



The Constitution of the Australian Institute of Professional Intelligence Officers

22 July 2011



The Australian Institute of Professional Intelligence Officers (AIPIO) is a non-profit association incorporated under the *ACT Associations Incorporation Act 1991* (as amended).

This version of the AIPIO Constitution was adopted by the Special General Meeting (SGM) held on 22 July 2011 at the Gold Coast, Queensland. It reflects all amendments voted on, and duly passed, by the AIPIO members from October 2010 to July 2011.

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1.0 Name

1.1 The name of this Association shall be ‘The Australian Institute of Professional Intelligence Officers’ (‘the Institute’). The Institute is a non-profit association incorporated under the *ACT Associations Incorporation Act 1991* as amended.

2.0 Purpose

2.1 Vision. To be instrumental in establishing and promoting Intelligence as a widely recognised profession.

2.2 Values. The Institute values are:

- (i) To serve all Intelligence professionals across all domains of intelligence practice.
- (ii) To contribute to the Intelligence profession by creating and sharing knowledge about the theory and practice of Intelligence thereby supporting the development of a formal body of knowledge for Intelligence professionals.
- (iii) To recognise the contribution of key stakeholders in aligned professional bodies, academe, industry, and allied professions in advancing the profession of Intelligence.

2.3 Goal. To advance the professionalisation of Intelligence.

3.0 Composition of the Board of Management

3.1 The AIPIO Board of Management (‘the Board’) shall consist of a President, a Secretary, a Treasurer, and up to six (6) General Members.

3.2 The Board may co-opt additional members for specific purposes when deemed necessary.

3.3 The Board shall meet at least quarterly but may meet more often if it so decides. Meetings may be held using either web conferencing or teleconferencing (electronic communication) when Board Members are unable to attend.



3.4 A Quorum of the Board shall consist of a minimum of four (4) elected members, including those using electronic communication.

3.5 Voting at Board Meetings shall be conducted as follows:

- (i) All elected members of the Board shall have one vote. Where a motion is put and fails to achieve a simple majority, it shall be deemed to be lost.
- (ii) No Board member may vote by proxy, however voting by Board Members participating by electronic means is permissible.
- (iii) Where a Board Member has either a direct or perceived conflict of interest on any Board matter, that member is to declare that conflict and stand aside for any vote on that matter. A record of the conflict is to be included in the Minutes for that meeting.

3.6 Tenure. No member shall hold the same Board position for longer than three (3) consecutive years. After the expiry of that period, if a member wishes to re-nominate for the Board, then the member must seek a different appointment. Where the Board Member has served a maximum of nine (9) continuous years they will not be eligible for a further Board appointment until a minimum twelve (12) month period has elapsed in which they have not been a Board Member.

4.0 Elections

4.1 The Board shall be elected by a *simple* majority vote from among financial members of the Institute.

4.2 Only financial members of the Institute may vote on matters relating to the Institute.

4.3 Elections shall be held for all positions on the Board at each Annual General Meeting (AGM) or as deemed necessary through a Special General Meeting (SGM) of the Institute. At the Annual General Meeting, immediately prior to the election of the new Board, all existing Board positions will be declared vacant.



4.4 Preliminary electronic notice of an election shall be provided to members by the Secretary at least twenty eight (28) clear days prior to the date on which the election is to take place. Such preliminary notice shall include a call for nominations for election to the Board. Five (5) clear days prior to the Annual General Meeting the Board nominees will be announced to the membership.

4.5 Formal, electronic nominations for election to a Board position shall require the signature of a proposer and seconder, together with the signature of the nominee indicating that person's acceptance. The nomination shall be with the Secretary no later than close of business fourteen (14) clear days prior to the date on which the election is to take place except under special circumstances (refer 4.7).

4.6 The following criteria shall apply to all nominations for election:

- (i) Where two (2) or more persons are nominated for a single position, a secret ballot will be conducted amongst members attending the AGM to determine which of those candidates will be elected.
- (ii) A person may be nominated for more than one position on the Board but shall only be elected to one position.
- (iii) Where a member is unable to attend an election, that person may cast their vote, by electronic means, proxy or post. These ballots shall be with the Secretary prior to the commencement of the General Meeting at which the election is to be held.

4.7 Where there are no Board nominees prior to the date of the election, eligible nominations for that position shall be accepted from the floor of the AGM.

