

VESPIIA BY LAWS



PREAMBLE

These By-Laws are made under the Constitution of the Veterans, Emergency Services & Police Industry Institute of Australia (VESPIIA). They provide practical direction for the internal operation and governance of the Institute, and support the effective delivery of VESPIIA's objectives.

The National Board of Directors (the Board) is responsible for governing VESPIIA in accordance with the Constitution and these By-Laws. The Board provides strategic direction, oversees compliance, and ensures that VESPIIA operates in the best interests of its members and the wider community served by the veterans, emergency services and policing sectors.

Where there is any inconsistency between these By-Laws and the Constitution, the Constitution prevails.

DEFINITIONS

In these By-Laws, the following terms have the meanings assigned to them below*. Where a term is defined in the Constitution, the constitutional definition prevails in the event of any inconsistency.

*Appendix 1

1. MEMBERSHIP

VESPIIA offers membership to individuals and organisations engaged in, supporting, or connected to the veteran, emergency services and policing sectors. Membership classes and grades reflect different levels of involvement, contribution and responsibility.

Membership is divided into three classes:

- Professional Members – individual members with voting rights
- Organisation Members – organisations without voting rights
- Associate Members – individuals or organisations with reduced rights and benefits

All members are bound by the Constitution, these By-Laws, and the Code of Professional Conduct.

1.1. ORGANISATIONS

Organisation Members are entities involved in delivering or supporting programs, services, research or operations relevant to the sector. Organisations are not able to vote or act as office bearers. This member category will also be referred to as 'Organisation' throughout these By-Laws.

Grades within the Organisation class are:

1.1.1. Organisation: Not-for-profits, companies or government departments directly delivering services or programs to the sector.

1.1.2. Supplier: Entities supplying goods or services to the sector.

1.1.3. Allied: Not-for-profits or companies working in similar communities or sectors where cross over of service delivery may occur.

1.1.4. Academic: Universities or research institutions undertaking, or intending to undertake, research relevant to the sector.

Organisation Members must hold and enforce appropriate internal policies relating to conduct, safety, discrimination, harassment and workplace behaviour.

Representatives participating in VESPIIA activities must comply with the Code of Professional Conduct.

1.2. ORGANISATION VOTING REPRESENTATIVES

1.2.1. An Organisation Member may nominate up to two individuals to hold Professional Membership as its Voting Representatives. These individuals will be recorded as the Organisation's Voting Representatives in the Register.

1.2.2. Voting Representatives:

- hold all rights and obligations of Professional Members, including voting and eligibility to hold office (except where otherwise restricted by the Constitution or these By-Laws)
- are bound by all Codes and policies of VESPIIA
- must meet the eligibility criteria for Professional Membership

1.2.3. The Organisation must nominate its Voting Representatives in writing using the form prescribed by the Institute. A nomination takes effect only when recorded in the Register.

1.2.4. An Organisation may change its Voting Representatives at any time by notifying VESPIIA in writing.

A change takes effect when recorded in the Register.

1.2.5. A Voting Representative's status automatically ceases where:

- the individual resigns from or ceases affiliation with the Organisation;
- the Organisation withdraws the nomination; or
- the individual's Professional Membership is suspended, removed, or lapses.

The Organisation must nominate a replacement to maintain its entitled number of representatives.

1.2.6. Voting Representatives vote and act in their individual capacity as members of VESPIIA. They are expected to vote in accordance with the interests and direction of their Organisation, but they do not act as proxies.

1.3. PROFESSIONAL

Professional Members are individuals who work or volunteer within the sector. Professional members allow people to vote and to hold office within VESPIIA as well as receive Member benefits and services. Fellow grades are not able to vote or act as office bearers not pertaining to Fellowship matters. This member category will also be referred to as 'Member' throughout these By-Laws. The grades within the Professional class include:

1.3.1. Professional: Individuals employed full-time, part-time or casually within the sector.

1.3.2. Volunteer: Individuals who volunteer within the sector.

1.3.3. Retired: Individuals aged 60 or over who have retired from formal employment or now work only occasionally.

1.3.4. Academic: Individuals engaged in or seeking to undertake research or scholarship relevant to the sector.

1.3.5. Student: Individuals currently studying in a field relevant to the sector.

1.3.6. Fellow: may be awarded by the Board to long-standing Members in recognition of the Member's significant contribution to VESPIIA and the profession by championing the role of support in the sector and Australia's future of Veterans, Emergency Services, Police and their families through strong leadership, advocacy and education and who have consistently upheld the values of the Institute.

