



The Constitution of the Australian Institute of Professional Intelligence Officers

22 August 2016



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

This AIPIO Constitution was adopted at the AGM on 30 November 2012 in Perth, Western Australia.

Amendments incorporated include adopted motions from: Special General Meeting — 22 July 2011

AGM — 30 November 2012

AGM — 20 November 2013

AGM — 22 August 2016



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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 promoting Intelligence as a widely recognised profession and supporting its practitioners.

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 Definitions

3.1 In this Constitution –

“**Board**” means a group comprised as under Section 4.1, whose role is to fulfil the purpose of the Institute as under Section 2.

“**Casual Board**” means a person is seconded to fill a vacant position as described under Section 6.8. This person has no voting rights until the next General Meeting.

“**Executive**” means a person holding a position of either President, Vice President, Treasurer or Secretary as described under Section 4.2.

“**AGM**” means Annual General Meeting as described under Section 12.2.

“**SGM**” means Special General Meeting as described under Section 12.3.

4.0 Composition of the AIPIO Board

4.1 The AIPIO Board ('the Board') shall consist of a President, a Vice President, a Secretary, a Treasurer, and as many Non-Executive General Board Members as required by the Executive.

4.2 The AIPIO Board Executive ('the Executive') shall consist of the President, Vice President, Secretary and Treasurer.

4.3 Nominations for any position on the Board are limited to full financial members.

4.4 **Tenure** - All Board appointments are for an initial period of 12 months and will not exceed seven (7) consecutive years, subject to paragraph 4.5 below.

4.5 A person shall not hold the same Executive Board appointment (President, Vice-President, Secretary and Treasurer) for longer than five (5) consecutive years.

4.6 A person shall not hold a General Board Member appointment for longer than seven (7) consecutive years.

(i) Members of the Board including those holding Executive positions, can seek re-election to the Board in any position except where a motion for that person to continue in an Executive position has been lost at the Annual General Meeting ('AGM').

(ii) After the expiry of the term of office, if a member in one of those positions wishes to re-nominate for the Board, then the member must seek a different appointment. Where any Board Member has served a maximum of seven (7) continuous years they will not be



eligible for a further Board appointment until a minimum of twelve (12) month period has elapsed in which they have not been a Board Member.

- 4.7 Nominees for Regional Representative Positions shall be approved by the Board.
- 4.8 The tenure of Sub-committees shall be determined by the Board.
- 4.9 The Board shall meet at least quarterly but may meet more often if it so decides. Meetings may be held in a format type designated by the Board. 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.
- 4.10 A Quorum of the Board shall consist of a minimum of four (4) elected members including at least one (1) member of the Executive. Electronic communication can be used to meet the required numbers of a quorum.
- 4.11 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) Only Board members present at Board Meetings are eligible to vote.
- 4.12 Conflicts of Interest
 - (i) 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.
 - (ii) A record of the conflict is to be included in the Minutes for that meeting.
 - (iii) Deliberate failure to declare a conflict of interest is a breach of the Code of Conduct.
- 4.13 Special resolution at an AGM for an Executive position must come from a General Member of the Institute and be supported unanimously at the AGM.

5.0 Powers of the Board

- 5.1 Within the bounds of the Associations values to fulfil the purpose of the Institute the Board has the power to create, enforce and revoke the following to enable the Institute to uphold its purpose:
 - (i) By-laws;
 - (ii) Standing Orders;
 - (iii) Code of Ethics; and
 - (iv) Code of Conduct.
- 5.2 Promote the Institute and its goals through advertising, sponsorships, conferences, seminars and training opportunities.
- 5.3 Receive contributions through means including but not limited to membership fees, endowments and sponsorships.
- 5.4 Engage in non-financial partnerships with key stakeholders and affiliates.
- 5.5 Engage/second AIPIO members on a volunteer basis to assist the Board in achieving the goals of the Institute.
- 5.6 Form Sub-committees and appoint members.
- 5.7 Engage members in the role of Regional Representative under the guidance of the Board to Promote the Institute and assist the Board in their designated region through events and membership.
- 5.8 Promote the purpose of the Institute through affiliations, where appropriate.
 - (i) 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, or with any other person or group whose goals or actions are inconsistent with the purpose of the Institute.

6.0 Elections

- 6.1 The Board shall be elected by a *simple* majority vote from among financial members of the Institute.
- 6.2 Only financial members of the Institute may vote on matters relating to the Institute.
- 6.3 Elections shall be held for all positions on the Board at each AGM or as deemed necessary through a Special General Meeting (SGM) of the Institute. At the AGM, immediately prior to the election of the new Board, all existing Board positions will be declared vacant.
- 6.4 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 AGM the Board nominees will be announced to the membership.
- 6.5 Formal electronic nominations 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.
- 6.6 The following criteria shall apply to all nominations for election:
 - (i) A person may be nominated for more than one position on the Board but shall only be elected to one position; and
 - (ii) In order to determine which of those candidates will be elected, where two (2) or more persons are nominated for a single position:
 - (a) For those eligible members attending, a secret ballot will be conducted amongst members attending the AGM; or
 - (b) 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.
- 6.7 Where there are no nominees for a Board position prior to the date of the election, eligible nominations for that position shall be accepted from the floor of the AGM.
- 6.8 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.