4.8 Where a position is left unfilled, the Board shall be responsible for the effective and efficient administration of all duties normally allocated to the unfilled position. Where a casual Board vacancy is created, the Board may temporarily fill that vacancy until the next General meeting. However the voting rights of that position shall not be exercised *unless the member filling the casual vacancy is already serving as an elected Board member.*



5.0 Membership

5.1 Membership of the Institute shall be by application. A Membership Sub-Committee, consisting of the president, secretary and one other board member shall determine the appropriate membership level for applicants by reference to relevant qualifications and experience. The Board reserves the right to refuse and/or revoke membership.

5.2 The Institute shall maintain four (4) categories of membership:

Associate A person who does not meet the requisite qualifications for full membership may be granted associate membership. Associate members do not possess voting rights or the right to seek office. Associate members with 3 years of good standing in the Institute may, at the Board's discretion, be awarded full membership.

Member A person who has completed academic study an approved Intelligence theory and practice course or the equivalent within their career field. Additionally, the person must possess a minimum of three (3) years of relevant experience in the Intelligence field within their career path. A person granted such membership shall be authorised to use the post-nominal MAIPIO.

Fellow A Member who has, in the expressed opinion of the majority of the members present at an the Annual General Meeting, a high level of professional standing, and displayed an outstanding level of achievement in the field of Intelligence that, inter alia, promotes or enhances Intelligence professionalism, may be awarded the special membership category of 'Fellow'. A member granted such membership shall be authorised to use the post-nominal FAIPIO.

Life Membership of the Institute may be granted to a member who is worthy of special recognition for their efforts on behalf of the Institute over an extended period. A life member has no voting rights unless they are financial.



5.3 A Member of any of the preceding categories, who has permanently retired from the workforce, may apply for retired status.

5.4 Affiliations. In recognition of organisational support for the Intelligence profession, the Institute may permit groups, organisations, corporations, authorities, government and quasi-government instrumentalities, and institutions to affiliate with the Institute provided that the affiliating body does not affiliate itself with any political party, creed, sect, race or religion.

6.0 Disciplinary Matters

6.1 All members shall have an obligation to ensure that no act which they undertake brings the Institute, either directly or indirectly, into disrepute.

6.2 Every person who applies for membership undertakes to be bound by the provisions of this Constitution (including its By-Laws) and any amendments which may be made from time to time. A member who contravenes any provision of this Constitution may, at the discretion of the Board, have their membership revoked.

6.3 Within fourteen (14) days of notice of revocation of membership, the revoked member may write a letter of appeal to the Membership Sub-Committee. The letter of appeal must be considered by that committee within fourteen (14) days. That decision is to be provided to the other Board members and is to be considered in isolation of the Membership Sub-Committee. The final decision in relation to the appeal must be provided in writing to the revoked member, clearly stating reasons for the decision.



7.0 Financial Matters

7.1 The Board shall have control over all matters of a financial nature in which the Institute is concerned.

7.2 All financial instruments issued by the Institute in payment of accounts, invoices, subscriptions or other expenses incurred by the Institute shall have two co-signatories, one of whom shall be the Treasurer, and the other, an elected member of the Board, *or a delegate approved by the Board*. No single transaction may exceed AUS\$1000 without prior Board approval.

7.3 The *AGM* shall appoint an Auditor of the financial accounts of the Institute for the next financial year.

7.4 Member's Liabilities. The liability of a Member of the Institute to contribute towards the payment of debts and liabilities of the Institute or the costs, charges and expenses of the winding up of the Institute is limited to the amount of money, if any, unpaid by the member in respect of the member's membership dues to the Institute as decided by a General Meeting of the Institute immediately prior to the date at which the liability is incurred.

7.5 Funds. The Institute shall derive funds from a variety of sources.

7.6 All such funds received shall be deposited as soon as practicable and without deduction to the credit of the Institute in an account held in an accredited financial institution.

8.0 Management of the Institution

8.1 The Institute's Management Committee (known as the Board) comprises nine (9) financial members who are elected at a General meeting to serve for a period of twelve (12) months. The three designated appointments include: President, Secretary, and Treasurer. The six (6) general members may be assigned roles by the board.

8.2 The Institute is to have a Public Officer, who is elected from the Board. The following requirements are to be met:



- (i) The Public Officer must be at least eighteen (18) years of age and be a resident of the ACT;
- (ii) He/she may hold any office of the Institute, unless these rules specify otherwise;
- (iii) The person appointed Public Officer shall notify the ACT Registrar General of the appointment, within one (1) month of the appointment, and
- (iv) Provide the appropriate reports to the ACT Registrar General within the stipulated five (5) month period commencing from 1 July of each year.