1.3.7. Life Fellow: may be awarded by the Board to long-standing Fellows as recognition of having created a legacy of lasting positive change in the sector and distinguished service to both VESPIIA and the profession as a whole.

1.3.8. Honorary Fellow: an individual who is granted that status by the Board, as recognition of distinguished scientific, artistic, literary, political or other eminent attainments and whose activities promote or have promoted the aims and objectives of the Institute, and who is not otherwise eligible to be a Member of VESPIIA.

1.4. ASSOCIATE MEMBERS

Associate Membership is a lower-tier class for individuals or organisations connected to the sector who wish to support VESPIIA but do not meet the criteria for Professional or Organisation Membership.

1.4.1. Associate Membership is available to individuals or organisations who:

- a. support VESPIIA's purpose and values;
- b. work in allied, adjacent or supporting fields relevant to the sector; or
- c. seek a reduced-engagement membership with limited rights and benefits.

1.4.2. Associate Members:

- a. are bound by the Code of Professional Conduct;
- b. may not vote or hold office;
- c. are not entitled to the full range of benefits available to Professional or Organisation Members;
- d. may access benefits and services as determined by the Board;
- e. must pay the fee set for this class;
- f. are not recognised as accredited or certified practitioners by virtue of membership.

1.5. USE OF VESPIIA HONORIFIC DESIGNATIONS

To signify the various grades of membership to which a member may belong, Members and Organisations are encouraged to use the appropriate VESPIIA honorific in their formal communications, noting that some grades of the Professional class of membership do not include the right to use an honorific designation.

1.5.1. Members are entitled to use the following abbreviated forms of designation:

GRADE	HONORIFIC		
Professional	MVESPIIA	Fellow	FVESPIIA
Organisation	OVESPIIA	Life Fellow	LFVESPIIA

1.5.2. Other Types will be entitled to use the following abbreviated forms of designation:

GRADE	HONORIFIC
Retired	VESPIIA(ret)
Honorary Fellow	VESPIIA (Hon Fellow)

1.5.3. Organisations and Professionals must only use the honorific relevant to their grade of membership.

1.5.4. Where a Member resigns their VESPIIA membership, has their membership suspended or removed, or their Membership Fees falls into arrears, they are not entitled to use the membership honorific until their membership status has been reinstated.

1.5.5. Inappropriate or incorrect use of a VESPIIA honorific is a breach of the VESPIIA By-laws, and appropriate action may be taken to rectify the breach including disciplinary action.

1.6. ADMISSION AND TRANSFER OF MEMBERS

1.6.1. The Chief Executive Officer (CEO) shall decide as to whether

- a. The CEO or
- b. A Director
- c. A member of staff appointed for this purpose.

Is to consider the application of any applicant and the qualifications of each applicant for membership of the Institute. The person elected by the CEO to consider the application shall decide if the applicant is to be admitted to the membership of the Institute.

An aggrieved applicant shall be entitled to apply to the Board for a review of the decision of the appointed reviewer of the application as the case may be.

1.6.2. The Board must be satisfied that the professional knowledge, experience and conduct are appropriate before deciding to admit or transfer a candidate to the appropriate category as either a Professional or an Organisation.

1.6.3. All applications for admission as a Professional or Organisation, or for the transfer of grade of membership, are to be conducted in accordance with the Code of Membership, with the exception of elevation to Fellow, Life Fellow or admission as an Honorary Fellow, which are matters for the determination of the Board as set out in Section 1.7.

1.6.4. The required Membership Fees must be paid to give effect to the membership.

1.6.5. Successful applicants will be notified in writing and enrolled on the Register. Certificates will be issued for the grades of Organisational Member, Professional Member, Fellow and Life Fellow.

1.6.6. Where an application fails to meet the requirements for admission or transfer to a grade, VESPIIA will notify the applicant in writing and will attempt to find a suitable alternative grade or category of membership for the applicant.

