



VESP//A

MEMBERS HANDBOOK



Veterans, Emergency Services, and Police Industry Institute Australia
VESPIIA LIMITED

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All information, codes, and policies are accurate and valid as of 27 Nov 2025

Revisions -

April 2025: General spelling, word and formatting errors. Updating of Board Members

November 2025

This edition of the VESPIIA Members Handbook includes the following updates:

- Updated Mission, Vision, Values and Strategic Pillars
- Revised Code of Professional Conduct and alignment changes across related documents
- Amendments to the Constitution adopted at the May 2025 AGM
- Updates to the By-Laws to introduce rolling annual membership renewals
- General wording and structural improvements for clarity and consistency
- Updates to the Privacy Policy to realign with Commonwealth regulations



TABLE OF CONTENTS

WELCOME MESSAGE	4
ABOUT THE INSITUTE	5
CONTACTS	7
CODE OF MEMBERSHIP	8
CODE OF PROFESSIONAL CONDUCT	11
COMPLAINTS POLICY	16
CONTINUING PROFESSIONAL DEVELOPMENT	19
CONSTITUTION	24
BY LAWS	40
PRIVACY POLICY	47
APPENDIX 1 - DEFINITIONS	50
APPENDIX 2 - COMPLAINT WORKFLOW	52

WELCOME TO VESPIIA

Welcome to the Veterans, Emergency Services and Police Industry Institute of Australia (VESPIIA).

VESPIIA exists to support the people and organisations who serve those who serve. We are a national professional body representing the organisations, staff, and volunteers who deliver programs, services, and advocacy to veterans, emergency services, and police communities. Our goal is simple — to ensure those who support others have the resources, training, recognition, and representation they need to do their best possible work.

Over the past year we have grown into a stronger and more connected professional community. Together, we have built partnerships, delivered national events, and created new opportunities for collaboration through initiatives such as the Future Frontlines Papers and the Awards for Excellence. In the year ahead this work will continue through the launch of The Landing Zone, growth of the Research and Resource Library, and ongoing advocacy that ensures member voices are represented at every level.

This Members Handbook introduces you to VESPIIA, outlines who we are and what we do, and provides access to the key policies and governance documents that support your membership.

These include:

- Constitution
- By-Laws
- Code of Membership
- Code of Professional Conduct
- Complaints Policy
- Continuing Professional Development (CPD) Policy
- Privacy Policy

Each policy supports transparency, accountability, and professional standards across the Institute. The handbook will be updated as VESPIIA grows, and members will be notified whenever major changes occur.

If you have any questions about your membership, the policies listed, or opportunities to get involved, please contact membership support or reach out directly to the CEO.

We are proud to have you as part of the VESPIIA community and look forward to supporting you throughout your career — continuing the cycle of service together.



SHANNON HENNESSY
CHIEF EXECUTIVE OFFICER



GREG WHITEHOUSE
CHAIR OF THE BOARD



ABOUT THE INSTITUTE

VESPIIA is the first professional body in the country dedicated to supporting those who support others.

We exist for the people and organisations that stand behind Australia's veterans, emergency services, and police — the staff, volunteers, and professionals who deliver programs, provide support, and keep the system running. VESPIIA's role is to ensure they have access to the training, resources, recognition, and representation needed to do their best work.

Our mission is simple: to lead, connect, and elevate the organisations and professionals working within this sector so their impact is strong, sustained, and supported.

Through our four key pillars, we deliver this mission every day:

- Resources and Support – providing access to the Research and Resource Library, policy templates, and best-practice materials.
- Capability and Recognition – building skills and acknowledging excellence through professional development, mentoring, and the Awards for Excellence.
- Advocacy and Representation – giving the sector a collective voice through submissions, partnerships, and the Future Frontlines initiative.
- Connection – strengthening networks through collaboration, events, and our shared professional home, The Landing Zone.

VESPIIA also serves as a trusted advocate for its members, working with government, academia, and industry to influence policy and shape the future of the sector.

More than a professional body, VESPIIA is a community of practice built on the principle of continuing the cycle of service. Together, we are building a stronger, more connected, and more capable sector for those who support Australia's frontline communities.

VISION

VESPIIA aims to be a leader in supporting the organisations, staff and volunteers delivering support and programs to our Veterans, Emergency Services, Police and their families.

MISSION

To lead, connect, and elevate the organisations and professionals working with veterans, emergency services, and police, so their impact is strong, sustained, and supported.

COMMITMENT

VESPIIA was proudly founded in Boorloo, on Wadjuk Noongar land, and we pay our respects to the Traditional Owners of this land, recognising their enduring connection to country, culture, and community.

Our mission is to serve and support all members across Defence, fire, ambulance, and police services. We are committed to fostering a culture of inclusivity, respect, and equity, ensuring that every individual, regardless of their background or identity, has access to the support, recognition, and opportunities they deserve.

VALUES

AUTHENTICITY

We are a proudly Australian organisation, celebrating and embracing our diverse communities and cultures.

ACCESSIBILITY

Everyone should be able to access and experience our organisation and work. By creating spaces that are welcoming and responsive to the needs of our diverse community, we ensure our work reaches more people across Australia.

AGILITY

As a small organisation, we remain agile in our operations. This means we can respond to challenges, move quickly on new opportunities, and maintain steady growth.

AMBITION

Thinking strategically and from the community perspective enables us to create the high-quality work we want to be known for, striving for continual growth and excellence in every project we undertake.

ALTRUISM

Altruism sits at the heart of service. It reflects a selfless commitment to act for the benefit of others. Whether serving, supporting, or advocating, we recognise that true impact comes from placing collective wellbeing above personal gain, ensuring everyone in the chain of service is valued and supported.



WHAT WE DO

VESPIIA exists to strengthen the people and organisations who support Australia's veterans, emergency services, and police. Our members are the professionals, volunteers, and organisations delivering essential support to those who serve — and we're here to make sure they have the tools, networks, and recognition they deserve.

Everything we do is built around four core pillars that shape our programs, events, and advocacy work.

RESOURCES & SUPPORT

We help members access the tools, information, and guidance they need to support their work.

Through the Research and Resource Library, members can find sector research, practical templates, and reference materials that improve quality, consistency, and collaboration.

We also gather and share information across the sector, helping identify opportunities for improvement, partnerships, and innovation.

ADVOCACY & REPRESENTATION

We provide a national voice for the sector, representing our members to government, industry, and the wider community.

Through the Future Frontlines Papers, policy submissions, and our sub-committees, we raise the profile of those who support veterans, first responders, and their families — ensuring their expertise and challenges are heard in decision-making spaces.

CAPABILITY & RECOGNITION

We create opportunities for members to build skills and be recognised for their contribution to the sector.

Our professional development programs, workshops, and mentoring initiatives support continuous learning and leadership.

The Awards for Excellence and Future Frontlines Conference highlight the achievements and innovation across the sector, building pride and visibility in our shared work.

CONNECTION

We create opportunities for members to connect, collaborate, and belong.

The Landing Zone will provide a shared physical space for connection, creativity, and collaboration.

Our national calendar of events, roundtables, and online forums helps members build meaningful relationships and share knowledge.

Members can also participate in Special Interest Groups, connecting with others who share similar focus areas, regions, or lived experiences.



CONTACTS

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DEPARTMENTS

General inquiries

Membership inquiries

Finance and Accounts

Professional Development and CPD

Sponsorship and Partnerships

Events (non-PD)

Awards and other recognition

Policy, Advocacy and other representation

Marketing and branding

Press and public relations

@VESPIIA.ORG

hello

membership

finance

learning

sponsorship

events

awards

policy

marketing

press



CODE OF MEMBERSHIP

INTRODUCTION

Membership of the Veterans, Emergency Services and Police Industry Institute of Australia (VESPIIA) is an investment in your professional growth and in the continued improvement of service delivery to veterans, first responders, and their families.

Designed to support you throughout your career, membership is offered across a range of grades to reflect different levels of experience and engagement.

VESPIIA's membership framework is built on a commitment to developing high-quality professionals. Entry requirements are based on qualifications and experience, supported by a commitment to ongoing professional development and adherence to a clear code of professional conduct.

This document, read in conjunction with VESPIIA's Constitution and By-Laws, sets out the entry requirements and levels of membership available.

HOW DOES VESPIIA DEFINE A MEMBER?

In our sector, there are many definitions of service and support. For VESPIIA, a member is any individual or organisation with a primary focus, or vested interest, in providing support, programs, advice, or research that benefits veterans, first responders, and their families.

This includes employed staff, volunteers, academics, students, and active service members who are dedicated to strengthening the sector, improving their practice, and continuing the cycle of service.

MEMBERSHIP GRADES

You can join VESPIIA under one of two classes: Professional or Organisational. Each class includes a number of grades to support professional growth, regardless of career stage or circumstance.

Within the Professional grades, members may be elevated to the standing of Fellow or Life Fellow. The requirements and process for this honour are outlined in the By-Laws.

On admission to VESPIIA, all members agree to abide by the Code of Professional Conduct, Code of Membership, and Continuing Professional Development (CPD) Policy, in accordance with the By-Laws. Members are also eligible to use the appropriate VESPIIA post-nominal as noted in the By-Laws.

PAYMENT FOR MEMBERSHIP

VESPIIA membership operates on a rolling annual cycle beginning on the date your membership is approved. Renewal falls due on the same date each year.

Membership fees can be paid securely online at the time of application or renewal. To assist with business or organisational payments, an invoice is automatically generated and emailed upon submission of your online application or renewal. Members will receive renewal reminders ahead of their due date to ensure uninterrupted access to membership benefits and services.

Note: Before a membership application can be assessed, payment for the relevant membership grade must be received by VESPIIA, or an approved payment plan must be in place.

If an application is assessed and approved at a different membership grade than initially requested, VESPIIA will adjust the fee accordingly and issue either a refund or an invoice for the balance.

Reduced Fee

If you are experiencing difficulty renewing your membership, you may apply for a reduced fee. Each application is considered individually, and approval is at the discretion of the Board.

PROFESSIONAL MEMBERSHIP

STAFF

- Less than 2 years experience
- More than 2 years experience
- Part time employment

As a Staff Member type, you will be gaining access to a nationwide network of like-minded professionals working to similar goals within the sector. You will have access to a community of support, knowledge, and resources that will aid you in developing yourself, your career and your programs. You will also have insight into upcoming paid and volunteer opportunities with other member organisations.

Eligible business types for staff membership can be found under **Member Class – Organisational**.

The Part Time Professional sub-category is for Members who work part-time, typically at a 0.5FTE or less, are on a career break, long-term leave such as maternity, parental or carers leave.

REQUIRED DOCUMENTATION

Letter of employment or engagement with your organisation, or current CV, and employment status (full, part time etc)

RETIRED

The Retired member type is there for the Veterans of our sector who wish to have access and opportunity to stay connected to the community and act as a mentor, offering knowledge and expertise to other members, being a part of their development and future success, while continuing to advocate on behalf of the community they serve. Retired members may work 2 days per month while still maintaining the retired rate.

SERVICE

VESPIIA is dedicated to continuing the cycle of service, and as such encourage full time active service members to join our community, offer insight and gain access to career development and network of professionals to support you in your service and transition, should you undertake it.

REQUIRED DOCUMENTATION

PMKEYS, Service Record, or letter of employment or engagement with your organisation.

VOLUNTEER

The Volunteer category is for Members who volunteer their time for an Organisation. As a Volunteer Member, you will receive the same benefits as noted for Staff Members.

REQUIRED DOCUMENTATION

Letter of employment with your organisation or current CV

STUDENT

As a Student member you can be confident that you are making the best start possible in your career. VESPIIA will provide you with tools, information and advice so you can review the different career paths that are open to you and get the guidance that you need to be confident that you are making the right choices now, that will set you up for the future.

REQUIRED DOCUMENTATION

Evidence of your current course enrolment - must include student name, name of University, RTO, or Institute, name of course, year & semester of current enrolment and study load (Full-time or Part-time)

ACADEMIC

Academic membership is for established academics and researchers engaged in teaching, lecturing and research in fields relating to Defence, Veterans, Police, Emergency Services, mental health and beyond, that wish to immerse themselves within a community of professionals working in the sector. Membership will provide them with access to the networks and community

they may need to undertake, complete and/or implement their research. It recognises their unique contribution to the profession and provides a suitable route into VESPIIA membership.

Individuals applying for academic membership status must be employed at an accredited university and be either:

- Teaching staff (0.6 FTE or greater)
- Research fellow
- Research administrative staff

REQUIRED DOCUMENTATION

Letter of employment or engagement with your organisation, current CV, and employment status (full or part time)

ORGANISATIONAL MEMBERSHIP

Organisations are defined as for-profit, government agencies and departments, and/or not-for-profit businesses who are delivering support, programs, goods or services, or research to Veterans, First Responders and their families. These organisations are joining to contribute to the betterment of the sector as a whole and providing opportunities for their staff and volunteers to do the same.

Pricing for organisational membership is determined by number of employees within your organisation, department or designated team. All Organisational Memberships allow for two (2) appointed Professional Members.

ORGANISATION

Not-for-profits, companies or government departments who are working directly with the sector delivering services and programs looking to build networks, collaborate and provide opportunities for their staff to upskill and network.

Examples of Organisations including but not limited to

- Ex-Service and/or Veteran Support Organisations (Including First Responder Organisations)
- State and Federal Government Departments
- Ministerial Offices
- State and Federal Defence, Law Enforcement, and/or Emergency Response Agencies

ALLIED

Not-for-profits or for-profit businesses working in similar communities or sectors where cross over of service delivery may occur, and their offerings and/or services may be applicable to the service community and/or their families and membership can provide access to a network of professionals and organisations working in the sector to facilitate collaboration and sharing of resources. Membership will also enable their staff access to the same.