7.0 Membership

- 7.1 Membership of the Institute shall be by application. A Membership Committee, convened by the Secretary and at least two additional Board Members 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.
- 7.2 On application to any form of membership, all persons agree to adhere to the Institute's Constitution, Code of Conduct, Code of Ethics, Standing Orders and By-Laws.

7.3 Categories of Membership

Member - A person who has completed academic study in 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.

Associate - A person who does not meet the requisite qualifications for full membership may be granted associate membership.

Associate Student - A person who does not possess the requisite qualifications for full membership,



but is a student of an intelligence related tertiary level course, may be granted associate student membership. Associate student members do not possess voting rights or the right to seek office. After successful completion of the academic study, student members may, at the Board's discretion, be awarded 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.

Corporate Support to Events and Professional Development - This support between AIPIO and an organisation/group has no requirement for personnel attending events to meet the full membership criteria. This arrangement will allow the organisations personnel to attend any AIPIO event at no additional charge, in accordance with their arrangement with AIPIO.

Corporate Member - An Organisation or group comprising of persons who fulfil the membership criteria (except student recruitment scheme) and the organisation or group seek to pay the membership fees for them. Any person approved and nominated by their organisation or group will be entitled to all the benefits of a member.

Fellow - A Member who has, in the expressed opinion of the majority of the members present at an AGM, 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. A member of *fellow* status has no voting rights unless they are financial.

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 member of *life* status has no voting rights unless they are financial.

A Member of any of the preceding categories, who has permanently retired from the workforce, may apply for retired status post nominal MAIPIO ®

8.0 Disciplinary Matters

- 8.1 All members shall have an obligation to ensure that no act which they undertake brings the Institute, either directly or indirectly, into disrepute.
- 8.2 Every person who applies for membership undertakes to be bound by the provisions of this Constitution and any amendments which may be made from time to time.
- 8.3 A member who contravenes any provision of this Constitution may, at the discretion of the Board, have their membership revoked.
- 8.4 Within fourteen (14) days of notice of revocation of membership, the revoked member may write a letter of appeal to the Executive. The letter of appeal must be considered by that committee within fourteen (14) days:
 - (i) That decision is to be provided to the other Board members and is to be considered in isolation of the Membership Sub-Committee; and
 - (ii) The final decision in relation to the appeal must be provided in writing to the revoked member and must clearly state the reasons for the decision.
- 8.5 Any Board member who has been found to have breached the Code of Conduct will immediately be removed from office.

9.0 Financial Matters

- 9.1 The Board shall have control over all matters of a financial nature in which the Institute is concerned.
- 9.2 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.



- 9.3** The AGM shall appoint an Auditor of the financial accounts of the Institute for the next financial year.
- 9.4 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.
- 9.5 Funds** - The Institute shall derive funds from a variety of sources.
- 9.6** All such funds received shall be deposited as soon as practicable and without deduction to the credit of the Institute in an account held by the Institute in an accredited financial institution.

10.0 Duties of the Public Officer

- 10.1** 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.
- 10.2** If the appointed Public Officer changes the Public Officer's address, the Public Officer must, within one (1) month after the change, lodge with the registrar-general a notice of the change.

11.0 Duties of the President, Vice-President, Secretary and Treasurer

11.1 The President shall:

- (i) Chair all Board Meetings or in the Presidents absence appoint a Board Deputy;
- (ii) Chair all general and other called meetings;
- (iii) Attend Ad Hoc meetings as required, and
- (iv) Prepare reports for all General Meetings.

11.2 The Vice-President shall:

- (i) Act as President when delegated;
- (ii) Chair all Board Meetings in the absence of the President;
- (iii) Attend Ad Hoc meetings as required;
- (iv) Provide governance direction to the Board; and
- (v) Prepare reports for General meetings.

11.3 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). Ensure Minutes are prepared for the President and Board within fourteen (14) days of the completion of the meeting;
- (iii) Together with the Treasurer and Public Officer, ensure that all appropriate reports are available for transmission to the ACT Registrar General;



- (iv) 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;
- (v) Maintain a Register of all financial members' details for delivery of correspondence; and
- (vi) Prepare a report for all General Meetings.

11.4 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.

12.0 Meetings

12.1 General Meetings - Shall include AGM and 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 13.1) 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 audio enabled electronic means shall be considered to be attending the meeting.

12.2 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 AGM. In addition to any other business that may be transacted at an AGM, the business of this AGM 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 AGM and of any Special General Meeting held since the last AGM;
- (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 set the annual membership dues for the next financial year; and
- (vi) To conduct any other business as determined by the membership.

12.3 Special General Meetings (SGM) - The Board may convene a SGM 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.

13.0 Alterations to the Constitution

13.1 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.

13.2 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.

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

14.0 Winding Up

- 14.1** 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 (including by electronic means) and eligible to vote.
- 14.2** 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 net surplus belonging to the Institute.

15.0 Common Seal

- 15.1** 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.
- 15.2** Use of the Common Seal is limited to the Executive and Public Officer. Only the President may approve use of the Common Seal.