1.6.7. The Board may deny admission or transfer on grounds including skills, character, previous conduct, unmet criteria or concerns arising under the Code.

1.6.8. The Board may transfer a member to another grade if:

- a. the member fails to meet the ongoing requirements of their grade, or
- b. disciplinary processes under Section 1.10 or 1.11 determine that transfer is appropriate.

1.6.9. Where a member is transferred under these By-Laws, restoration to a former grade will occur only in a manner determined by the Board.

1.7. ELEVATION TO FELLOW, LIFE FELLOW AND ADMISSION TO HONORARY FELLOW

1.7.1. The Board may elevate Members to the Fellow or Life Fellow grade to recognise those members who have made a significant contribution to VESPIIA and the profession by championing Australia's future through strong leadership, advocacy, and education and who have consistently upheld the values of the Institute.

Standard criteria for Fellows and Life Fellows

1.7.2. All candidates must have:

- a. demonstrated commitment to VESPIIA by a significant and direct personal contribution to VESPIIA through active participation in a range of professionally relevant activities over an extended period of time; and
- b. demonstrated significant and direct personal contribution to the profession through achievement under at least two of VESPIIA's Strategic Pillars, which are:



- i. Being a thought leader for the profession
- ii. Advocating & lobbying for the profession
- iii. Educating & training professionals
- c. demonstrated integrity in all personal and professional conduct; and
- d. consistent attainment of VESPIIA's mandatory Continuing Professional Development points.

1.7.3. A nomination of a Member to be elevated by the Board must be endorsed by one nominator and three seconders.

1.7.4. The Board may consider variations to the length of membership in exceptional cases.

Fellow specific criteria

1.7.5. In addition to the criteria at 1.7.2, Fellow nominees should have been a Full Member for a minimum of five (5) years (not necessarily consecutive).

Life Fellow specific criteria

1.7.6. In addition to the criteria at 1.7.2, Life Fellow nominees should also:

- a. already be a Fellow.
- b. have a minimum twenty (20) years membership of VESPIIA as a Full Member (not necessarily consecutive), and
- c. have created a legacy of lasting positive change to the sector, substantiated by testimonials from at least two Fellows.

1.7.7. The Board may select Full Members for elevation directly to Life Fellow only in exceptional circumstances based on merit.

Honorary Fellows

1.7.8. Honorary Fellows are elected by the Board, on advice from the Chair or Division Committees, and are distinguished by scientific, artistic, literary, political or other eminent attainments and whose activities promote or have promoted the aims and objectives of VESPIIA, and who are otherwise not eligible to belong to the Member class.

Nomination Processes

1.7.9. Recommendations to the Board for elevation to Fellow, Life Fellows and Honorary Fellows by the Chair:

- a. Can be made at any time.
- b. Should be on the required form addressing each of the required criteria and supported by any relevant material for the Board's consideration.
- c. Nominations can be made and considered in accordance with these By-laws.

1.8. REGISTER OF MEMBERS

1.8.1. For the purposes of clause 14 of the Constitution, VESPIIA maintains an online database system as the Register of Members and Register of Organisations, also known as and referred to as a Customer Relationship Management System (CRM).

1.8.2. The Institute will allow for a public Register of Organisational and Professional Members as an opt-in only, as to acknowledge Members with Protected Identity Status or whose identity may pose risk to themselves, their work, or national security if their name or information is publicly listed.

1.8.3. Members may submit a request to the Institute to revoke their permission to be publicly listed at any time.

1.9. RECIPROCITY OF MEMBERSHIP

1.9.1. The Board may enter a reciprocity agreement with a kindred body, which prescribes the conditions for admission of Members of that body and will be reciprocated both ways. Such agreement shall become an Appendix to the Code of Membership.

1.10. MEMBERSHIP FEES

1.10.1. Every member of VESPIIA, from both the Member and Organisation class, will pay an annual Membership Fee, with the exception of the grades of Life Fellow and Honorary Fellow.

1.10.2. The Board will determine the amount of the annual Membership Fee for each grade of membership.

1.10.3. Members of the Board may be exempt from membership fees for the period of time in which they serve on the Board of Directors.