Examples of Affiliates including but not limited to

- Churches
- Other not-for-profit organisations
- Social enterprise businesses

SUPPLIER

Not-for-profits or for-profit businesses supplying goods and/or services to organisations, service community and/or their families and membership can provide access to a network of professionals and organisations working in the sector to facilitate collaboration and sharing of resources. Membership will also enable their staff access to the same.

Examples of Suppliers including but not limited to

- Consulting services
- Health, clinical, mental health, rehabilitation providers
- Legal and financial services
- Defence Industry
- Retail

ACADEMIC

Universities or research institutions currently undertaking or wanting to undertake research and/or inquiry related to the sector and membership will prove access to a network of professionals and organisations working in the sector to facilitate collaboration, sharing of resources and participation in research. Membership will also enable their staff access to the same.

Examples of Academia including but not limited to

- Universities and colleges
- Research Institutions
- Registered Training Organisations (RTO)
- TAFE
- Other accredited Education Organisations



CODE OF PROFESSIONAL CONDUCT

Upon the granting of Membership of all classes, the Members of VESPIIA commit to upholding this Code of Professional Conduct. Members accept that they will be held accountable for their conduct under this Code and the disciplinary procedures of the By-Laws of the Institute.

1. INTRODUCTION

This Code provides the core principles of conduct required of our Members to ensure they practice their profession with the highest ethical and professional standards. The Code serves to ensure integrity of their decisions and of the sector as a whole, and to foster confidence and respect, continuing the cycle of service for the community they serve.

In adhering to this Code, Members should pursue an appropriate balance of the following

- Commitment to best practice and decisions based on facts and evidence
- Sustainable and ethical development of programs and support
- Aboriginal and Torres Strait Islander peoples' connections to country and their internationally recognised rights to self-determination and free, prior and informed consent (consistent with the UN Declaration on the Rights of Indigenous Peoples)
- Responsible management of records and information of their beneficiaries and donors
- Effective and fair governance
- Pleasant, healthy, safe and socially connected working environments.

VESPIIA's mission is to uphold the professionalism and wellbeing of those who serve, protect, and support the community. This Code reflects that mission by setting clear standards of conduct for members.

This Code is a shared commitment between the Institute and its members to uphold professional and ethical standards across the service community.

2. PRINCIPLES

Members must act at all times in a manner that upholds the integrity and reputation of VESPIIA and the broader veteran, emergency services and policing community.

The five guiding principles are:

- Competence and diligence
- Ethical conduct
- Respect, honesty and integrity
- Professional behaviour
- Confidentiality and disclosure

Members undertaking any form of paid, pro bono, voluntary or honorary commission are bound by the Code. Members are to conduct themselves in accordance with the Code at all times so that they do not prejudice their professional status or the reputation of the Institute.

3. SCOPE

This Code applies to:

- a. all Individual Members, Fellows, and Honorary Members of VESPIIA;
- b. all Organisational Members and;
 - i. their officers, and employees, when acting in connection with VESPIIA programs, events, or representation.

Compliance with this Code is a condition of membership and ongoing participation in VESPIIA programs or governance structures.

4. COMPLIANCE

- Members will comply with all Federal, State and Municipal laws and regulations applicable to their operations, programs and fundraising activities.
- Any complaint raised against a Member for an alleged breach of this Code or for other alleged unprofessional conduct will be considered in accordance with the Complaints Policy and By-Laws of the Institute.
- Members agree to accept the decision of the Panel, or Directors, in respect of any complaint brought against them under the code.
- Members agree to have their adherence to the Code monitored by VESPIIA.

5. CONFIDENTIALITY AND PRIVACY

- Members must treat all information acquired through their professional or voluntary activities as confidential unless disclosure is authorised or required by law.
- Information must be stored and disposed of securely.
- Members must comply with applicable privacy and data protection laws, including obligations relating to data collection, retention, and breach notification.
- Personal information must never be used for personal gain or shared with third parties without proper authority.
- When using technology or artificial intelligence tools, members must ensure personal or sensitive data is not disclosed or processed in a way that risks privacy or confidentiality.

6. COMPETENCE AND DILIGENCE

- Members must perform their duties diligently and only within the limits of their competence, training, and authority.
- Members must maintain appropriate professional knowledge and undertake ongoing learning to ensure currency in their field.
- Members must accurately represent their qualifications, experience, and role.
- Members must maintain any insurance or professional registrations required by law or the Institute.
- Members must report to VESPIIA any serious misconduct or breach of this Code by another member where they have direct knowledge of it.
- Members must not make public statements or representations on behalf of VESPIIA unless expressly authorised.

7. ETHICAL CONDUCT AND CONFLICTS OF INTEREST

- Members must act honestly and in good faith in all professional dealings.
- Members must not engage in conduct likely to bring themselves, VESPIIA, the profession, or the sector into disrepute.
- Conflicts of interest must be disclosed promptly and managed appropriately.
- Members must not solicit or accept any gift, benefit, or hospitality that could reasonably be perceived as influencing their decisions.
- Organisational Members must have internal policies for managing conflicts of interest, gifts, and hospitality that meet or exceed the standards of this Code.
- Members must not offer inducements or improper benefits to others in relation to their professional activities.

8. RESPECTFUL CONDUCT AND SAFETY

8.1. Purpose

VESPIIA is an inclusive Institute. We recognise and respect the diversity of those who serve and support the veteran, emergency services, and policing communities, including their families. VESPIIA values all forms of service equally, without distinction based on role, branch, employment status, or length or type of service.

We are committed to providing a professional environment free from harassment, discrimination, and bigotry. This includes respect and safety for people of all races, cultures, genders, sexual orientations, gender identities or expressions, abilities, ages, beliefs, and backgrounds.

VESPIIA has a zero-tolerance stance on sexual harassment, sexual violence, and any form of gender-based harm. No form of harassment, violence, exclusion, prejudice, or disrespectful behaviour will be tolerated.

8.2. Expected Conduct

All members must treat others with dignity and respect in every professional interaction.

Members must not engage in, condone, or ignore conduct that could reasonably be regarded as bullying, sexual harassment, discrimination, or victimisation.

Members must also refrain from language or behaviour that demeans, excludes, or disrespects others on the basis of their background, service, or identity.

8.3. Definitions

- **Bullying** means repeated, unreasonable behaviour that creates a risk to health or safety.
- **Sexual harassment or sexual violence** means any unwelcome sexual advance, request for sexual favour, behaviour, or act of a sexual nature that a reasonable person would expect to cause offence, humiliation, intimidation, or harm, regardless of intent.
- **Discrimination** means less favourable treatment, deliberate exclusion, or harassment based on any protected attribute including race, colour, descent, national or ethnic origin, cultural background, sex, sexual orientation, gender identity or expression, intersex status, age, disability, religion, political belief, marital or family status, or service history.
- **Victimisation** means subjecting a person to detriment for raising, supporting, or participating in a complaint or process under this Code.

8.4. Responsibilities of Individual Members

- Conduct themselves respectfully and professionally in all settings linked to their professional role or VESPIIA activities.
- Take reasonable steps to prevent and address inappropriate conduct if it occurs within their control.
- Challenge and report behaviour inconsistent with VESPIIA's commitment to inclusion and respect.
- Co-operate with any VESPIIA inquiry or process relating to a complaint under this section.
- Not engage in behaviour, on or offline, that may bring the Institute, its programs, or its members into disrepute.

8.5. Responsibilities of Organisational Members

- Maintain and enforce policies addressing sexual harassment, bullying, discrimination, and victimisation that meet or exceed legal obligations.
- Provide clear internal mechanisms for staff, volunteers, and contractors to report such behaviour safely and confidentially.
- Promote an inclusive culture that reflects and supports the diversity of the service community.
- Notify VESPIIA promptly if a substantiated complaint arises in connection with any VESPIIA-related program, project, or event.
- Ensure that any event or activity bearing VESPIIA's name or sponsorship operates in a safe, respectful, and inclusive manner.

8.6. Institute-Sponsored or Supported Activities

Where VESPIIA supports, sponsors, or endorses an activity delivered by a member or member organisation, that member or organisation remains responsible for:

- Implementing its own workplace conduct and safety policies;
- Ensuring participants are aware of behavioural expectations; and
- Preventing any action or omission that could reasonably be seen to compromise the safety, integrity, or reputation of the Institute.

9. RESPECT, HONESTY AND INTEGRITY

- Members must act honestly, transparently, and in good faith in all professional and volunteer dealings.
- Members must not misrepresent their role, qualifications, or professional capability.
- Members must not misuse their position or access to people, information, or resources for personal advantage.
- Members must not exploit the experiences, images, or stories of individuals or communities for personal or organisational gain.
- Members must ensure their conduct, statements, and representations reflect the integrity and reputation of the Institute and the broader service community.

10. SOCIAL MEDIA AND PUBLIC COMMUNICATIONS

- Members must ensure that all public communications, including social media, are factual, respectful, and consistent with professional standards.
- Members must not disclose confidential or sensitive information through any public platform.
- When expressing personal views, members must make it clear that those views are their own and not those of VESPIIA.
- Members must not post, share, or endorse material that could reasonably be regarded as offensive, harassing, defamatory, or damaging to the reputation of the Institute or its stakeholders.
- Organisational Members must have a social media or communications policy that covers online conduct, representation, and crisis escalation.

11. FUNDRAISING AND USE OF FUNDS

- Members involved in fundraising must ensure transparency, accuracy, and accountability.
- Donations must be used only for their intended purpose and recorded appropriately.
- Members must not accept donations or sponsorships that may create a conflict of interest or that could reasonably be perceived to compromise integrity.
- Fundraising directed at vulnerable persons or minors must be handled with extra care and comply with relevant laws.
- All promotional or marketing material must be truthful and not misleading.

12. SAFEGUARDING AND BOUNDARIES

- Members must maintain appropriate professional boundaries in all interactions with beneficiaries, clients, and participants.
- Members must not use their role within VESPIIA to gain personal, financial, or other advantage over others.
- Members working directly with children or vulnerable people must comply with relevant Working With Children Check and screening requirements.
- Organisational Members must maintain policies and screening procedures consistent with their jurisdictional obligations.
- Members must escalate any safeguarding concern or incident connected to VESPIIA activities promptly to the Institute.

13. WHISTLEBLOWING AND NON-RETALIATION

- Members may report suspected breaches of this Code or other serious misconduct to VESPIIA confidentially.
 - Anonymous complaints will only be accepted where there is a genuine safety concern or risk of harm that prevents the complainant from being identified (for example, in cases involving sexual harassment or similar conduct).
- Members must not victimise or retaliate against anyone who raises a concern in good faith.
- VESPIIA will take reasonable steps to protect the confidentiality and safety of whistleblowers in accordance with its Complaints Policy and applicable privacy protections.

14. COMPLIANCE AND DISCIPLINARY PROCESS

- Alleged breaches of this Code will be handled in accordance with the Complaints and Disciplinary Procedures set out in the Members Handbook and By-laws.
- The Board may impose sanctions including education, supervision, written warning, suspension, or termination of membership.
- Members must cooperate fully with any investigation.
- Members must comply with any directions or corrective actions issued by VESPIIA as a result of a complaint finding.

15. REVIEW

VESPIIA will review this Code at least every three years, or sooner if required by law or organisational change, to ensure it remains current and effective.

16. ACKNOWLEDGEMENT

All members acknowledge that compliance with this Code is a condition of membership and agree to uphold its provisions as a commitment to professional and ethical standards. By maintaining membership, each member confirms their ongoing agreement to uphold this Code and any future amendments approved by the Board.

HOW TO APPLY THE CODE – GUIDANCE NOTES AND EXAMPLES.

If uncertainty arises in interpreting this Code, the Board may issue guidance or rulings consistent with the purpose of the Code.

This document contains guidance notes that do not form part of the Code proper but serve as examples or provide further information. The guidance notes are not an exhaustive list of examples.

1. Confidentiality and Privacy

Example:

- A member speaking at a conference may share de-identified insights but must not disclose details that could identify individuals or organisations without consent.
- When using cloud services or AI tools, members should ensure no personal data is uploaded unless they have authority and it is securely managed.

2. Competence and Diligence

Example:

- Members should undertake continuing professional development relevant to their field.
- When asked to comment publicly on matters outside their expertise, members should clearly state limitations.

3. Ethical Conduct and Conflicts of Interest

Example:

- A member volunteering on a committee should declare any connection to an organisation that may benefit from a VESPIIA decision or event.
- Small tokens of appreciation (such as pens or modest refreshments) are generally acceptable; any offer with real or perceived influence (invitations to expensive events, paid travel, gifts of significant value, or promises of future work or funding) should be declined or declared.

4. Respectful Conduct and Safety

Example:

- Differences of opinion may arise in professional discussion, but criticism should focus on ideas, not people.
- Disrespectful remarks about a person's background, identity, or type of service are unacceptable.
- Organisational Members should conduct regular training or refreshers on workplace conduct and inclusion.

5. Social Media and Public Communications

Example:

- Before posting, members should consider: "Would I be comfortable if this comment appeared in a national newspaper under my name?"
- Constructive disagreement is acceptable; personal attacks, inflammatory language, or speculation about ongoing complaints are not.
- When tagging VESPIIA in a post, ensure the content aligns with the Institute's professional image.

6. Safeguarding and Boundaries

Example:

- When providing peer support or mentoring, keep interactions within professional boundaries and avoid personal relationships that could create dependency or conflicts.
- Where children or vulnerable people participate in programs, ensure two adults are present at all times and obtain proper consent for photography or media use.

7. Whistleblowing and Non-Retaliation

Example:

- A member who observes serious misconduct but fears reprisal may request that their identity be protected under the confidentiality provisions.
- Anonymous reports will only be accepted where safety or risk of harm prevents identification, such as sexual harassment matters.

