 14.10 The continuing members of the Council may act notwithstanding any vacancy in the Council, but if and so long as their number is reduced below the quorum required for a meeting of the Council under clause

14.4, the continuing Council member or members must not act for any purpose except to:

- (a) increase the number of members of the Council to the quorum;  
or
- (b) call a General Meeting.

14.11 A resolution in writing signed by at least 75% of the Council Members shall be as valid and effectual as if it had been passed at a meeting of the Council Members duly called and constituted. Any such resolution may consist of several documents in like form, each signed by one or more members of the Council.

14.12 Without limiting the discretion of members of the Council to regulate their meetings, the members of the Council may meet or confer by telephone, video or other electronic means of audio, visual or audio visual communication by which they are able simultaneously to hear each other and participate in discussion. A resolution passed by such a meeting or conference will be deemed to have been passed at a meeting of members of the Council, notwithstanding that the members of the Council are not physically present together in one place at the time of the meeting. The provisions of the Constitution relating to proceedings of meetings of members of the Council apply so far as they are capable of application and, with the necessary changes, to such meetings and conferences.

## **15. APPOINTMENT AND REMUNERATION OF OFFICERS AND OTHERS**

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15.1 The Council may appoint and remove and may, subject to the Constitution, determine the duties and remuneration (if any) of the Chief Executive Officer, Secretary, tutors, coaches, lecturers, examiners, and other Officers, employees, consultants and contractors of or to the Institute, including any person to perform temporarily the duties of the above-mentioned Officers and employees or any of them, provided that:

- (a) the Council may, if it deems fit, appoint one person to perform the duties of more than one of the above-mentioned positions; and
- (b) a Council Member shall only be entitled to receive remuneration for or in connection with the performance of any of the above-mentioned duties if performed whilst such a person is a Council Member, if the prior approval of the Council is given and disclosure of such remuneration is made to the Members.

## 16. CHIEF EXECUTIVE OFFICER

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- 16.1 The Council may, from time to time, appoint a Chief Executive Officer of the Institute, either for a fixed term or without any limitation as to the period for which he or she is to hold such office. Any such Chief Executive Officer so appointed shall be an Officer of the Institute.
- 16.2 The Chief Executive Officer is not required to be a Member.
- 16.3 The Chief Executive Officer shall report to, and be responsible only to, the Council.
- 16.4 The Chief Executive Officer shall exercise, subject to the directions of the Council, all authority and control over all employees of the Institute, in the same manner as if the Chief Executive Officer were their employer.
- 16.5 Subject to clause 13.3, the Chief Executive Officer, under the direction of the Council, shall manage the day-to-day affairs of the Institute in accordance with this Constitution and policies and procedures made thereunder.
- 16.6 The Council may, from time to time, delegate any of its powers (including the power to delegate) to the Chief Executive Officer and:
- (a) the Chief Executive Officer must exercise any powers delegated to him or her by the Council in accordance with any directions of the Council; and
  - (b) the exercise of a delegated power by the Chief Executive Officer is as effective as if the Council had exercised the power.
- 16.7 The Council may, at any time, revoke or vary any power delegated to the Chief Executive Officer.
- 16.8 A person immediately ceases to be the Chief Executive Officer if:
- (a) he or she is not permitted by the Corporations Act (or by an order made under that Act) to be an Officer of a company;
  - (b) he or she becomes disqualified from managing corporations under the Corporations Act and is not given permission or leave to manage the Institute under that Act;
  - (c) he or she is found to suffer mental illness or mental incapacity under legislation relating to mental health; or



- (d) his or her employment as Chief Executive Officer terminates or is terminated.

16.9 The Council may:

- (a) subject to the terms of employment of a Chief Executive Officer, suspend, remove or dismiss the Chief Executive Officer from that office and appoint another in his or her place; and
- (b) appoint a temporary substitute for the Chief Executive Officer while the Chief Executive Officer is absent or unable to act.

16.10 For the avoidance of doubt, the Chief Executive Officer retains any rights that accrue to him or her under, or in relation to, his or her contract of employment with the Institute upon termination if the Council acts in accordance with its powers under clause 16.9(a).

## **17. SECRETARY**

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17.1 If required by the Corporations Act, there must be at least one secretary of the Institute appointed by the Council for a term and at remuneration and on conditions determined by it.

17.2 The Secretary, where possible, shall attend the meetings of the Council and the Institute and prepare the minutes of proceedings of such meetings. In his or her absence, the Chairperson of the meeting shall appoint a deputy secretary for the purposes of that meeting.

17.3 The Council may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.

17.4 The Secretary is not required to be a Member.

## **18. FINANCIAL YEAR**

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Until otherwise determined by the Council, the financial year of the Institute shall commence on 1 January of each year and conclude on 31 December in such year.