1.10.4. No application for transfer of grade of membership will be dealt with while the member's fees are in arrears.

1.10.5. All annual membership fees fall due on the anniversary of the Member's admission (or renewal) date as determined by the Institute's membership register. Members must renew within one (1) month of that date unless otherwise determined by the Board.

1.10.6. The Board may determine an administration charge for late payment, applicable from any specified date thereafter. The Board may also determine any conditions for reinstatement following a period of non-payment.

1.10.7. Membership Fees for new Members are payable in full at the time of admission. Renewal falls due twelve (12) months from the admission date.

1.10.8. Where a member has been transferred in grade, the fees already paid will be taken into account.

1.10.9. The Board may determine that any member of any grade be exempted either wholly or in part from the payment of annual fees because of ill-health, maternity/paternity leave, change of employment status, unemployment, retirement or other sufficient cause. This task may be delegated to the CEO.

1.11. PROFESSIONAL CONDUCT

1.11.1. The standards for professional conduct and ethics which VESPIIA expects its Members to uphold are set out in the Code of Professional Conduct ("the Code").

1.11.2. The content of the Code is determined by the Board.

1.11.3. All Members must behave in accordance with the Code.

1.11.4. Members in the Professional grades will, so far as their position allows, uphold the aims and objectives of VESPIIA and act in accordance with the spirit and intent of the Code.

1.11.5. Members in the Organisational grades will, so far as their position allows, uphold the aims and objectives of VESPIIA and act in accordance with the spirit and intent of the Code. They must ensure that any staff, volunteers, contractors or representatives participating in VESPIIA-related programs, events, or activities comply with the Code and maintain behavioural standards consistent with VESPIIA's expectations.

1.11.6. Alleged breaches of the Code — including conduct involving discrimination, bullying, sexual harassment, sexual violence, victimisation, or behaviour that brings VESPIIA into disrepute — will be investigated in accordance with the process set out in Section 1.11 of these By-Laws.

1.12. ALLEGED BREACH OF CODE OF PROFESSIONAL CONDUCT

1.12.1. Complaints alleging a breach of the Code of Professional Conduct must be submitted in writing to the CEO and must include:

- the complainant's name, address, phone number and email address

- the name of the Member against whom the complaint is made (the Respondent)
- a description of the conduct at issue
- the relevant provisions of the Code alleged to have been breached
- an explanation of the reasons the conduct is believed to breach the Code
- all relevant supporting documentation
- disclosure of any relationship or interest the complainant has with the Respondent or with VESPIIA
- the complainant's interest in the matter
- for complaints made on behalf of an organisation, written authorisation to act on its behalf.

The complainant must be advised that their complaint may be provided to the Respondent, unless confidentiality is reasonably required to ensure the complainant's safety or wellbeing.

Anonymous complaints will generally not be accepted, except where there is a genuine safety concern or risk of harm that prevents identification (for example, in matters involving sexual harassment, sexual violence, or similar conduct).

1.12.2. A complaint about a matter will be considered once and will not be re-opened unless new and relevant facts become available or where an ongoing risk or serious concern is identified.

1.12.3. The investigative process will be paused during any periods of Office closure.

1.12.4. Upon receiving a complaint, the CEO will determine whether:

- the complaint meets the requirements set out in clause 1.10.1
- the Respondent is a current Member and therefore subject to the Code.

If the Respondent is not a Member, the CEO will advise the complainant that VESPIIA lacks jurisdiction and no further action can be taken.

1.12.5. Within fourteen (14) business days of confirming jurisdiction, the CEO will engage an independent external investigator to undertake the investigation, unless the CEO determines that an internal Panel is more appropriate in the circumstances.

Where an internal Panel is used, it will comprise a minimum of three (3) Members drawn from the Board, Professional, Fellow or Life Fellow grades.

All persons involved in handling a complaint, including external investigators, must complete a Conflict of Interest Declaration prior to participating.

The identity of investigators and panel members will not be disclosed to either the complainant or the Respondent.

1.12.6. The investigator or Panel will conduct an initial review to determine whether a *prima facie* case exists. Further information may be requested from the complainant.

If no *prima facie* case exists, the CEO will advise both the complainant and the Respondent that the matter will not proceed.

1.12.7. If a *prima facie* case is established, the Respondent will be provided with a copy of the complaint and fifteen (15) business days to respond in writing.