8. Cultural Protocols

Example:

- When representing VESPIIA, members should acknowledge the Traditional Owners of the Country on which they meet or work.
- Where engagement with Aboriginal or Torres Strait Islander communities occurs, members should seek appropriate cultural advice and obtain consent before sharing cultural knowledge or materials.
- Visual or written use of Indigenous symbols, stories, or artworks must be properly attributed and used with permission.
- Members should be mindful that cultural practices, ceremonies, and languages vary between communities and respect local protocols accordingly.

9. VESPIIA's Role in Supporting Members

VESPIIA is committed to helping members uphold the standards in this Code by:

- Providing guidance and professional development opportunities related to ethics, leadership, safety, and inclusion;
- Offering advice and resources for organisational members developing internal policies;
- Maintaining clear, accessible complaints and support processes; and
- Reviewing the Code regularly to ensure it remains relevant and achievable for members.

10. Compliance and Disciplinary Process

Example:

- A minor breach may result in education or written warning; repeated or serious misconduct may lead to suspension or termination of membership.
- Members subject to a complaint are entitled to procedural fairness, including notice and an opportunity to respond.

11. Further Information

- Members may contact VESPIIA for clarification on how a particular situation may be assessed under this Code.
- Interpretation of the Code ultimately rests with the Board of Directors.



COMPLAINTS POLICY

PURPOSE

This policy explains how complaints can be made against Members of the Veterans, Emergency Services and Police Industry Institute Australia (VESPIIA), and how VESPIIA will respond to and manage those complaints.

VESPIIA Members agree to abide by the Code of Professional Conduct (the Code), available online at www.vespia.org/complaints.

Members are expected to maintain the highest ethical and professional standards, and to conduct themselves in a way that inspires trust and confidence.

Full details of complaint procedures and potential outcomes are outlined in the VESPIIA By-Laws. Where there is a conflict between this policy and the By-Laws, the By-Laws take precedence. Where there is a conflict between the By-Laws and the Constitution, the Constitution takes precedence.

The Code is based on five core principles:

- Competency, due care, and diligence
- Ethical conduct
- Respect, honesty, and integrity
- Professional behaviour
- Confidentiality and disclosure

VESPIIA'S COMMITMENT TO COMPLAINT HANDLING.

VESPIIA takes all complaints about VESPIIA Members seriously. VESPIIA is committed to the following principles when handling a complaint about a Member:

Accessibility – information on how and where a complaint can be made, and what happens when a complaint has been made, will be easily available.

Equity – a complainant will be provided with an accessible and fair process for the lodgement and management of their complaints, and the respondent will be provided with a fair opportunity to reply to the complaint(s) and alleged breaches of the Code.

Responsiveness – a complainant will receive acknowledgement that their complaint has been received, and a respondent will be informed a complaint has been made against them in a timely manner. The complainant and respondent will be kept informed of the progress of the complaint.

Objectivity – every complaint will be addressed in an equitable, objective and impartial manner.

Confidentiality – all complaints are treated confidentially, with information being shared only with staff and volunteers essential to the complaint handling, investigative and decision-making processes. For instance, a complainant's identity may be disclosed to the respondent when the respondent is informed a complaint has been made against them. In some circumstances VESPIIA's Board will receive details of the complainant in order to reach an informed decision. Information collected is handled in accordance with VESPIIA's Privacy Policy.

Continuous improvement – the outcome of investigations about complaints may assist to inform periodic reviews of the Code of Professional Conduct and other supporting material.

WHO CAN COMPLAIN ABOUT A VESPIIA MEMBER?

Any person, whether a VESPIIA Member, may file a complaint about a VESPIIA Member.

In making a formal complaint, complainants are required to provide their name and address and nature of involvement in the matter at hand. If acting on behalf of a public agency, organisation or community group, written authorisation for the complainant to make a complaint on behalf of such an agency, organisation or group must accompany the complaint.

WHAT CAN BE COMPLAINED ABOUT?

Written complaints can be lodged about the conduct or behaviour of a VESPIIA Member only based on an alleged breach (or breaches) of the Code of Professional Conduct. A breach is considered to have occurred if a VESPIIA Member demonstrably fails to comply with any provisions set out in the Code.

WHICH COMPLAINTS WILL NOT BE INVESTIGATED?

- Complaints that are made anonymously. If you do not provide your name and contact details along with your complaint, this will be considered to be an anonymous complaint.
 - The Board will only accept an anonymous complaint where there are extraordinary circumstances, or where there is a risk to the safety of the complainant.
- Complaints about individuals who are not VESPIIA Members
- Complaints about the decisions of local authorities, state and federal government.
- Allegations of poor administration on the part of local authorities, government and non-government bodies or other organisations, who are not members.
- A complaint where VESPIIA considers the conduct of the person making the complaint is unreasonable. Unreasonable conduct may include (but is not limited to):
 - excessive or persistent repetition of an issue;
 - inappropriate demands or expectations;
 - abusive, trivial or vexatious behaviour; or
 - persistent contacting of VESPIIA while a complaint is being investigated or after an outcome has been provided.

HOW TO LODGE A COMPLAINT

Complainants must provide details of the complaint and what action and/or remedy is sought. A copy of the complaint, including the complainant's name, will be provided to the Member against whom the complaint is being made (the respondent). (The complainant's name will only be withheld from the respondent in exceptional circumstances.)

Complaints must specifically:

- Identify the person making the complaint (the complainant) including name, address, phone number and email address
- Identify the VESPIIA Member against whom the complaint is brought (the respondent)
- Describe the conduct at issue
- Cite the relevant provision(s) of the Code of Professional Conduct
- Explain the reasons that the conduct is thought to breach the Code
- Include all relevant documentation the complainant has available
- Contain all relevant information with the initial submission as more information will not be accepted unless VESPIIA or the Panel request it from the complainant
- Include a declaration of any relationship or interest the complainant has with VESPIIA or the respondent
- State the nature of your interest in the matter of the complaint (e.g. if you are an objector to a program, or a customer of a Member, etc.)

A complaint must be in writing (complaint form available at www.vespiia.org/complaints) and submitted via the online form or hard copy sent to:

Email: ceo@vespiia.org
Postal address: Chief Executive Officer
VESPIIA
PO Box 122
SUBIACO WA 6008

All information provided will be collected and handled in accordance with VESPIIA's Privacy Policy.



HOW DOES VESPIIA RESPOND TO COMPLAINTS?

In response to a complaint VESPIIA:

- Will acknowledge receipt of the complaint and indicate whether the complaint meets the criteria in this policy and will be reviewed by an Investigation Panel
- Will explain the steps VESPIIA will take to investigate the complaint
- Will notify the respondent that a complaint has been made against them, give them a copy of the complaint and invite them to respond
- May seek further information from the respondent or complainant
- Will clearly identify the outcome and what action has or will be taken

The steps and timing involved with an investigation is shown in the Flow Chart at Appendix One.

WHO IS ON AN INVESTIGATION PANEL?

When a complaint is received and is determined by the Chief Executive Officer to meet the criteria for investigation, VESPIIA convenes an Investigation Panel to undertake that investigation.

Panelists:

- Are Members of the VESPIIA Board of Directors
- Are VESPIIA volunteers who are senior VESPIIA Members (Fellows or Life Fellows)
- Are independent external investigators engaged by the Board of Directors as contractors, where it is determined that the nature of the complaint or a potential conflict of interest makes this approach appropriate.
- Have signed confidentiality agreements and have no conflict of interest with respect to the complainant, respondent or the matter at hand.

The names of panel members will not be disclosed to the complainant or the respondent.

WHAT CAN I EXPECT FROM AN INVESTIGATION?

Where a full investigation is undertaken, outcomes may include:

- That despite being satisfied that a breach has occurred, the matter is determined to not warrant the Members' suspension or expulsion from VESPIIA
- The Member is suspended from the rights and privileges of membership for a period determined by the VESPIIA Board
- The Member is removed as a VESPIIA Member
- Any other recommendation the Panel feels is appropriate
- The VESPIIA Board determines another course of action

The complainant and respondent will both be informed of the outcome of the investigation and reasons for decisions will be provided. The decision of VESPIIA's Board is final and there is no further provision for appeal in this process.

Appendix 2 – Complaints Work Flow Chart



CONTINUING PROFESSIONAL DEVELOPMENT

INTRODUCTION

The principal objective of this Continuing Professional Development (CPD) policy (herein "CPD policy") is to outline a framework for the continuing professional development of VESPIIA members. This CPD policy outlines the policy aim, requirements for compliance, types of CPD activities and monitoring and administration of the CPD program.

OBJECTIVE

Continuing Professional Development activities are designed to continually broaden, deepen and update members' knowledge and skills and refine their judgement in their area(s) of practice throughout their career. This enables them to:

- Maintain competence in the skills necessary to excel as professional
- Retain and enhance effectiveness in the workplace
- Be able to help, influence and lead others by example
- Successfully deal with changes in their career
- Better serve the community

CPD activities should be structured, forward-looking, and based on a clear set of learning objectives with a logical framework tailored to the individual member's professional and career needs.

VESPIIA will use the CPD policy as a commitment to raise the standards of professional competence and improving recognition of supporting the service community as a profession. The CPD policy aims to help members view CPD as a benefit to their ongoing career and personal professional development, rather than a burden.

WHO DOES THIS POLICY APPLY TO?

CPD is compulsory for Professional Members (excluding Retired, Service and Academic Members) of all stages of their career.

Student	As Student members commence learning through completing their studies, they are encouraged to engage with the profession however, there are no requirements for CPD points beyond course study.
Academic	As Academic members are contributing to the education and development of students in relevant disciplines, they are encouraged to engage with the profession however, there are no requirements for CPD points.
Staff & Volunteer	CPD requirements for Staff & Volunteer Members are important to assist in keeping current with best practice and updates in the profession. CPD activities should reflect the individual needs of professionals and support the obtaining and maintaining competency of professional skills.
Organisational Members (all types)	The intent of Organisational Members participating in CPD is to encourage active participation in developing their skills and understanding of the needs of the community they are seeking to support and engage with professionals and other organisations.
Retired Member	As Retired Members have contributed significantly to the sector, they are encouraged to engage with the profession and attend development sessions, however, there are no requirements for CPD points.
Service Member	As Service Members must prioritise their service duties, they are encouraged to engage with the profession and attend development sessions, however, there are no requirements for CPD points.

REQUIREMENTS FOR EACH GRADE OF MEMBERSHIP

Student & Academic Member	Assumed compliance through participation in education.
Staff (full-time) Member	30 points over 1 year
Staff (part-time) & Volunteer Member	15 points over 1 year
Organisational Member	30 points over 1 year – Organisations are to encourage membership of their staff. Points will be accredited based on their staff and/or volunteers, and their two (2) appointed professional members included in their membership fee.
Retired & Service Member	No requirement

WHAT AREAS SHOULD MY CPD FOCUS ON?

VESPIIA has defined 6 areas of practice that all great professionals are competent in. The CPD policy is aligned to support members to reach and develop competency in these areas:

- Professionalism and Integrity
- Using a creative and integrative approach, drawing on a range of disciplines and methods
- Communicating and engaging with stakeholders
- Developing a diverse skill set to contribute to all areas of your Organisation
- Understanding and working with emerging research to apply best practice and evidence
- Developing and applying technical knowledge

VESPIIA encourages members to ensure their CPD activities are across a number of these practice areas to help develop all the necessary professional skills. VESPIIA CPD events are also aimed at career levels to allow members to pick events across the practice areas according to their strengths and experience, and where a member may need more focus.

WHAT COUNTS AS CPD AND HOW MANY POINTS DOES IT COME WITH?

The table below lists the activities that can count towards achieving the CPD target and how many points can be claimed for each activity. Details of what this activity includes and other factors to note are included in the activity descripts following on from the table.

HOW DO I RECORD MY CPD ACTIVITIES?

An online CPD tracker is on the VESPIIA website. VESPIIA events will automatically be added to your profile, other activities can be entered in by you via the forms available on the VESPIIA website or via contacting the VESPIIA team.

AUDITING AND VERIFICATION

A selection of members will be chosen annually at random to have their CPD records audited and verified. This random selection will take a sample across the grades of membership.

The audit will assess that:

- Adequate points have been achieved for the past two year period.
- All requirements are met

The verification will assess that:

- All activities meet the requirements of this policy.
- All verifications and details have been recorded as required
- CPD activities cover a number of practice areas to ensure a good spread of skill development

ACTIVITY	POINTS/HOUR-ITEM	MAXIMUM POINTS/YEAR
Attending conferences, seminars, lectures, study tours, networking events.	1 point/hour	N/A
Reading of relevant journals/texts.	1 point/article	10 points/year
Volunteer on a VESPIIA working group or sub-committee.	N/A	15 points/year
VESPIIA Board Director.	N/A	20 points/year
VESPIIA Mentor or Mentee.	N/A	15 points/year
Mentor or Mentee in workplace mentoring program.	1 point/hour	10 points/year
Awards Judging Panel	N/A	10 points/year
Panellist on Code of Professional Conduct Investigation that concludes after a review.	N/A	5 pts/investigation
Panellist on Code of Professional Conduct Investigation that concludes after a full investigation.	N/A	10 pts/investigation
Professional and Community Service.	1 point/hour	N/A
Preparation and delivery of presentations, non-peer reviewed papers and publications.	2 points/article	10 points/year
Preparation and publication of peer reviewed articles or papers.	10 points/article	20 points/year
Preparation and Delivery of Presentations/ Instructions for Tertiary Education.	2 points/hour	10 points/year
Attending Formal Education & Training Activities that are longer than one day.	2 points/hour	N/A

COMPLIANCE WITH POLICY

If a member is assessed as non-compliant with this policy, they will be contacted by VESPIIA with details of the non-compliance and a timeframe for which to rectify any issues.

If the issues are not rectified within the timeframe specified by VESPIIA, the VESPIIA Board may transfer (downgrade) non-complying members in the Member class to another grade of membership within the Member class in accordance with By-Laws Section 1.5.