## **19. AUDIT AND ACCOUNTS**

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- 19.1 The Council must cause the Institute to keep written financial records in relation to the business of the Institute in accordance with the requirements of the Corporations Act.
- 19.2 The Council must cause the financial records of the Institute to be audited in accordance with the requirements of the Corporations Act.
- 19.3 The Council shall cause to be made out and laid before each Annual General Meeting of the Institute the reports required under section 317 of the Corporations Act, made up to a date not more than five months before the date of the Annual General Meeting.

## **20. GENERAL MEETINGS OF THE INSTITUTE**

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- 20.1 Annual General Meetings shall be held each year in accordance with the Corporations Act at such time and place as the Council may determine. Subject to the provisions of the Corporations Act allowing annual general meetings to be held with shorter notice, at least twenty one (21) days' written notice must be given to Members of any Annual General Meeting.
- 20.2 At each Annual General Meeting the Council shall submit its report of the affairs of the Institute and the preceding year's transactions together with the financial statements as required by clause 19, duly verified and signed by the Auditor and the report of the Auditor.
- 20.3 At an Annual General Meeting the Chairperson shall allow a reasonable opportunity for the Members as a whole to ask questions about, or make comments on, the management of the Institute.
- 20.4 Only Voting Members shall be entitled to vote at any General Meeting or at any poll taken on any matter brought forward at a General Meeting. Where a Member is entitled to vote at a General Meeting, the Member must vote personally except on a poll, upon which the Member may vote either personally or by proxy. Each Voting Member whether voting personally or by proxy shall have one vote. The Council may at any time call an Extraordinary General Meeting and shall be bound to do so upon a requisition in writing signed by at least 20 Members specifying the purpose for which the Extraordinary General Meeting is to be called.
- 20.5 Twenty eight (28) days' notice shall be given by the Council to all Members of the time and place at which any Extraordinary General Meeting is to be held and of the business to be dealt with thereat and no

business except that named in the notice shall be considered at such Extraordinary General Meeting.

- 20.6 At a General Meeting, the President of the Institute for the time being shall be Chairperson. In the absence of the President, the Senior Vice President, or in the absence of the President and the Senior Vice President, the Vice President, shall be the Chairperson. In the absence of all three, the Chairperson shall be a Council Member chosen by the meeting and in the absence of all members of the Council, a Voting Member chosen by the meeting.
- 20.7 Notice of every General Meeting must be given to every Member. Subject to clause 20.8, no other person is entitled to receive notice of a General Meeting.
- 20.8 Notice of every Annual General Meeting must be given to the Institute's auditor.
- 20.9 Subject to the provisions of the Constitution, the Chairperson of any General Meeting may, with the consent of such General Meeting, adjourn such General Meeting from time to time and from place to place and no business shall be transacted at any such adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place. Unless otherwise directed in the resolution for adjournment, no notice need be given of an adjourned General Meeting of the Institute.
- 20.10 The non-receipt by any Member of notice of any General Meeting shall not invalidate the proceedings of the meeting to which such notice relates.
- 20.11 Subject to the provisions of the Constitution, every resolution proposed and seconded at a General Meeting shall be put to such General Meeting by the Chairperson of the meeting and decided upon by a show of hands of Voting Members and the Chairperson of the meeting shall declare the resolution has, on the show of hands, been carried or lost. On such declaration being made, a poll may be demanded by:
  - (a) at least five (5) Members present in person or by proxy and entitled to vote upon the resolution at the General Meeting; or
  - (b) any smaller number of such Members provided they represent not less than one-tenth of the total number of Members entitled to vote upon the resolution at the General Meeting,

but no poll shall be taken as to the election of a Chairperson or the adjournment of the meeting.

- 20.12 If a poll be duly demanded at a General Meeting, it shall be taken in such manner as the Chairperson of the meeting may direct. The Chairperson may direct that such poll be taken either forthwith or at any other time. Should he or she direct that a poll be taken on a date subsequent to that of the meeting, the meeting shall continue for the transaction of any business other than that on which the poll was demanded and shall then stand adjourned until the date of the poll.
- 20.13 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the General Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 20.14 Twelve (12) Voting Members being personally present shall constitute a quorum for a General Meeting.
- 20.15 Minutes shall be entered in proper books of all resolutions and proceedings of General Meetings and every minute signed by the Chairperson of the meeting to which it relates or by the Chairperson of a subsequent meeting shall be *prima facie* evidence of the facts therein stated.