Where a *prima facie* case has been established, the investigator or Panel will undertake a full investigation, which may include:

- reviewing evidence
- seeking further information from either party
- consulting relevant records or third parties
- preparing findings and recommendations.

Complaints involving sexual harassment, sexual violence, discrimination, bullying, or other sensitive issues must be handled in a trauma-informed, confidential, and culturally safe manner.

1.12.8. Following the investigation, the investigator or Panel will determine whether

- the Respondent has breached the Code; or
- the Respondent has not breached the Code.

If a breach is found, recommendations may include:

- no further action
- education, mentoring, training or other remedial measures
- suspension of membership
- removal of membership
- any other action considered appropriate.

The CEO will present the findings and recommendations to the Board.

1.12.9. The Board will consider the findings and recommendations and determine the final outcome. The Board may accept, vary or reject the recommendations. The decision of the Board is final. The CEO will notify the complainant and the Respondent of the Board's determination in writing.

1.12.10. A complainant or Respondent may request a procedural review within fourteen (14) days of receiving the outcome, where they believe due process has not been followed. The review will consider process only, not the merits of the decision. The review will be conducted by the Chair, whose determination is final.

1.12.11. VESPIIA may facilitate early or informal resolution of a complaint where appropriate. A complaint may be withdrawn by the complainant at any time, provided the matter does not involve ongoing risk, safety concerns, or potential serious breach of the Code.

1.12.12. All complaint records, investigation materials, and outcomes will be securely retained for a minimum of seven (7) years and managed in accordance with the Privacy Policy.

1.12.13. The CEO may vary the timeframes set out in this Section due to complexity, sensitivity, or operational constraints. Where timeframes are varied, both parties will be informed.

1.13. SUSPENSION OR EXPULSION OF MEMBERS AND ORGANISATIONS

1.13.1. The Board may suspend or convene a meeting of Members to remove, in accordance with Clause 10.4 of the Constitution, any Member who in the opinion of the Board has breached the Code, failed to observe these By-Laws, or has brought VESPIIA into disrepute.

1.13.2. The Board may suspend or remove any Organisation that, in the opinion of the Board, has breached the Code, failed to observe these By-Laws, or has brought VESPIIA into disrepute.

1.13.3. The Board may appoint an independent external investigator or an internal committee/panel to investigate any complaint against a Member or Organisation. The Board may also undertake the investigation itself if it considers this appropriate.

1.13.4. The Board, investigator, or internal committee/panel may request the CEO to provide particulars in writing of the conduct alleged against the Member or Organisation.

1.13.5. The Member or Organisation will be provided the opportunity to give a full written explanation and response within no less than fifteen (15) business days after being served notice.

1.13.6. The Member or Organisation will be given the opportunity to be heard in their own defence.

1.13.7. Following this opportunity, the Board, investigator, or committee/panel will determine whether a breach has occurred. If a committee or panel determines the matter, it will provide its



findings and recommendations in writing to the Board, which may confirm, vary, or reject the determination.

1.13.8. If the Member or Organisation fails to provide an explanation within the required timeframe, the investigator or committee/panel will report this to the Board, which will determine whether a breach has occurred.

1.13.9. Where the Board determines that a breach has occurred, the Board may resolve to:

- a. take no further action, or
- b. require the Member or Organisation to undertake education, mentoring, training or other remedial measures, or
- c. suspend the Member or Organisation from the rights and privileges of membership for a period determined by the Board (requiring a two-thirds majority), or
- d. expel the Member or Organisation from VESPIIA in accordance with Clause 10.4 of the Constitution.

1.13.10. Any Member or Organisation suspended under these By-Laws will have no right to vote, hold office, or exercise any other membership rights during the period of suspension.

1.13.11. Any Member or Organisation suspended under these By-Laws remains liable for the payment of any outstanding fees.

1.13.12. Where the Board resolves to remove a Member, the removal will be carried out in accordance with Clause 10.4(b) of the Constitution.

1.13.13. Any Member expelled in accordance with these By-Laws and Clause 10.4(b) of the Constitution will cease to be a Member, their name will be removed from the Register, and they will have no further rights in VESPIIA.