VESPIIA retains the right through the Code of Professional Conduct to trigger the action of dismissing membership if non-compliance continues.

ACTIVITIES

Conferences, seminars, lectures, study tours, networking events

1 point/hour

This involves attendance at conferences, seminars, lectures and participation in study tours, where the focus is on one of the practice areas defined in section 5. These activities do not involve any assessment. Attendance at VESPIIA events will automatically be recorded whilst attendance details at non-VESPIIA events will need to be manually recorded. Verification of non-VESPIIA event attendance may be required.

Reading of relevant journals/texts

1 point/hour up to max 10 points/year

This involves the structured reading of publications, distance and self-taught courses. These activities must be structured and demonstrably related to career/professional development. Online recording of this activity must include record of text title, practice area it relates to and the learning outcome achieved. Examples of VESPIIA communications that count are; State journals, Policy and Advocacy News and Research Papers, Royal Commission Reports, Senate Inquiries and other relevant reports. Members may self-select any publication they can demonstrate increases their professional development.

Volunteer on a VESPIIA working group or sub-committee

15 points/year

If you volunteer your time to actively participate in a working group, or sub-committee, this focus on the professions advancement through the Institute will count as 10 points towards the practice area of Professionalism and Integrity. Points obtained through the attendance at official meetings or sessions will be tracked by VESPIIA Staff. All other points obtained through other hours spent on activities will need to be tracked manually.

VESPIIA Board Director

20 points/year

In recognition of the hours of time spent by VESPIIA Board Directors focusing on the profession and strategic intent of VESPIIA, 20 points will be added to their CPD tracker by VESPIIA staff after VESPIIA's AGM for that year.

VESPIIA Mentor or Mentee

15 points/year

If you actively participate in a VESPIIA mentoring program as either the mentor or mentee, VESPIIA can record 15 points at the conclusion of the program.

Workplace Mentoring Programs

1 point/hour up to a maximum of 10 points/year

If you actively participate as a mentor or a mentee in a workplace mentoring program, you can claim 1 pt/hour up to a maximum of 10 points/year. This includes workplaces who take on a university student for their practical experience component of their qualification, service members or family members in transition to civilian employment. Tracking points will require manual submission for review. You may be asked to provide information and evidence of your workplace's mentoring program and/or policies before points will be attributed.

Judging Panel

10 points/year

If you actively participate in a VESPIIA awards program as part of a judging panel. VESPIIA staff will classify the panel activity and add your points to your record.

Panellist on Code of Professional Conduct Review

5 points/panel.

If you accept a role as a panellist on a VESPIIA Code of Professional Conduct investigation, and it concludes after an initial review, your CPD tracker will be updated with these points. VESPIIA staff will classify the panel activity and add your points to your record.

Panellist on Code of Professional Conduct Investigation

10 points/ panel

If you accept a role as a panellist on a VESPIIA Code of Professional Conduct investigation, and it concludes after a full investigation, your CPD tracker will be updated with these points. VESPIIA staff will classify the panel activity and add your points to your record.

Professional and Community Service

1 point/hour

This involves services aimed at developing the profession outside of VESPIIA volunteer roles. This can include peer review activities, professional panels, pro-bono work, and volunteering.

Preparation and Delivery of Presentations, Non-peer Reviewed Papers and Publications

2 points/hour up to maximum of 16 points/year

This involves preparation of material for publication and presentation. It includes technical papers or research reports for conferences, courses, seminars, conduct of intensive workshops, if these contribute to the advancement of other professionals' competencies. Articles for VESPIIA Future Frontlines Papers, VESPIIA Policy and Advocacy News, policy submissions, and reports, are accepted under this activity. Points can only be accrued upon delivery of presentation or publication of book or article.

Preparation and publication of peer reviewed articles or papers.

10 points/paper up to a maximum of 20 points/year

This involves preparation of material for peer reviewed publication. It includes technical papers or research reports if these contribute to the advancement of other professionals' competencies.

Peer Review of Academic or Professional Publications

5 points/paper reviewed, up to 20 points/year

This recognises members who contribute as peer reviewers for academic journals, professional publications, or research papers relevant to the veteran, emergency services, or police support sectors. Peer reviewing supports the integrity, quality, and advancement of research and professional practice across the field. Evidence may include; an acknowledgment email or letter from the journal editor or publication body; or proof of listing as a reviewer in an editorial acknowledgement. Points are recorded upon completion of each review cycle.

Preparation and Delivery of Presentations and Instructions for Tertiary Education

2 points/hour up to maximum of 10 points/year

This involves preparation of material and presentation to students for a subject that counts towards an accredited course relevant to the profession.

Attending Formal Education & Training Activities that are longer than one day

2 points/hour

This involves attending formal face-to-face and distance education, including tertiary courses, short courses and workshops. It must be relevant to professional practice and professional skill development for your role.



CONSTITUTION

CHARITABLE PURPOSE

The Veterans, Emergency Services & Police Industry Institute Australia (VESPIIA) is established as a not-for-profit charitable organisation with the primary purpose of advancing the security and safety of Australia and the Australian public. This is achieved by supporting individuals, staff, volunteers, and organisations that deliver services to veterans, emergency services personnel, police, and their families. VESPIIA contributes to public discourse by promoting or opposing changes to laws, policies, or practices, where such advocacy furthers its charitable objectives. All activities undertaken by VESPIIA are directed towards achieving these charitable objectives and are conducted in accordance with the requirements set out by the ACNC.

1. NATURE OF THE COMPANY

- a. This Company is a not-for-profit public company limited by guarantee which is established to be, and to continue as, a charity.
- b. The name of the Company is VESPIIA Limited.
- c. The Company does not have the power to issue shares.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

The following definitions apply in this Constitution unless the context requires otherwise. *See Appendix 2 for a full list of definitions from the Constitution, By-Laws and Policies.

2.2 Interpretation

In this Constitution, unless the context requires otherwise:

- a. the singular includes the plural and vice versa;
- b. a gender includes the other genders;
- c. headings are used for convenience only and do not affect the interpretation of this Constitution;
- d. other grammatical forms of a defined word or expression have a corresponding meaning;
- e. a reference to a document is to that document as amended, novated, supplemented, extended or restated from time to time;
- f. if something is to be or may be done on a day that is not a Business Day then it must be done on the next Business Day;
- g. "person" includes a natural person, partnership, body corporate, association, joint venture, governmental or local authority, and any other body or entity whether incorporated or not;
- h. "month" means calendar month and "year" means 12 consecutive months;
- i. a reference to all or any part of a statute, rule, regulation or ordinance (statute) is to that statute as amended, consolidated, re-enacted or replaced from time to time;
- j. "include", "for example" and any similar expressions are not used, and must not be interpreted, as words of limitation;
- k. money amounts are stated in Australian currency unless otherwise specified;
- l. a reference to any agency or body that ceases to exist, is reconstituted, renamed or replaced, or has its powers or functions removed (defunct body) is to the agency or body that performs most closely the powers or functions of the defunct body; and
- m. any expression in a provision of this Constitution that relates to a particular provision of the Corporations Act has the same meaning as in that provision of the Corporations Act.

2.3 Replaceable rules

The replaceable rules contained in the Corporations Act are displaced under section 135(2) of the Corporations Act and do not apply to the Company.

2.4 Compliance with legislation

This Constitution is subject to the Corporations Act and where there is any inconsistency between a clause of this Constitution and the Corporations Act which is not permissible under the Corporations Act, the Corporations Act prevails to the extent of the inconsistency. While the Company is registered under the ACNC Act, this Constitution is also subject to the ACNC Act. Where there is any inconsistency between a clause of this Constitution and the Corporations Act or the ACNC Act (as applicable) which is not permissible under those Acts, those Acts prevail to the extent of the inconsistency, and if there is any doubt, the highest standard applies.

2.5 Transitional

Everything done under this Constitution of the Company continues to have the same operation and effect after the adoption of any successor Constitution as if properly done under that Constitution.

3. OBJECTS AND POWERS OF THE COMPANY

- a. The Objects for which the Company is established are to:
- i. To recognise and respect Aboriginal and Torres Strait Islander peoples' history and contribution to service and promote the needs and wellbeing of Service Members and their families within the Sector;
 - ii. To lead conversation and representation of the interests of underrepresented groups including, but not limited to, women, families, people living with a disability and LBGTIQA+ in the Sector;
 - iii. To provide advice concerning the operation and development of ESOs & VSOs;
 - iv. To foster and strengthen the community perception of the issues, concerns and challenges facing the organisations supporting Service Members and their families;
 - v. To advance the professional interests of Members, and to collect and store historical information about Members for recognition purposes;
 - vi. To foster and strengthen the technical knowledge and professionalism of persons working professionally in the disciplines involved in supporting Service Members and their families;
 - vii. To encourage and facilitate collaboration and co-operation amongst Members of the Company;
 - viii. To provide for and encourage education and training in the disciplines involved in developing organisations, programs and support mechanisms within the Sector;
 - ix. To provide a forum for the exchange of knowledge and views relating to the issues in and affiliated with the Sector;
 - x. To harness the industry's collective knowledge on issues affecting the industry and to collect and disseminate information concerning the Sector;
 - xi. To form and maintain a library or libraries containing resources, books, research and other publications of interest to our Members;
 - xii. To provide national and international leadership for the advancement of research and development, social and economic benefits of the work provided within the Sector;
 - xiii. To take all lawful steps to assist the passage of legislation and to enter into any negotiation or arrangement with any government or authorities, Commonwealth, State, Municipal, Local or otherwise that may be deemed conducive to the Objects of the Company;
 - xiv. To support or oppose any legislation which might affect the Company's interests or the interests of Service Members; and
 - xv. To deliver accountability and good corporate governance of the Company to the Members.
- b. The Company has all the powers of a company set out in the Corporations Act. The Company may use its powers to do:
- i. anything which it considers will advance or achieve the Objects; and
 - ii. all other things that are incidental or conducive to carrying out the Objects.

4. POLICY

The policy of the Company must be non-sectarian and non-party political, and the Company will have no position in public affairs except with matters concerning the Sector, Service Members and their families.

No Member, except as authorised by the Board, may make public statements purporting to represent the views, attitudes, or official positions of the Company or take individual action purporting to be taken on behalf of the Company on any matter affecting the Company or its affairs.

5. ASSETS AND INCOME OF THE COMPANY

- a. Subject to clause 5(b), all assets, income and profits of the Company must be applied solely towards the promotion of the Objects, and no portion of the Company's assets, income or profits may be:
- i. paid or distributed directly or indirectly by way of dividend, bonus or otherwise to any Member; or
 - ii. paid as fees or otherwise to any Director except in accordance with clause 5(b).
- b. Nothing in this Constitution prevents the Company from making a payment approved by the Members or the Board:
- i. for out-of-pocket expenses properly incurred by a Director in attending meetings of Directors, general meetings and committee meetings and otherwise performing duties as Director;
 - ii. as bona fide compensation for a service rendered to the Company by a Director or Member in a professional or technical capacity (other than in the capacity as a Director), where the amount payable is commercially reasonable;
 - iii. of remuneration payable to executive Directors (if any) calculated on a commercial basis and fixed by the Board from time to time but must not be a distribution of, commission on, or a percentage of, profits or operating revenue;
 - iv. in good faith to any Member for goods supplied in the ordinary course of business; and
 - v. in respect of the indemnification of, or payment of premiums on contracts of insurance for, any Director, in accordance with clause 24.

6. MEMBERSHIP

6.1 Number of Members

The number of Members of the Company is unlimited.

6.2 Initial Members

- a. On the date of adoption of this Constitution, the persons listed in Schedule 1 will be the initial Members of the Company.
- b. The initial Members of the Company are Full Members.
- c. The Board may admit further persons as Members of the Company in accordance with this Constitution.

6.3 Membership classes

The Members of the Company will consist of:

- a. Full Members; and
- b. Associate Members.

6.4 Membership requirements and undertaking

- a. Every Member must:
 - i. meet the applicable eligibility requirements in clause 6.6 or clause 6.7;
 - ii. be approved for membership in accordance with clause 7.1; and
 - iii. fulfil their obligations under this Constitution.
- b. Every Member undertakes to the best of their ability to:
 - i. comply with this Constitution and any regulations, policies or standards of the Company in force from time to time; and
 - ii. promote the Objects, interests and standing of the Company.

6.5 Liability of Members and undertaking

- a. The liability of Members is limited to the amount of the guarantee in clause 6.5(b).
- b. Each Member undertakes to contribute an amount of \$10 to the property of the Company if the Company is wound up while the Member is a Member or within one year after the Member ceases to be a Member, for:
 - i. payment of the Company's debts and liabilities incurred before the time at which the Member ceased to be a Member;
 - ii. the costs, charges and expenses of winding up; and
 - iii. for the adjustment of rights of the contributories among themselves.

6.6 Full Members - eligibility and membership rights

- a. To be eligible as a Full Member, a person must in the Board's opinion have the educational and practical experience prescribed by the Code of Membership.
- b. A Full Member has the right to:
 - i. receive notices from the Company;
 - ii. attend, request the convening of, vote at and be heard at all general meetings of the Company;
 - iii. be elected to, or hold office on, the Board; and
 - iv. subject to the Board's discretion, be appointed or have its Representative appointed, as applicable to any committee, working party or similar representative body of the Company or the Board, with or without a determinative vote.

6.7 Associate Members - eligibility and membership rights

- a. To be eligible as an Associate Member, a person must in the Board's opinion satisfy the requirements for Associate Members in the By-Laws.
- b. Except as set out below and as otherwise expressly provided in this Constitution, an Associate Member has all the rights and benefits, and must comply with all the obligations, of Full Members.
- c. An Associate Member:
 - i. has the right to receive notices from the Company;
 - ii. may attend all general meetings of the Company;
 - iii. does not have the right to request the convening of or to vote at or be heard at general meetings of the Company;
 - iv. does not have the right to be elected to, or hold office on, the Board; and
 - v. subject to the Board's discretion, may be appointed or have its Representative appointed, as applicable to any committee, working party or similar representative body of the Company or the Board, with or without a determinative vote.