8.3 *The Board shall promulgate By-laws and Standing Orders as required for the effective administration of the Institute. All new By-laws and Standing Orders will be put to the next AGM for review and endorsement with twenty-eight (28) days prior written notice.*

9.0 Duties of the President, Secretary and Treasurer

9.1 The President shall:

- (i) Chair all Board Meetings or in his absence the appointed Board Deputy;
- (ii) Chair all general and other called meetings;
- (iii) Attend Ad Hoc meetings authorised by the Board, and
- (iv) Prepare reports for all General Meetings.

9.2 The Secretary shall:

- (i) Be responsible for all incoming and outgoing correspondence for the Board;
- (ii) Provide secretarial services for the Board and other programmed meetings (meetings of ad hoc and other committee meetings are the responsibility of the meeting president);



- (iii) Ensure Minutes are prepared for the President and Board within fourteen (14) days of the completion of the meeting;
- (iv) Together with the Treasurer and Public Officer, ensure that all appropriate reports are available for transmission to the ACT Registrar General;
- (v) Ensure that previous copies of the Minutes of Board and General Meetings are made available to financial members within a reasonable period but not more than ten (10) working days from the date of request;
- (vi) Maintain a Register of all financial members' details for delivery of correspondence; and
- (vii) Prepare a report for all General Meetings.

9.3 The Treasurer shall:

- (i) Ensure all monies due to the Institute are collected and officially received and all authorised payments are made;
- (ii) Maintain all books and accounts; showing the financial affairs of the Institute including full details of all receipts and expenditure connected with the activities of the Institute;
- (iii) Submit a summary of all financial activities for each Board meeting, including a statement of financial worth and any peculiar expenditure for the forthcoming six (6) month period;
- (iv) Prepare all books of accounts for audit by the Institute's Auditor and, together with the Secretary and Public Officer, ensure that the appropriate reports are submitted to the ACT Registrar General within the five month period commencing 1 July of each year; and
- (v) Prepare a report for all General Meetings.



10.0 Meetings

10.1 General Meetings shall include Annual General Meetings (AGM) and Special General Meetings (SGM). The Secretary shall notify all members of the time, date and venue of any General Meeting at least *twenty eight (28) days* prior to the commencement of the meetings. A quorum of any General Meetings shall be ten (10) financial members. *All motions (except alterations to the Constitution, see 11.1) shall be passed by a simple majority vote.* If a quorum is not present then the General Meeting shall be dissolved. As AIPIO is a national body, remote members who attend a General Meeting by conference call or other electronic means shall be considered to be attending the meeting.

10.2 Annual General Meetings (AGM). The Institute shall, at least once in every calendar year, and within five (5) calendar months, after the expiry of each financial year, convene an Annual General Meeting. In addition to any other business that may be transacted at an Annual General Meeting, the business of this Annual General Meeting shall be:

- (i) To receive reports from the Board upon the activities of the Institute during the preceding financial year;
- (ii) To confirm or reject the Minutes of the preceding Annual General Meeting and of any Special General Meeting held since the last Annual General Meeting;
- (iii) To elect Board Members of the Institute;
- (iv) To receive and consider any documentation as required by the laws governing incorporated associations;
- (v) To elect any sub-committee;
- (vi) To set the annual membership dues for the next financial year;
and
- (vii) To conduct any other business as determined by the membership.



10.2 Special General Meetings (SGM). The Board may convene a Special General Meeting at any time (and within a two (2) month period of another General Meeting) from a formal written request made by any member of the Institute to the Secretary.

11.0 Alterations to the Constitution

11.1 This Constitution may only be altered, rescinded or added to by a special resolution of the Institute membership which is passed at a General meeting by at least 75 percent of those members present (including by electronic means) and eligible to vote under the Constitution.

11.2 Where such a resolution is to be voted on, it shall be circulated to all members of the Institute in writing not less than twenty eight (28) days prior to the date of the General meeting.

11.3 No amendments to the proposed resolution shall be accepted in writing or from the floor at a General meeting.

12.0 Winding Up

12.1 The Institute may only be wound up by the vote of a General Meeting held solely for the purpose of determining the question of winding up the Institute. The vote must be carried by at least 75 percent of those present and eligible to vote.

12.2 In the event that the Institute is wound up, the Institute shall pass a special resolution nominating another like or similar incorporated association as the recipient of any nett surplus belonging to the Institute.

13.0 Common Seal

13.1 The Common Seal of the Institute shall be kept in the custody of the Public Officer of the Institute and all usage shall be detailed in an appropriate record.

13.2 Use of the Common Seal is limited to the President, Secretary and Public Officer. Only the President may approve use of the Common Seal.