1.13.14. The CEO will give written notice to any Member suspended or expelled under this section.

1.13.15. Where the Board resolves to suspend or remove an Organisation, the CEO will give written notice to the Organisation, its name will be removed from the Register of Organisations, and it will have no further rights in VESPIIA.

1.14. REINSTATEMENT AND READMISSION

1.14.1. A Member or Organisation removed from the Register of Members or the Register of Organisations under Section 1.11 may apply for readmission in a form prescribed by the Institute. Reinstatement or readmission is at the absolute discretion of the Board.

1.14.2. A Member or Organisation readmitted under this Section must pay all outstanding debts owed to VESPIIA at the time their name was removed from the Register, together with any fees or charges applicable under these By-Laws. Reinstatement will not take effect until all such payments have been received.

1.14.3. An applicant for reinstatement or readmission must:

- a. satisfy the relevant membership criteria and experience requirements for the grade of membership they are seeking;
- b. satisfy the Board that they are suitable for membership, having regard to their character and conduct, compliance with the Code of Professional Conduct, and any previous breaches of the Code or By-Laws; and
- c. demonstrate that any conditions, remedial actions, education or training required at the time of their suspension or removal have been completed to the satisfaction of the Board.

The Board may impose conditions on any reinstatement or readmission as it considers appropriate.

2. PROFESSIONAL DEVELOPMENT

VESPIIA recognises the importance of ongoing learning and development for all members delivering or supporting programs, products and services across the sector. Professional development ensures members maintain the capability, knowledge and professionalism required to uphold the standards of the Institute and the expectations of the community.

2.1. Continuing Professional Development Requirements

2.1.1. The requirements for Continuing Professional Development (CPD) are set out in the Continuing Professional Development Policy ("the CPD Policy"), which forms one of the Codes of VESPIIA under Section 3.2.

2.1.2. Professional Members must complete CPD activities each year in accordance with the CPD Policy. Fellows and Life Fellows must meet any additional or supplementary requirements determined by the Board.

2.1.3. Organisation Members are expected to support their representatives in meeting CPD expectations where relevant to participation in VESPIIA programs or activities.

2.1.4. Associate Members may undertake CPD activities where permitted under the CPD Policy, but are not required to meet annual CPD standards.

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2.1.4. Associate Members may undertake CPD activities where permitted under the CPD Policy, but are not required to meet annual CPD standards.

2.2. Recording and Verification of CPD

2.2.1. Members are responsible for maintaining accurate records of their CPD activities and submitting evidence when requested.

2.2.2. VESPIIA may conduct audits of CPD records to confirm compliance.

2.2.3. Members selected for audit must provide requested documentation within the timeframe set by the Institute.

2.2.4. The Institute may verify information with training providers, employers or other relevant parties if required to confirm accuracy.

2.3. Non-Compliance with CPD Requirements

2.3.1. Failure to meet CPD requirements may result in:

- a. a written notice requiring completion of outstanding CPD;
- b. temporary transfer to another grade of membership; or
- c. referral for consideration under Section 1.10 (Alleged Breach of Code of Professional Conduct), where non-compliance is repeated, deliberate, or linked to broader conduct concerns.

2.3.2. The Board may determine pathways for reinstatement to the original grade once the member satisfies CPD requirements.

2.3.3. The CEO may extend deadlines or grant temporary exemptions due to illness, caring responsibilities, unemployment, parental leave, or other valid circumstances.

2.4. Development and Review of CPD Policy

- 2.4.1.** The CPD Policy may be amended by the Board from time to time.
- 2.4.2.** In the event of any inconsistency between the CPD Policy and these By-Laws, these By-Laws prevail.
- 2.4.3.** The Board will periodically review the CPD Policy to ensure it supports sector needs, provides practical pathways for development, and aligns with VESPIIA's strategic priorities.

3. BOARD OF DIRECTORS

The Board governs VESPIIA in accordance with the Constitution and these By-Laws. This section clarifies how the Board exercises its functions, establishes committees, and manages delegations of authority.

3.1. DELEGATIONS OF AUTHORITY

3.1.1. In accordance with the Constitution, the Board may delegate any of its powers or functions to the CEO, a Board Committee, a Director, or any other person or body it considers appropriate.