6.8 Associate Members - eligibility and membership rights

- a. A Member that is an organisation must by notice in writing to the Secretary appoint a natural person to act as its Representative:
 - i. i. in all matters as permitted by the Corporations Act and subject to any restrictions on the Representative's powers imposed by the Member; and
 - ii. provided that the appointment is not valid until it has been approved by the Board, such approval not to be unreasonably withheld.
- b. A Member may at any time by notice in writing to the Secretary replace its Representative.
- c. A certificate executed by the appointing Member is rebuttable evidence of the appointment or removal (as applicable) of a Representative.
- d. Subject to this Constitution, a Representative is entitled to:
 - i. exercise at a general meeting all the powers which its appointing Member could exercise if it were a natural person; and
 - ii. be counted towards a quorum on the basis that the Member will be deemed Present at a general meeting by its Representative; and
 - iii. be nominated as a Director of the Company
- e. Where:
 - i. a Representative's appointment has been revoked; and
 - ii. the Secretary has not received written notice of the revocation prior to a general meeting, any vote given at the relevant meeting in accordance with the terms of instrument appointing the Representative is valid.
- f. The Board may, in its sole discretion, by resolution withdraw its approval of a Representative, if it believes on reasonable grounds that it is in the interests of the Company to do so

7. APPLICATION FOR AND CESSATION OF MEMBERSHIP

7.1 Application for membership

- a. Except for the initial Members in accordance with clause 6.2, every application for membership of the Company must:
 - i. a Representative's appointment has been revoked; and
 - ii. the Secretary has not received written notice of the revocation prior to a general meeting, any vote given at the relevant meeting in accordance with the terms of instrument appointing the Representative is valid.
- b. Within a reasonable period of receipt of a membership application, the Board will consider the application and will, in its absolute discretion without having to provide reasons:
 - i. approve or reject the applicant and (if applicable) determine the class of membership; or
 - ii. decide to request an applicant to supply any evidence of eligibility that the Board considers reasonably necessary.
- c. An applicant will be admitted to membership of the Company:
 - i. as a Full Member, if a majority of the Directors entitled to vote at the meeting vote to admit the applicant as a Full Member; and
 - ii. as an Associate Member, if a majority of the Directors entitled to vote at the meeting vote to admit the applicant as an Associate Member.
- d. If the Board rejects a membership application, the Secretary must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- e. If the Board approves a membership application, the Secretary must, as soon as practicable:
 - i. notify the applicant in writing of the approval for membership and the class of membership; and
 - ii. request payment of the applicant's entrance fee (if any), all or part of the Annual Fee (as determined by the Board) and any special fee within 14 days after the date the applicant is notified of acceptance.
- f. If an amount due under clause 7.1(e)(ii) is not paid by the due date, the Board may cancel the approval of the membership application.
- g. The Secretary must, within 30 days after a membership application is approved by the Directors, enter the applicant's name in the Register in accordance with clause 8.

7.2 Membership fees

- a. The entrance fee for membership and Annual Fee payable by each class of Members will be determined by the Board from time to time.
- b. Except for the first Annual Fee payable by a new Member in accordance with clause 7.1(e)(ii), all Annual Fees (if any) are due and payable in advance on 1 July each year or as otherwise determined by the Board from time to time.

7.3 Failure to pay membership fees

- a. If any amount owing under clause 7.2 remains unpaid for a period of 30 days after it falls due, the Secretary may send a notice to the Member requiring payment of the outstanding amount within 14 days of the date of the notice.
- b. If the amount is not paid within this 14 day period then subject to clause 7.3(c), the Member will at the end of the period automatically and without further notice cease to be a Member.
- c. The Board may, in its absolute discretion do any of the following:
 - i. extend the time period within which a Member is required to pay an outstanding amount under this clause 7.3;
 - ii. before the expiry of the period set out in clause 7.3(a), determine that clause 7.3(b) is not to apply to a Member; and
 - iii. reinstate the Member on payment of all arrears of amounts owing under clause 7.2.
- d. This clause 7.3 does not apply to the cancellation of an approval of a membership application under clause 7.1(f).

7.4 No transfer of membership

A right, privilege or obligation of a person by reason of membership:

- a. is not capable of being transferred or transmitted to another person; and
- b. terminates upon the cessation of membership.

7.5 Removal of member by resolution

A Member may cease to be a Member in accordance with the By-Laws at a duly convened at a duly convened meeting of Members if:

- a. At least two month's written notice of the resolution to remove the Member (Subject Member) is given to all Members stating the reason for removal;
- b. If within 28 days of the service of notice under clause 7.5(a) the Subject Member serves on the Company a statement addressing the reason for removal, that statement must be included in the notice of meeting convening the meeting to remove the Subject Member; and
- c. The resolution to remove the Subject Member is passed by Special Majority, noting that the Subject Member shall not be entitled to a vote on the resolution.

7.6 Cessation of membership

- a. A Member will cease to be a Member:
 - i. if the Member resigns by notice in writing to the Secretary, on the date specified in the notice or otherwise the date the notice is received by the Secretary;
 - ii. if their membership is cancelled in accordance with clause 7.3 or 7.5;
 - iii. where the Member is an individual, if the Member:

1. dies;
 2. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 3. is convicted of an indictable offence;
 - i. where the Member is an organisation, if it is deregistered or otherwise ceases to be an organisation; or
 - ii. if the Member is the subject of an Insolvency Event.
- a. Any Member ceasing to be a Member:
- i. will have its name removed from the Register;
 - ii. is not be entitled to any refund (or part refund) of any Annual Fee or other fee already paid; and
 - iii. will remain liable for and must pay to the Company all fees and any other amounts which were due to the Company at the date of ceasing to be a Member.

8. REGISTER OF MEMBERS

- a. The Secretary must keep and maintain a Register containing:
- i. the name and address of each Member;
 - ii. the class of membership of each Member;
 - iii. the date on which each Member's name was entered into the Register;
 - iv. the name and date of appointment of each Representative; and
 - v. any other information required by law.
- b. The Register is available for inspection free of charge by any Member upon request.
- c. A Member may make a copy of entries in the Register.

9. GENERAL MEETINGS

9.1 Annual general meetings

- a. The Company must hold an annual general meeting within 18 months after the date of its registration.
- b. After the first annual general meeting, the Company must hold an annual general meeting once in each calendar year and no later than 5 months after the end of each Financial Year.
- c. The annual general meeting must be held at the place that the Board sets for the meeting.

9.2 Business at annual general meeting

Even if these items are not set out in the notice of meeting under clause 9.7, the business of an annual general meeting may include:

- a. reviewing the Company's activities and finances since the last preceding annual general meeting;
- b. confirming the minutes of the last preceding annual general meeting and of any other general meeting held since the last annual general meeting;
- c. unless for the preceding Financial Year the Company was a Small Company Limited By Guarantee, considering the annual report; Directors' report; and the auditor's report (if any);
- d. electing Directors;
- e. (where relevant) appointing the auditor and fixing the remuneration of the auditor; and
- f. transacting any other business which under this Constitution, the ACNC Act or the Corporations Act may properly be brought before the meeting.

9.3 Power of Directors to convene general meeting

- a. The Board may convene a general meeting of the Members whenever it thinks fit, at any place it thinks fit.
- b. The Board must, in accordance with clause 9.4, convene a general meeting of Members on the request of Members with at least 5% of the votes that may be cast at a general meeting.
- c. Subject to the Corporations Act (if applicable), the Board may cancel or postpone any general meeting or change its venue by giving notice to all persons to whom the notice of the original meeting was given, but may not cancel a general meeting which was called or requested by persons other than the Directors, without the prior written consent of those persons.

9.4 Power of Members to convene a general meeting

- a. Members with at least 5% of the votes that may be cast at a general meeting may call, and arrange to hold, a general meeting.
- b. As far as reasonably practicable, a general meeting under this clause 9.4 must be called in the same way in which general meetings of the Company are called.
- c. The Members calling the general meeting must pay the expenses of calling and holding it under this clause 9.4.

9.5 Holding meetings of Members

- a. Subject to any applicable law, the Company may hold a meeting of Members:
- i. at a physical venue;
 - ii. at one or more physical venues and virtually using Meeting Technology;
 - iii. virtually, using Meeting Technology only; or
 - iv. in any other way permitted by the Corporations Act.
- b. The Company must give the Members entitled to attend the meeting, as a whole, a reasonable opportunity to participate in the meeting, however it is held.
- c. A Member, or a proxy, attorney or representative of a Member, who attends the meeting (whether at a physical venue or virtually by using Meeting Technology) is taken for all purposes to be Present at the meeting while so attending.

- d. If, before or during a meeting of Members, any technical difficulty occurs, such that the Members as a whole do not have a reasonable opportunity to participate, the Chairperson of the meeting may:
 - i. adjourn the meeting until the technical difficulty is remedied; or
 - ii. subject to the Corporations Act, where a quorum remains Present and able to participate, continue the meeting.
- e. Where a general meeting is held only virtually using Meeting Technology:
 - i. the place for the meeting is taken to be the address of the Office; and
 - ii. the time for the meeting is taken to be the time at that place.

9.6 Members' resolutions at a general meeting

- a. Members with at least 5% of the votes that may be cast on a resolution may give the Company notice of a resolution they propose to move at a general meeting.
- b. The notice under clause 9.6(a) must:
 - i. be in writing;
 - ii. set out the wording of the proposed resolution; and
 - iii. be signed by the Members proposing to move the resolution.
- c. If the Company has been given notice of a Members' resolution under clause 9.6(a), the resolution must be considered at the next general meeting of the Company that occurs more than 2 months after the notice is given.

9.7 Notice of general meetings

- a. Written notice of a general meeting must be given in accordance with this Constitution to:
 - i. every Member;
 - ii. every Director; and
 - iii. the auditor (if any).
- b. Notice of general meetings (including annual general meetings) must be provided to Members at least 21 clear days before the meeting is to be held.
- c. Subject to the Corporations Act (if applicable) and clause 9.7(d), the Company may call, on shorter notice than that specified in clause 9.7(b):
 - i. an annual general meeting, if all the Members entitled to attend and vote at the annual general meeting agree prior to the annual general meeting; and
 - ii. any other general meeting, if Members holding at least 95% of the votes that may be cast at the general meeting agree prior to the general meeting.
- d. The Company cannot call a general meeting or annual general meeting on shorter notice than that specified in clause

9.7(b) if a resolution will be moved at the meeting to:

- i. remove a director;
- ii. appoint a Director in place of a Director removed under clause 9.7(d)(i); or
- iii. remove an auditor.

9.8 Content of notice of general meetings

A notice of a general meeting must:

- a. specify:
 - i. if there is only 1 venue at which Members who are entitled to physically attend the meeting may do so, the date, time and place for the meeting;
 - ii. if there are 2 or more venues at which Members who are entitled to physically attend the meeting may do so, the date and time for the meeting at each venue, and the main venue for the meeting as specified in the notice;
 - iii. if Meeting Technology is to be used in holding the meeting, sufficient information to allow Members to participate in the meeting by means of the technology;
 - iv. at least 1 of the following:
 - 1. a place for the purposes of lodging proxy appointments and proxy appointment authorities, as referred to in clause 11.5; and
 - 2. sufficient information to allow Members to comply with clause 11.5 by electronic means;
- b. state the general nature of the business to be transacted at the general meeting;
- c. (if a Special Resolution is to be proposed at the general meeting) set out an intention to propose the Special Resolution and state the resolution;
- d. contain a statement of:
 - i. each Full Member's right to appoint a proxy; and
 - ii. the fact that a proxy need not be a Member of the Company; and
- e. contain any other information required by law

9.9 Quorum

- a. No business may be transacted at a general meeting unless a quorum of Members is Present at the time when the meeting proceeds to business.
- b. Except as otherwise provided in this Constitution, a quorum constitutes:
 - i. 4 Full Members Present; or
 - ii. where the total number of Full Members is less than 4, all those Members being Present.

9.10 If a quorum not Present

If a quorum is not Present within 15 minutes after the time appointed for the general meeting in the notice:

- a. where the meeting is convened on the requisition of Members, the meeting must be automatically dissolved (subject to clause 9.13(a)); and
- b. in any other case:
 - i. the meeting stands adjourned to a day and at a time and place as the Directors decide or, if no decision is made by the Directors, to the same day in the next week at the same time and place; and
 - ii. if no quorum is Present at the resumed meeting within 15 minutes after the time appointed for the meeting, the meeting must be dissolved

9.11 Chairperson of general meeting

- a. Subject to clause 9.11(b), the Chairperson must preside as chair at every general meeting.
- b. If the Chairperson is not present (in person or virtually, as applicable) within 15 minutes after the time appointed for the meeting or is unwilling to act as chair:
 - i. the Directors present must elect by a majority vote a Director to chair the meeting; or
 - ii. if none of the Directors present wish to act, or in the absence of all Directors, the Members Present must elect by a majority vote one of their number to chair the meeting.
- c. The Chairperson of a general meeting may, for any of item of business or discrete part of the meeting, vacate the chair in favour of another person nominated by the Chairperson (Acting Chairperson). Where an instrument of proxy appoints the Chairperson as proxy for the part of the meeting for which an Acting Chairperson has been nominated, the instrument of proxy is taken to be in favour of the Acting Chairperson for the relevant part of the meeting.
- d. Where a person is appointed to chair a meeting under clause 9.11(b) or part of a meeting under clause 9.11(c), in relation to that meeting or part of that meeting, references to the Chairperson in this Constitution include a reference to that person.
- e. The Chairperson of a general meeting:
 - i. has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
 - ii. may take any action or require the adoption of any procedure which in the Chairperson's opinion is necessary or desirable for proper and orderly debate or discussion (including limiting the time that a person may speak, or terminating debate or discussion, on a motion or other item of business before the meeting), the proper and orderly casting or recording of votes at the general meeting, and the safety of persons attending the meeting (including refusing admission to any person, or requiring any person to leave and remain out of, the meeting); and
 - iii. subject to clause 9.13, may at the Chairperson's sole discretion at any time during the course of the meeting adjourn the meeting or may adjourn any business, motion, question or resolution, debate or discussion either to a later time at the same meeting or to an adjourned meeting.
- f. A decision by the Chairperson under clause 9.11(e) is final.