## **21. VOTING BY PROXY**

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- 21.1 An appointment of a proxy to attend and vote for a Member at a General Meeting is valid if it is signed by the Member making the appointment and contains the information required by sub-section 250A(1) of the Corporations Act. The Council may determine that an appointment of a proxy is valid even if it only contains some of the information required by sub-section 250A(1) of the Corporations Act.
- 21.2 For the purposes of clause 21.1, an appointment of a proxy received at an electronic address will be taken to be signed by the Member if:
- (a) a personal identification code allocated by the Institute to the Member has been input into the appointment; or
  - (b) the appointment has been verified in another manner approved by the Council.
- 21.3 Any person may be appointed as a proxy to attend and vote for a Member at a General Meeting of the Institute.

- 21.4 A proxy's appointment is valid at an adjourned meeting.
- 21.5 A proxy may be appointed for all meetings or for any number of meetings or for a particular purpose.
- 21.6 A proxy appointed to attend and vote for a Member has the same rights as the Member to:
- (a) speak at the meeting;
  - (b) vote (but only to the extent allowed by the appointment); and
  - (c) join in a demand for a poll.
- 21.7 If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the Chairperson may either cast as proxy or complete the appointment by inserting the name or names of one or more Members or the Secretary.
- 21.8 The written appointment of a proxy and, if the appointment is signed by the appointor's attorney, the authority under which the appointment was signed or a certified copy of the authority, must be received by the Institute at least 24 hours before:
- (a) the time for holding the meeting or adjourned meeting at which the appointee proposes to vote; or
  - (b) the taking of a poll on which the appointee proposes to vote,
- unless otherwise specified in the notice of meeting to which the proxy relates.
- 21.9 The Institute receives an appointment of a proxy and any other authority under which it was executed when they are received at:
- (a) the Office;
  - (b) a facsimile number at the Office; or
  - (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.
- 21.10 A vote cast in accordance with an appointment of a proxy is valid even if before the vote was cast the appointor:
- (a) died;

- (b) became mentally incapacitated; or
- (c) revoked the proxy or authority under which the proxy was appointed,

unless any written notification of the death, suffering of mental incapacity or revocation was received by the Institute before the relevant meeting or adjourned meeting.

## **22. COMMON SEAL AND EXECUTION OF DOCUMENTS**

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- 22.1 The Council must provide for the safe custody of the common seal of the Institute (the “**Seal**”).
- 22.2 The Seal must not be used without the authority of the Council or a Council committee authorised to use the Seal.
- 22.3 The Institute may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
  - (a) two (2) Council Members;
  - (b) one (1) Council Member and the Secretary; or
  - (c) one (1) Council Member and another person appointed by Council to countersign the document.
- 22.4 The Institute may execute a document (including a deed) without using the Seal if that document is signed by:
  - (a) two (2) Council Members;
  - (b) one (1) Council Member and the Secretary; or
  - (c) one (1) Council Member and another person appointed by Council to countersign the document.

## **23. INSPECTION OF RECORDS**

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- 23.1 Subject to the Corporations Act, the Council may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Institute or any of them

will be open for inspection by Members other than members of the Council.

- 23.2 A Member other than a Council Member does not have the right to inspect any financial records or other documents of the Institute unless the Member is authorised to do so by a court order or a resolution of the Council.

## **24. SERVICE OF NOTICES**

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- 24.1 A notice may be given by the Institute to any person who is entitled to or may be given notice under this Constitution by:
- (a) delivering it by hand to the person; or
  - (b) sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Institute for sending notices to the person.
- 24.2 A notice may be given to the Institute by delivering it by hand or sending it by post, facsimile or electronic transmission to the Secretary at the Office.
- 24.3 A notice sent by post is taken to be given on the second Business Day after the day on which it was posted in a properly addressed and postage paid envelope containing the notice.
- 24.4 A notice sent by facsimile transmission or electronic notification is taken to be given when the sender's facsimile or electronic system generates a message confirming successful transmission or notification, unless within one Business Day after the transmission or notification, the recipient informs the sender that he or she has not received the entire notice.
- 24.5 A certificate in writing signed by a Council Member, the Secretary or other Officer of the Institute that a notice or document given by the Institute or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 24.6 Subject to the Corporations Act, the signature to a written notice given by the Institute may be written or printed.
- 24.7 All notices sent by post outside Australia must be sent by prepaid airmail post.

## **25. WINDING UP**

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25.1 If the Institute is wound up:

- (a) each Member; and
- (b) each person who has ceased to be a Member in the preceding year,

undertakes to contribute to the property of the Institute for the:

- (i) payment of debts and liabilities of the Institute (in relation to clause 25.1(b), as contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
- (ii) adjustment of the rights of the contributories amongst themselves,

such amount as may be required, not exceeding \$20.