3.1.2. All delegations made by the Board must be recorded in the Delegations of Authority Policy. The Policy must specify:

- a. the power or function delegated;
- b. the person or body to whom the delegation is made;
- c. any limits or conditions on the use of the delegation; and
- d. reporting requirements.

3.1.3. A delegation does not prevent the Board from exercising the delegated power itself. The Board may vary or revoke a delegation at any time.

3.1.4. A person or body exercising a delegated authority may not sub-delegate that authority unless expressly permitted under the Delegations of Authority Policy.

3.2. POWER TO MAKE CODES

VESPIIA creates Codes to provide a set of standards and guidelines for how the activities of the Institute should be carried out, including the conduct of its Members.

3.2.1. The Board may prepare, approve, amend or revoke Codes to implement any part of these By-Laws.

3.2.2. Codes, once approved, must be published and made accessible to members.

3.2.3. For the purpose of this By-law, the following are considered Codes of VESPIIA:

- a. Code of Membership
- b. Code of Professional Conduct
- c. Continuing Professional Development Policy
- d. any other Code approved by the Board under this Section

3.2.4. In the event of a conflict between any Code and these By-laws or the Constitution, the Constitution and then the By-laws take precedence.

3.2.5. All members are bound to comply with the Codes and uphold the standards, requirements and expectations expressed within them.

3.2.6. The "Code Authority" referenced in earlier By-Laws is no longer used and does not form part of the governance structure. All matters relating to the interpretation of Codes are managed by the Board.

3.2.7. Each Member who is the subject of a matter brought before the Board, acknowledges that it will not be entitled to bring any action or suit against the Institute, or the Directors, as a consequence of or arising out of any decision or action taken as outlined in Sections 1.10 or 1.11.

3.2.8. Each Member acknowledges that no matter or thing done or omitted by the Board, Panel, or Authority (including the

exercise of its own powers as referred to in Section 3.2.7 subjects the Directors, Panel, Authority, or Institute to any liability. Each Member hereby releases the Institute, Directors, Panel, or Authority from any such liability.

3.3. ESTABLISHING A BOARD COMMITTEE

3.3.1. In accordance with the Constitution, the Board may establish committees (standing or ad hoc) and delegate functions to them as required.

3.3.2. Each Board Committee must include at least one Director, unless the Constitution provides otherwise.

3.3.3. When establishing a Board Committee, the Board must approve written Terms of Reference which include, but not be limited to:

- a. purpose
- b. role
- c. authority
- d. composition
- e. responsibilities
- f. meeting procedures
- g. reporting requirements

3.3.4. In the event of a conflict between a committee's Terms of Reference and the Constitution and/or these By-laws, the Constitution and in turn these By-laws take precedence.

3.3.5. Committees must report to the Board in the manner and timeframe set out in their Terms of Reference.

3.4. UNCONSTITUTIONAL ACTS BY COMMITTEE OR OFFICE BEARERS

3.4.1. The Board will investigate any allegation or appearance of:

- a. an unconstitutional act
- b. breach of these By-Laws
- c. breach of confidentiality
- d. undisclosed conflict of interest
- e. misuse of authority

3.4.2. The Board may request an explanation from the committee or Office Bearer and direct them to act in accordance with the Constitution and these By-Laws.

3.4.3. If non-compliance continues, the Board may:

- a. dissolve the committee and appoint a replacement, or
- b. remove the Office Bearer and appoint a replacement.

3.4.4. This Section applies to all committees, sub-committees and Office Bearers of VESPIIA, including committees established by the Board.

4. ALTERATION OF BY-LAWS

4.1.1. The Board may make, amend or revoke these By-Laws at any time in accordance with the Constitution.

4.1.2. Any proposed amendment to the By-Laws must be:

- a. presented to the Board for consideration;
- b. supported by a resolution of the Board in accordance with the Constitution; and
- c. recorded in the Institute's governance records.

4.1.3. Members must be notified of any amendments to the By-Laws within a reasonable timeframe after the amendments take effect.

4.1.4. If any By-Law is inconsistent with the Constitution, the Constitution prevails.

4.1.5. Nothing in these By-Laws creates or implies any privilege, entitlement or right that limits the Board's ability to amend these By-Laws at any time.