9.12 Right of officers and advisers to attend general meeting

Any person (whether a Member or not) required by the Directors to attend any general meeting is entitled to be present and, at the request of the Chairperson of the general meeting, to speak at that general meeting.

9.13 Adjournments

- a. The Chairperson may, and must if directed to do so by the general meeting, adjourn a general meeting from time to time and from place to place.
- b. Only business left unfinished at the meeting which was adjourned may be transacted at a meeting resumed after an adjournment.
- c. A resolution passed at a meeting resumed after an adjournment is passed on the day it was in fact passed.
- d. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting. In all other cases it is not necessary to give notice of the adjourned meeting.

9.14 Written resolutions of Members

- a. A resolution may be passed without a general meeting being held if all the Members entitled to vote on the resolution receive a copy of the same document in which the resolution is set out and the requisite number of those Members needed to give effect to the resolution sign a document containing a statement that they are in favour of that resolution as set out in the document.
- b. Identical copies of the document may be distributed for signing by different Members and taken together will constitute the same document.
- c. The resolution is passed when the last required Member signs the document, and satisfies any requirement in this Constitution or the Corporations Act (if applicable) that the resolution be passed at a general meeting.

9.15 Irregularities

Subject to any applicable law, a notice of, or act, matter or thing done or resolution passed at, a general meeting is not invalidated by:

- a. the inability of any person entitled to receive notice of a general meeting under this clause 9 to access a document, including a notice of a general meeting or a proxy form; or
- b. the non-receipt of document, notice of a general meeting or proxy form by, or a failure to give a document, notice of a general meeting or proxy form to, any person entitled to receive notice of a general meeting under this clause 9 if:
 - i. the non-receipt or failure occurred by accident or error; or
 - ii. before or after the meeting, the person:
 1. has waived or waives their right to receive notice of that meeting under this clause 9; or
 2. has notified or notifies the Company in writing of the person's agreement to that act, matter, thing or resolution.

10. VOTING AT GENERAL MEETINGS

10.1 Voting rights

- a. Each Full Member has 1 vote.
- b. Each person present (in person or virtually, as applicable) at the general meeting who represents more than 1 Member, either personally, by proxy, attorney or as Representative, has 1 vote for each Member they represent.
- c. A Member ordinarily entitled to vote is not entitled to vote if his or her Annual Fee is more than 30 days in arrears at the commencement of the relevant general meeting.

10.2 Members' resolutions

- a. Except where by law or any other provision in this Constitution a resolution is required to be a Special Resolution, a resolution put to the vote at a general meeting must be decided by a majority of votes cast by the Members Present at the general meeting.
- b. A resolution put to the vote at a general meeting must be decided on a show of hands unless a poll is demanded.
- c. Before a vote is taken, the Chairperson must inform the general meeting whether any proxy votes have been received and how the proxy votes are to be cast on the resolution.
- d. A declaration by the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the meeting is conclusive evidence of that fact. Neither the Chairperson nor the minutes of the meeting need to state the number or proportion of the votes recorded in favour or against the resolution.

10.3 Voting by poll

- a. A poll may be demanded on any resolution by:
 - i. the Chairperson;
 - ii. at least 5 Full Members Present entitled to vote on the resolution; or
 - iii. Full Members Present representing at least 5% of the total votes that may be cast on the resolution on a poll.
- b. A poll may be demanded:
 - i. before a vote is taken; or
 - ii. before or immediately after the voting results on a show of hands are declared.
- c. The demand for a poll may be withdrawn.
- d. Subject to clause 10.3(e), if a poll is demanded, it is to be taken in the manner and at the time the Chairperson directs.
- e. A poll demanded on the election of a Chairperson or on a question of adjournment must be taken immediately.
- f. The result of the poll will be the resolution of the meeting at which the poll was demanded.
- g. The demand for a poll does not prevent a general meeting from proceeding with any other business.

10.4 Chairperson's casting vote

In the case of an equality of votes on a show of hands or on a poll, the Chairperson of the relevant general meeting has a casting vote, in addition to any vote that the Chairperson may otherwise be entitled.

10.5 Members of unsound mind and minors

- a. If a Member is:
 - i. of unsound mind;
 - ii. a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - iii. a minor,

the Member's committee or trustee or any other person who has proper management or guardianship of the Member's estate or affairs may, subject to clause 10.5(b), exercise any rights of the Member in relation to a general meeting as if the committee, trustee or other person were the Member.

b. Any person with powers of management or guardianship cannot exercise any rights under clause 10.5(a) unless the person has provided the Directors with satisfactory evidence of their appointment and status.

10.6 Objection to qualification to vote

- a. An objection to a person's right to vote at a general meeting:
 - i. may only be raised at the general meeting or adjourned meeting at which the vote objected to is tendered; and
 - ii. must be determined by the Chairperson of the meeting, whose decision is final.
- b. A vote allowed after an objection is valid for all purposes.

10.7 Votes counted in error

If any vote is counted which ought not to have been counted or might have been rejected, the error will not invalidate the resolution unless the error is:

- a. detected at the same general meeting; and
- b. of sufficient magnitude, in the opinion of the Chairperson, as to invalidate the resolution.

10.8 Direct voting

- a. The Directors may determine that, at any general meeting or class meeting, a Member who is entitled to attend and vote on a resolution at that meeting is entitled to vote by direct vote in respect of that resolution. A direct vote includes a vote delivered to the Company by post or any electronic means approved by the Directors.
- b. Where clause 10.8(a) applies, the notice of meeting must indicate that direct voting is available at the relevant meeting or on particular resolutions.
- c. The Directors may prescribe regulations, rules and procedures in relation to direct voting, including (without limitation):
 - i. specifying the form, method and timing of casting a direct vote at a meeting for the vote to be valid; and
 - ii. the circumstances in which a direct vote may be withdrawn by the Member or deemed withdrawn.

11. PROXIES

11.1 Appointment of proxies

- a. A Member who is entitled to attend and vote at a general meeting may appoint a person as that Member's proxy to attend and vote for that Member at a general meeting.
- b. A proxy need not be a Member of the Company.

11.2 Rights of proxies

A proxy appointed to attend and vote at a general meeting for a Member in accordance with this clause 11 has the same rights as the Member to:

- a. speak at the meeting;
- b. vote (to the extent allowed by the appointment); and
- c. demand, or join in a demand, for a poll.

11.3 Form of proxy

- a. An instrument appointing a proxy is valid if it is in the form specified by the Directors from time to time and is:
 - i. signed by or on behalf of the Member making the appointment; and
 - ii. contains the following information:
 - 1. the Member's name and address;
 - 2. the Company's name;
 - 3. the proxy's name or the name of the office held by the proxy; and
 - 4. the meetings at which the appointment may be used.
- b. The proxy form must, for each resolution, provide for the Member to direct the proxy to vote for or against the resolution or to abstain from voting on the resolution.
- c. An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution. Where it does:
 - i. the proxy need not vote on a show of hands but if the proxy does so, the proxy must vote in the manner specified;
 - ii. if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
 - iii. if the proxy is the Chairperson of the meeting at which the resolution is voted on, the proxy must vote on a poll and in the manner specified; and
 - iv. if the proxy is not the Chairperson, the proxy need not vote on a poll but if the proxy does so, the proxy must vote in the manner specified.
- d. A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting is indicated.
- e. An instrument appointing a proxy confers authority to demand or join in demanding a poll.
- f. An instrument appointing a proxy will not be valid after 12 months from the date of its execution, unless it is expressly stated to be a standing appointment or to extend for a longer period.

11.4 Where proxy is incomplete

- a. No instrument appointing a proxy is treated as invalid merely because:
 - i. it does not contain the address of the appointor or proxy;
 - ii. it is not dated; or
 - iii. in relation to any or all resolutions, it does not contain an indication of the manner in which the proxy is to vote.
- b. Where the instrument does not indicate the name of the proxy, the instrument is treated as given in favour of the Chairperson of the general meeting.

11.5 Lodgement of proxies and appointments

- a. An instrument appointing a proxy is not treated as valid unless:
 - i. the instrument; and
 - ii. either:
 - 1. the power of attorney or other authority (if any) under which the instrument is signed; or
 - 2. a copy of that power or authority certified in a manner acceptable to the Directors, are lodged not less than 48 hours (or any shorter period as the Directors may permit before the time for holding the meeting:
 - iii. at the place specified for that purpose in the notice of the meeting or, if none, at the Office; or
 - iv. by the electronic means specified for that purpose in the notice of the meeting.
- b. An instrument appointing a representative to act for a Member at all meetings of the Company or at all meetings for a specified period is not treated as valid unless:
 - i. the instrument of appointment or a certified copy of it, duly signed by hand or electronically authenticated in accordance with clause 11.5(c); and
 - ii. any evidence as to the validity and non-revocation of that authority as may be required by the Directors,
 - iii. are lodged not less than 48 hours (or any shorter period as the Directors may permit) before the time for holding the meeting;
 - iv. at the place or electronic address specified for that purpose in the notice of the meeting or, if none, at the Office; or
 - v. by the electronic means specified for that purpose in the notice of the meeting.
- c. For the purposes of this clause 11.5:

- i. any document given by the electronic means specified in the notice of the meeting is duly lodged at the time the electronic communication is received by the Company; and
- ii. subject to any applicable law, instead of signing or executing an instrument of appointment, a Member may electronically authenticate the appointment of a proxy, provided that:
 - 1. the Member is identified by personal details as required by the Company;
 - 2. the Member's approval of the information communicated to the Company is accompanied by a personal identification number or any other numbers provided by the Company; and
 - 3. the Member complies with any other requirements of the Company.

11.6 Validity of proxy vote

- a. A vote exercised in accordance with the terms of an instrument of proxy, a power of attorney or other relevant instrument of appointment is valid despite:
 - i. the previous death or mental incapacity of the appointing Member;
 - ii. the revocation of the relevant instrument or of the authority under which the instrument was executed; or
 - iii. the revocation of the power of attorney,
 - 1. if no notice in writing of the death, mental incapacity or revocation has been received by the Company at the Office before the commencement of the general meeting or adjourned meeting at which the instrument or power of attorney is used.
- b. A proxy is not revoked by the appointing Member attending and taking part in the general meeting, unless the Member actually votes on the resolution for which the proxy is proposed to be used.

12. BOARD OF DIRECTORS

12.1 Number of Directors

There must be:

- a. at least 5 Directors; and
- b. not more than 11 Directors,

(not including alternate Directors) in office at all times, unless the Company resolves otherwise in general meeting. At least 2 of the Directors must ordinarily reside in Australia.

12.2 Initial Directors

- a. There will be 7 initial Directors.
- b. On the date of adoption of this Constitution, the persons listed in Schedule 2 will be the initial Directors.
- c. The initial Directors will hold office until the end of the next annual general meeting after the date of adoption of this Constitution, at which time they will retire. They are eligible for election at that meeting.

12.3 Appointment and removal of Directors

- a. Subject to the Corporations Act, the Company may by resolution appoint or remove a Director from office.
- b. Subject to the Corporations Act, the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the number of existing Directors, provided the total number of Directors does not exceed the maximum number specified in clause 12.1. That person holds office until the end of the next annual general meeting following their appointment and is eligible for election at that meeting.

12.4 Term of appointment as Director

- a. No Director may hold office for a period in excess of 3 years, or beyond the third annual general meeting following the Director's election, whichever is the longer, without submitting himself or herself for re-election.
- b. At each annual general meeting, the person or persons (if any) standing for election as Director will be, as applicable:
 - i. any Director required to retire under clause 12.4(a) who stands for re-election;
 - ii. any Director required to submit for election under clause 12.3(b); and
 - iii. a person standing for election as a new Director.
- c. A retiring Director is eligible for re-election without needing to give any prior notice of an intention to submit for re-election and holds office as a Director until the end of the meeting at which the Director retires.

12.5 Nomination of Directors

- a. A Full Member may nominate any other Full Member for each position on the Board which is to be filled at the next annual general meeting in accordance with this Constitution.
- b. A nomination under clause 12.5(a) must be in writing, signed by the nominator and be submitted to the Secretary at the Office at least 28 days before the annual general meeting at which the election is to take place.

12.6 Director qualifications

- a. A Director must be a Member.
- b. A Director must not be ineligible to be a Director under the Corporations Act or the ACNC Act;
- c. A person must give the Company a signed written consent to act as a Director before being appointed as a Director.

12.7 Vacation of office of Director

In addition to the circumstances in which the office of a Director becomes vacant:

- a. under the Corporations Act or the ACNC Act;
- b. because of a resolution under clause 12.3(a); or
- c. under clause 12.4;
- d. the office of a Director becomes vacant if the Director:
- e. becomes physically or mentally incapable of performing the Director's duties and the Board resolves that his or her office be vacated for that reason;
- f. is the subject of an Insolvency Event;
- g. subject to the Corporations Act, resigns by notice in writing to the Company;
- h. dies;
- i. ceases to be eligible under clause 12.6(a);
- j. is absent (and not represented by an Alternate Director) from meetings of the Directors for a continuous period of 6 months without special leave of absence from the Directors and the Board resolves that his or her office be vacated; or
- k. subject to clause 14.6, without the prior or subsequent consent of the other Directors, is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the Director's interest as required by the Corporations Act or the ACNC Act.