25.2 If any surplus remains following the winding up of the Institute, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another corporation or body which, by its constitution:

- (a) has objects similar to the objects of the Institute; and
- (b) is prohibited from making any distribution of its income and property to its members to an extent at least as great as is imposed on the Institute under clause 3,

such corporation or body to be determined by the Members at or before the dissolution of the Institute and, in default, by the Supreme Court of New South Wales.

25.3 To the extent that effect cannot be given to clause 25.2, any surplus should be given or transferred to some charitable object.

## **26. INDEMNITY AND INSURANCE**

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26.1 Subject to the restrictions in section 199A of the Corporations Act, the Institute indemnifies to the relevant extent every person who is or has been an Officer of the Institute against:

- (a) any liability (other than for legal costs); and



- (b) reasonable legal costs incurred in defending an action for a liability,

incurred by that person as such an Officer of the Institute (including such liability or legal costs (as relevant) incurred by the Officer as a director of a subsidiary of the Institute where the Institute requested the Officer to accept the appointment).

- 26.2 Subject to the restrictions in section 199B of the Corporations Act, the Institute may pay a premium for a contract insuring a person who is or has been an Officer of the Institute (or a subsidiary of the Institute) against a liability incurred by the person as such an Officer.

- 26.3 For the purposes of this clause 26:

- (a) 'Officer' also includes (for the avoidance of doubt):
  - (i) a Council Member and of any committee or other body established by the Institute or the Council; and
  - (ii) the Chief Executive Officer;
- (b) 'to the relevant extent' means to the extent and for the amount to which the Officer is not otherwise indemnified and is actually indemnified.

## **27. EXAMINATIONS**

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- 27.1 Subject to clause 27.2, the Council may conduct and administer an examination system, draw up a syllabus, make by-laws providing for exemption from some or all of such examinations and for the conditions, general administration and conduct of such examinations (provided such by-laws are not inconsistent with the Constitution), appoint examiners, fix the fees for examiners, determine the time and place of such examinations and make all other arrangements as may be necessary for their conduct.
- 27.2 For the avoidance of doubt, nothing in clause 27.1 prohibits or restricts the Council entering into a form of arrangement with another party relating to the exercise of all or part of the powers granted to the Council under that clause.
- 27.3 The Council may determine the degree of success in the Institute's examinations and the experience or other qualifications which shall be required to qualify a person for a particular class of Members.

## **28. TUITION**

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- 28.1 Subject to clause 28.2, the Council may arrange for the establishment or maintenance of tutorial, coaching or correspondence courses and courses of lectures for Members or for any other persons interested in actuarial science and for the preparation and reproduction of any notes or other matter in connection therewith and may fix the fees to be charged for the same.
- 28.2 For the avoidance of doubt, nothing in clause 28.1 prohibits or restricts the Council entering into a form of arrangement with another party relating to the exercise of all or part of the powers granted to the Council under that clause.

## **29. LIBRARIES**

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The Council may from time to time:

- (a) appropriate funds for the establishment or maintenance of libraries of the Institute and make rules for the conduct of such libraries; and
- (b) arrange with other organisations for the establishment or maintenance of libraries for the benefit of Members and those of such organisations and may appropriate funds of the Institute for such purpose.

## **30. PUBLICATIONS**

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The Council shall decide upon the fitness for publication by the Institute of any material submitted to the Institute and may appropriate funds for the purpose of such publication.

## **31. PROFESSIONAL DISCIPLINE**

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- 31.1 Subject to the Disciplinary Scheme, the Council shall be empowered to do all things as it thinks necessary or appropriate for the purpose of upholding and enhancing the standards of professional conduct of the Members and of maintaining and promoting the good standing and reputation of the Institute and the profession of actuary in the interests of the Members and the public.

- 31.2 Subject to clause 31.3, the provisions of the Disciplinary Scheme are binding on Members and shall be given effect by the Council in accordance with its terms.
- 31.3 The Council may exercise its powers under clause 13.2 to amend the Disciplinary Scheme from time to time, in which case, the Council must consult with Members in respect of the changes prior to the changes being voted on by Council.
- 31.4 The Council shall have the power, consistent with the object set out in clause 2.1(f), to:
- (a) enter into mutual discipline agreements with equivalent professional bodies to the Institute in Australia or elsewhere; and
  - (b) formulate, and amend, repeal or replace as necessary, policies with respect to the entering into, or implementation of, mutual discipline agreements under clause 31.4(a).

## **32. MUTUAL RECOGNITION AGREEMENTS**

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The Council shall have the power, consistent with the object set out in clause 2.1(k) to:

- (a) enter into mutual recognition agreements with equivalent professional bodies to the Institute in Australia or elsewhere; and
- (b) formulate, and amend, repeal or replace as necessary, policies with respect to the entering into, or implementation of, mutual recognition agreements under clause 32(a).

**END OF CONSTITUTION**