12.8 Remuneration and payments to Directors

No payment will be made to any Director other than a payment allowed under clause 5(b).

13. CHIEF EXECUTIVE OFFICER

13.1 Power to appoint Chief Executive Officer

The Board may appoint a Chief Executive Officer of the Company. The Chief Executive Officer may be an existing Director and/or Company Secretary.

13.2 Delegation of powers to Chief Executive Officer

- a. The Board of Directors may, on the terms and conditions and with any restrictions as they think fit, confer on the Chief Executive Officer any of the powers exercisable by them.
- b. Any powers so conferred may be concurrent with the powers of the Directors.
- c. Subject to the terms of any agreement between the Chief Executive Officer and the Company, the Directors may at any time withdraw or vary any of powers conferred on the Chief Executive Officer under clause 13.2(a).

13.3 Attendance at meetings

- a. The Chief Executive Officer may be appointed to the Board of Directors under clause 12.3 as an executive Director. The Chief Executive Officer is entitled to attend and speak at all Board meetings (even if the Chief Executive Officer has not been appointed as a Director) unless otherwise determined by the Board, or the Chief Executive Officer has a material personal interest in the matter considered.
- b. The Chief Executive Officer (if any) must (subject to the Chief Executive Officer providing their consent) be appointed as a member of any committee created by the Directors under clause 14.3.

14. POWERS AND DUTIES OF DIRECTORS

14.1 General management power

- a. Subject to any applicable law and this Constitution, the Directors are responsible for managing the business of the Company and may exercise all powers of the Company which are not required to be exercised by the Company in a general meeting by the Corporations Act or this Constitution.
- b. Without limiting clause 14.1(a), the Directors may exercise all the powers of the Company to:
 - i. borrow or raise money;
 - ii. grant security over any property or business of the Company or all or any of its uncalled capital;
 - iii. pay interest on any debt due by the Company; and
 - iv. issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

14.2 Appointment of attorneys and representatives

- a. The Directors may, by power of attorney or by general or specific appointment, appoint any person or persons to be an attorney or representative of the Company with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.
- b. An appointment under clause 14.2(a) may be made on terms for the protection and convenience of persons dealing with the attorney or representative as the Directors think fit and may also authorise the attorney or representative to delegate all or any of the powers, authorities and discretions vested in the attorney or representative.

14.3 Committees

- a. The Directors may create a committee or committees consisting of any number of Directors, Members or other persons (including, without limitation, employees or volunteers of the Company) as they think fit.
- b. The Directors may delegate any of their powers to a committee other than the power of delegation. In that case:
 - i. the committee must exercise those powers in accordance with any direction of the Directors; and
 - ii. a power exercised in accordance with clause 14.3(b)(i) is taken to be exercised by the Directors.
- c. If the Board does not delegate any of its powers to a committee, that committee will act as an advisory committee only.
- d. Clauses 15.1, 15.2, 15.4 and 15.5 apply to any committee as if each reference in those clauses to the Directors was a reference to the members of the committee and each reference to a meeting of Directors were to a meeting of the committee.
- e. Minutes of all the proceedings and decisions of every committee must be made, entered and signed in the same manner in all respects as minutes of proceedings of the Directors are required by the Corporations Act to be made, entered and signed.

14.4 Negotiable instruments and electronic payments

- a. All negotiable instruments of the Company are to be executed by the persons and in the manner determined by the Directors from time to time.
- b. All electronic payments by the Company are to be made or authorised in the manner determined by the Directors from time to time.

14.5 By-laws

- a. The Directors have the power to make by-laws regulating the establishment, organisation and conduct of the Company and its committees, provided such by-laws are not inconsistent with this Constitution or the Corporations Act.
- b. All by-laws made and in force from time to time are binding on the Members.

14.6 Interested Directors

- a. A Director:
 - i. may hold another position (except as auditor) in the Company or any related body corporate on terms as to remuneration, tenure and otherwise that the Directors think fit;
 - ii. may be employed by the Company or act in a professional or technical capacity (except as auditor) on behalf of the Company;
 - iii. is not disqualified, merely because he or she is a Director, from contracting with the Company in any respect including, but not limited to:
 - 1. selling property to, or purchasing property from, the Company;
 - 2. lending money to the Company with or without interest or security;
 - 3. guaranteeing the repayment of money borrowed by the Company for a commission or profit; or
 - 4. underwriting or guaranteeing the subscription for securities in any related body corporate or other body corporate promoted by the Company or in which the Company is interested as a shareholder or otherwise, for a commission or profit.
- b. The Directors may exercise the voting rights conferred by shares in any body corporate held or owned by the Company in the manner that they think fit.
- c. A contract or arrangement made by the Company with a Director or in which a Director is in any way directly or indirectly interested may not be avoided merely because the Director is a party to or interested in it.
- d. A Director who has a material personal interest in a matter that relates to the affairs of the Company may:
 - i. be counted in a quorum at a Directors' meeting considering the matter;
 - ii. be present while the matter is being considered at the meeting; or
 - iii. vote on the matter,
 - iv. except where this is prohibited by any applicable law.
- e. The Directors may make regulations requiring the disclosure of interests that a Director, and any person considered by the Directors as related to or associated with the Director, may have in any matter concerning the Company. Any regulations made under this Constitution bind all Directors.

14.7 Company is a registered charity

Without limiting any other provision of this Constitution, while the Company is registered as a charity under the ACNC Act, the Directors must:

- a. comply with their duties as directors under the Corporations Act and at law and with the duties described in governance standard 5 set out in Division 45 of the Australian Charities and Not-for-profits Commission Regulations 2013 (Cth) (ACNC Regulations); and
- b. ensure that the Company complies with all the requirements under the ACNC Act and with the governance standards set out in ACNC Regulations.

15. PROCEEDINGS OF DIRECTORS

15.1 Calling and holding Directors' meetings

- a. The Board or a Director may call a Directors' meeting by giving reasonable notice to each Director.
- b. The Directors may adjourn and otherwise regulate their meetings as they think fit.
- c. Reasonable notice of the place, date and hour of every meeting of the Directors must be given to every Director. Where any Director is for the time being outside Australia, notice need only be given to that Director if contact details have been given, but notice must always be given to any alternate Director in Australia whose appointment by that Director is in force for the time being.

15.2 Use of Meeting Technology

Without limiting the power of the Directors to regulate their meetings as they think fit, the Directors may hold a valid meeting using Meeting Technology and in that case:

- a. the participating Directors are taken for all purposes to be present at the meeting while so participating;
- b. subject to the Corporations Act, the meeting is taken to be held at the place where the Chairperson of the meeting is and at the time at that place;
- c. if, before or during a meeting of Directors, any technical difficulty occurs, such that the Directors as a whole do not have a reasonable opportunity to participate, the Chairperson of the meeting may:
 - i. suspend the meeting until the technical difficulty is remedied. If that does occur within 15 minutes from the time the meeting was
 1. interrupted, the meeting will be deemed to have terminated; or
 2. subject to the Corporations Act, where a quorum remains present and able to participate, continue the meeting; and
- d. all proceedings of the Directors conducted in accordance with this clause 15.2 are as valid and effective as if conducted at a meeting at which all of them were present in person.

15.3 Quorum

- a. At a meeting of Directors, the number of Directors whose presence is necessary to constitute a quorum is a majority of Directors entitled to vote.
- b. If the office of a Director becomes vacant, the remaining Directors may act but, if the total number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, the Directors may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum or for the purpose of convening a general meeting of the Company.

15.4 Chairperson

- a. The Directors must elect a Director to chair Directors' meetings (Chairperson) and may decide the period during which the Chairperson is to hold that office.
- b. Where a meeting of the Directors is held and:
 - i. a Chairperson has not been elected; or
 - ii. the Chairperson declines to act or is not present (in person or virtually, as applicable) within 15 minutes after the time appointed for the holding of the meeting, the Directors present must elect one of their number to chair the meeting.
- c. Where a person is appointed to chair a meeting under clause 15.4(b), in relation to that meeting, references to the Chairperson in this Constitution include a reference to that person.

15.5 Directors' resolutions

- a. Subject to this Constitution, a resolution of the Board must be passed by a majority of the votes of Directors present and entitled to vote on the resolution.
- b. In case of an equality of votes, the Chairperson has a second or casting vote in addition to his or her deliberative vote (if any).

15.6 Written resolutions of Directors

- a. The Directors may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- b. Identical copies of the document may be distributed for signing by different Directors and taken together will constitute the same document.
- c. The resolution is passed when the last Director signs the document.
- d. For the purposes of clause 15.6(a):
 - i. a reference to all the Directors does not include a reference to an alternate Director whose appointor has signed the document, but an alternate Director may sign the document in the place of the appointor; and
 - ii. a signed document may be sent to the Company by an email or other electronic communication which is expressed to be sent by or on behalf of a Director or alternate Director. The document is taken to be signed by that Director or alternate Director at the time the Company receives the email or communication in legible form.
- e. Where a committee consists of 1 Director only, a document signed by that Director and recording a decision of the committee is valid and effective as if it were a decision made at a meeting of that committee and that document constitutes a minute of that decision.

15.7 Defects in appointments

- a. All acts done by any meeting of the Directors, committee of Directors, or person acting as a Director are as valid as if each person was duly appointed and qualified to be a Director or a member of the committee.
- b. Clause 15.7(a) applies even if it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of a committee or to act as a Director or that a person so appointed was disqualified.

16. ALTERNATE DIRECTORS AND ATTENDANCE BY PROXY

- a. A Director (Appointing Director) may:
 - i. with the approval of a majority of the other Directors, appoint a person who must be a Member); or
 - ii. without the need for the approval of the other Directors, appoint another Director, to be an Alternate Director in the Appointing Director's place during any period that the Appointing Director thinks fit.
- b. The appointment of an Alternate Director:
 - i. may be terminated or suspended at any time by the Appointing Director; and
 - ii. terminates automatically if the Appointing Director vacates office as a Director.
- c. An appointment, or the termination or suspension of an appointment, of an Alternate Director is effected by delivery of a written notice signed by the Appointing Director to the other Directors. Delivery may be by post or any electronic means approved by the Board.
- d. An Alternate Director:
 - i. is entitled to receive notice of meetings of the Directors and, if the Appointing Director is not present at such a meeting, is entitled to attend, participate and vote in the Appointing Director's stead; and
 - ii. subject to any limitation in the appointment of the Alternate Director, may exercise all the powers and perform all the duties of the Appointing Director, except the power to appoint an Alternate Director.
- e. The exercise of any power by the Alternate Director is as officer of the Company and not as agent of the Appointing Director and the Alternate Director is responsible to the Company for his or her own acts and omissions.
- f. Where the Alternate Director is another Director, that Director is entitled to cast a deliberative vote on the Director's own account and on account of each Appointing Director by whom the Director has been appointed as an Alternate Director.
- g. Except for reimbursement of expenses in accordance with clause 5(b)(i), an Alternate Director is not entitled to receive remuneration for acting as Alternate Director.
- h. An Alternate Director is not taken into account in determining the number of Directors or rotation of Directors.
 - i. A Director may attend and vote by proxy at any meeting of the Directors provided that such proxy is a Director and has been appointed in writing signed by the Appointing Director. Such appointment may be general or for any particular meeting or meetings.

17. SECRETARY

- a. There must be at least 1 Secretary who ordinarily resides in Australia in office at all times, appointed by the Directors.
- b. A person must give the Company a signed written consent to act as Secretary before being appointed as a Secretary.
- c. A Secretary of the Company holds office on the terms and conditions, as to remuneration and otherwise, as the Directors decide.
- d. The Directors may at any time terminate the appointment of a Secretary.
- e. A Secretary may be a Director but must be a Full Member.
- f. The Secretary's responsibilities include:
 - i. keeping the minutes of the meetings of the Board and the Members in one or more books, whether in hard copy or electronic form, provided for that purpose;
 - ii. ensuring that all notices are duly given in accordance with the provisions of this Constitution or as required by law;
 - iii. maintaining the Register; and
 - iv. generally performing all duties incidental to the office of secretary of a corporation and such other duties as may be assigned to him or her by the Board from time to time.

18. MINUTES

- a. The Directors must cause minutes to be made of:
 - i. proceedings and resolutions of general meetings of the Members and resolutions passed by Members without a meeting;
 - ii. all appointments of Directors, Alternate Directors and officers;
 - iii. all orders made by the Directors; and
 - iv. proceedings and resolutions of Directors' meetings and resolutions passed by Directors without a meeting,
 - v. within 1 month of the date of the relevant matter or action and must retain the minutes in a minute book for a period of at least 10 years or such other period as may be required under the Corporations Act.
- b. Minutes may be made and kept in hard copy or in electronic form. An electronic form of the minute book must be able to be generated by a method which:
 - i. assures that the integrity of the information contained in the minute book is maintained; and
 - ii. is readily accessible so as to be useable for subsequent reference.
- c. The Company must ensure that minutes are signed (in hard copy or, as permitted by any applicable law, by electronic means) within a reasonable time after the date of the meeting or of the resolution being passed by:
 - i. the Chairperson of the meeting;
 - ii. the Chairperson of the next meeting; or
 - iii. in the case of a resolution without a meeting, a Director.
- d. In the absence of evidence to the contrary, contents of the minute book that is recorded and signed in accordance with this clause 18 is evidence of the matters shown in the minute.

19. SEAL

19.1 Safe custody

Where the Company has a seal, the Directors must provide for its safe custody.

19.2 Authority to use

The seal must only be used by the authority of the Board, or of a committee of the Directors authorised by the Board to authorise the use of the seal.

19.3 Seal register

- a. The Secretary must record details of every document to which the seal, if any, is fixed in a seal register.
- b. Where the Company has a seal, the seal register must be produced at each Directors' meeting for the purpose of the Directors approving the fixing of the seal to each document recorded in the seal register since the last Directors' meeting.

19.4 Additional seal

Where the Company has a seal, the Company may have for use outside the state or territory in which the Office is located, one or more seals each of which must only be used in accordance with this clause 19.

20. EXECUTION OF DOCUMENTS

20.1 Execution generally

- a. The Company may execute documents (including deeds) in any way permitted by law.
- b. The Company need not have or use a seal to execute documents or deeds. The Directors may resolve whether or not the Company is to have or use a seal.
- c. This clause 20 does not limit the ability of the Directors to authorise a person who is not an officer of the Company to execute a document (including a deed) for and on behalf of the Company.

20.2 Execution using the seal

- a. If the Company has a seal, it may validly execute a document (including a deed) by fixing the seal to the document and the fixing being witnessed by a Director and countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.
- b. Subject to the Corporations Act and any other applicable law, the witnessing of the fixing of the seal to a document (including a deed) may be effected by electronic means.

21. NOTICES

21.1 Definition

In this clause, Notice means any notice, document or other communication to be given to a Member, including any notice, document or communication that is required or permitted to be given (whether the expression give, send or serve or any similar expression is used) to a Member under the Corporations Act or this Constitution.

21.2 How Notice is to be given

The Company may give a Notice to any Member by:

- a. serving it on the Member personally;
- b. sending it by post to the Member's address as shown in the Register or an alternative address (if any) supplied by the Member to the Company for the purpose of giving Notices;
- c. giving it to a Member's Representative in any manner contemplated by this clause 21.2, where the Member has by written notice to the Secretary required that all Notices to be given to the Member be given to its Representative;
- d. sending it to the Member by any electronic means permitted by the Corporations Act, including by providing an electronic link to the notice; or
- e. giving it by any other means permitted by the Corporations Act.

21.3 When Notice is given

A Notice is deemed to be given by the Company and received by the Member:

- a. if delivered in person to the Member or its Representative, when delivered to them;
- b. if posted, on the day after the date of posting to the Member, whether delivered or not; or
- c. if sent by electronic means, 2 hours after the time it was sent to the Member, as recorded in the sender's system, unless the sender receives, within that time period, an automatic notification (other than an out of office message) indicating that the electronic communication has not been delivered, but if the delivery or receipt is on a day which is not a Business Day or is after 5.00 pm (addressee's time), it is deemed to have been received at 9.00 am (addressee's time) on the next Business Day.

21.4 Notice of and documents for general meeting

- a. Notice of every general meeting must be given in the manner authorised by clause 21.2.
- b. Without limiting clause 21.2, the Company may give any document that is required or permitted to be given to a Member under the Corporations Act that relates to a general meeting, including a notice of meeting, by any electronic or other means permitted by this Constitution or the Corporations Act.

22. AUDIT AND ACCOUNTS

22.1 Company must keep accounts

- a. The Company must keep accounts in accordance with the requirements of any applicable law.
- b. The Company must allow the Directors and the auditor to inspect those accounts at all reasonable times.

22.2 Audit

If required by any applicable law, the Board must cause the Company's financial report for each Financial Year to be audited and obtain an auditor's report.

22.3 Financial reporting

The Board must cause the Company to comply with all financial reporting obligations imposed on it under any applicable law.

23. INSPECTION OF RECORDS

- a. Subject to any applicable law, the Directors must determine whether and on what terms the accounting records and other documents of the Company or any of them will be open to the inspection of Members other than Directors.
- b. A Member other than a Director does not have the right to inspect any document of the Company except as provided by any applicable law, or otherwise as authorised by the Directors or by the Company in general meeting.

24. INDEMNITY AND INSURANCE

24.1 Definition

In this clause Officer has the meaning given in section 9 of the Act.

24.2 Company must indemnify Officers

To the full extent permitted by law and without limiting the powers of the Company, the Company may indemnify any person who is or has been an Officer of the Company, or of a related body corporate of the Company against all losses, liabilities, damages, costs, charges and expenses of any kind incurred by the Officer as an officer of the Company or of a related body corporate.

24.3 Documentary indemnity and insurance policy

To the extent permitted by the Corporations Act and any applicable law and without limiting the powers of the Company, the Directors may authorise the Company to, and the Company may, enter into any:

- a. documentary indemnity in favour of; or
- b. insurance policy for the benefit of, a person who is, or has been, an Officer of the Company or of a related body corporate of the Company, which indemnity or insurance policy may be in such terms as the Directors approve and, in particular, may apply to acts or omissions prior to or after the time of entering into the indemnity or policy.

25. AFFILIATION AND MEMBERSHIP OF OTHER SIMILAR ORGANISATIONS

The Company may in general meeting determine to affiliate with or become a member of, or to accept affiliation or membership of, any organisation (including any regional or international association) having similar or like interests to the Company.

26. WINDING UP

26.1 Surplus assets not to be distributed to Members

If the Company is wound up or dissolved, or the Company's endorsement as a deductible gift recipient is revoked, any surplus assets must not be distributed to a Member or a former Member of the Company, unless that Member or former Member is an organisation described in clause 26.2(a).

26.2 Distribution of surplus assets

- a. Subject to any applicable law and any court order, any surplus assets that remain after the Company is wound up or dissolved or the Company's endorsement as a deductible gift recipient is revoked must be distributed to one or more organisations:
 - i. with objects similar to, or inclusive of, the Objects;
 - ii. which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Company; and
 - iii. which is or are endorsed as deductible gift recipients under Division 30 of the Tax Act.
- b. The decision as to the organisation or organisations to be given the surplus assets must be made by the Directors at or before the time of winding up or dissolution. If the Directors do not make this decision, the Company may apply to the Supreme Court to make this decision.
- c. For the purpose of this clause, surplus assets means any property or assets of the Company that remain after satisfying all debts and other liabilities of the Company, including (where applicable) the costs of winding up.

27. VARIATION OR AMENDMENT OF CONSTITUTION

This Constitution may be varied or amended from time to time by Special Resolution of the Members, in accordance with the Corporations Act.

BY LAWS



PREAMBLE

The National Board of Directors (the Board) is responsible for governing the affairs of the Veterans, Emergency Services & Police Industry Institute of Australia (VESPIIA) to deliver the objectives of VESPIIA, in accordance with the provisions of the Constitution and these By-laws.

The Board is the ultimate decision-making body of VESPIIA and is governed by the Constitution. The Board is responsible for overseeing the affairs of the organisation and setting strategic direction and goals for the delivery of services to Members and in promoting the value of quality support to the community.

These By-laws are made pursuant to the Constitution and provide internal guidance and direction for the orderly conduct of the affairs of VESPIIA, including its Board Committees. In the event of a conflict between the Constitution and these By-laws, the Constitution takes precedence.

DEFINITIONS

In these By-laws, expressions will have the meanings assigned to them, some of which are defined in the VESPIIA Constitution, unless the context otherwise requires. A full list of definitions is listed in Appendix 1.

1. MEMBERSHIP

VESPIIA membership is divided into a range of grades based on levels of experience, and type of services delivered by the member or member organisation. These grades fall into two broad categories of membership. This enables those engaged and interested in the profession or volunteering to be involved in VESPIIA throughout their careers.

1.1. ORGANISATIONS

The Organisation category allows organisations to receive Member benefits and services. 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. The grades within the Organisation category include:

- 1.1.1. Organisation, Not-for-profits, companies or government departments working directly with the sector delivering services and programs.
- 1.1.2. Supplier, Not-for-profits or companies supplying goods and/or services to the sector.
- 1.1.3. Affiliates, 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 currently undertaking or wanting to undertake research and/or inquiry related to the sector.

1.2. PROFESSIONAL

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:

- 1.2.1. Professional, being persons working full or part time, or casually for an Organisation.
- 1.2.2. Volunteer, being persons who volunteer for an organisation.
- 1.2.3. Retired, being such persons who have had a career as a professional or volunteer who have retired and have not been elevated to Fellow.
- 1.2.4. Academic, being persons who are actively or looking to undertake research within the sector working to build their network for future work and/or research.
- 1.2.5. Student, being persons currently studying in a field related to the sector.
- 1.2.6. Fellow, which 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.
- 1.2.7. Life Fellow, which 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.
- 1.2.8. Honorary Fellow, being 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.

1.3. 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.

- 1.3.1. Members are entitled to use the following abbreviated forms of designation:
- 1.3.2. Other Types will be entitled to use the following abbreviated forms of designation:
- 1.3.3. Organisations and Professionals must only use the honorific relevant to their grade of membership.
- 1.3.4. 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.
- 1.3.5. 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.

GRADE	HONORIFIC				
Professional	MVESPIIA	Fellow	FVESPIIA	Retired	VESPIIA(ret)
Organisation	OVESPIIA	Life Fellow	LFVESPIIA	Honorary Fellow	HFVESPIIA

1.4. ADMISSION AND TRANSFER OF MEMBERS

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

- a. The CEO or
- b. A member of the Board
- c. A member of staff as appointed by the CEO

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.

1.4.2. 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.

1.4.3. 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 1.5.

1.4.4. A membership application for admission or transfer from one (1) grade of membership to another must be in a form prescribed by the Code of Membership.

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

1.4.6. A certificate of membership will be issued, subject to Clause 1.4.4 and 1.4.8, upon approval of the admission or transfer to the grades of Full Member, Fellow and Life Fellow. The certificate will be valid only for the period these Members remain on the Register of Members.

1.4.7. 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.

1.4.8. Where a suitable grade or category of membership for an applicant cannot be achieved in relation to 1.4.6, VESPIIA will notify the applicant in writing, recording the reason the application was rejected.

1.4.9. The Board reserves the right to deny admission or transfer on grounds including skills, character and previous conduct.

1.4.10. Where a Member fails to comply with the professional development requirements of a grade in accordance with Section 3, or the ongoing requirements of a grade as specified in the Code of Membership, the Board may transfer the Member to another grade of membership within the Member class.

1.4.11. If the Board determines (in accordance with Section 1.10 or 1.11) that a Member has failed to uphold either the standards set out in the Code of Professional Conduct or the requirements of these By-laws, or has brought VESPIIA into disrepute, the Board may transfer the Member to another grade of membership within the Member class.

1.4.12. Where a Member has been subject to a transfer of membership pursuant to Clause 1.5.9 or 1.5.10, the process for restoration to a former grade will be in a manner determined by the Board from time to time.

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

1.5.1. 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

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

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

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

Fellow specific criteria

1.5.5. In addition to the criteria at 1.6.2, Fellow nominees should have been a Full Member for a minimum of five (5) years (not necessarily consecutive).

Life Fellow specific criteria

1.5.6. In addition to the criteria at 1.5.2, Life Fellow nominees should also:

- a. already be a Fellow.
- b. have a minimum twenty (15) 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.

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

Honorary Fellows

1.5.8. 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

1.5.9. 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.

1.6. REGISTER OF MEMBERS

1.6.1. For the purposes of clause 7 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).

1.6.2. A candidate who is admitted or transferred pursuant to Clause 1.5 will be notified in writing by the CEO and enrolled on the register within two (2) months.

1.6.3. The Institute will allow for a public Register of Professional Members as an opt 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.

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

1.7. RECIPROCITY OF MEMBERSHIP

1.7.1. 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.

1.8. MEMBERSHIP FEES

1.8.1. 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.

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

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

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

1.8.5. 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.

1.8.6. 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.

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

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

1.8.9. 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.

1.9. PROFESSIONAL CONDUCT

1.9.1. 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").

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

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

1.9.4. 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.

1.9.5. 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 and ensure their staff, Members or not, comply with the Codes.

1.9.6. Alleged breaches of the Code by Members will be investigated in accordance with the process set out in Section 1.11, and if following an investigation, the Board is satisfied that a breach has occurred, the Board may impose a range of disciplinary actions including suspension and expulsion of Members.

1.9.7. Other complaints against Members or Organisations, including alleged breaches of the Code by Organisations, will be investigated in accordance with Section 1.11.12

1.10. ALLEGED BREACH OF CODE OF PROFESSIONAL CONDUCT

1.10.1. Complaints are required to be in writing and all such written complaints addressed to the CEO. The complaint is to include at least the following:-

- Name of the person making the complaint (the Complainant)
- Address of the Complainant
- Contact details including both a phone number and email address for the Complainant
- Name of the Member who the complaint is made against (the Respondent)
- Statement outlining the reasons and evidence as to why and how the Complainant believes the Respondent has breached the Code, citing the relevant provisions of the Code.
- Declare any relationship or interest that the Complainant has with either the Respondent or with the VESPIIA.
- State the nature of the Complainant's interest in the matter of the complaint.
- If the Complainant is submitting a complaint on behalf of an organisation, a letter of authorisation from that organisation instructing the Complainant to make the complaint.

The complaint should include all relevant information as further information will not be accepted from the Complainant unless VESPIIA or the Panel – in accordance with Section 1.10.13 – request it.

1.10.2. The Complainant must be informed that the complaint may be provided to the Respondent. This statement should be included on any template provided for the purpose of lodging a complaint.

1.10.3. A complaint about a matter will be considered by VESPIIA no more than once. When a matter has been duly considered and closed at any stage according to these By-laws, it will not be reopened, and further complaints made about the closed matter, by the original Complainant or another Complainant, will not be heard. If a new Complainant submits a complaint about the same matter and raises new facts, issues or alleged breaches of the Code, it would be investigated as a new and separate complaint.

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

1.10.5. When a complaint alleging a Respondent has breached the Code is received by the CEO, the CEO shall firstly make a determination about the complaint meeting the requirements of clause 1.10.1.

1.10.6. Upon acceptance that the requirements meet clause 1.10.1, the CEO shall confirm the Respondent's membership class, grade and financial status.

1.10.7. If the Respondent is not a Member, then VESPIIA does not have jurisdiction to consider the matter and no further action can be taken. The CEO shall, within five (5) business days of receiving the complaint, write to the Complainant confirming receipt of their complaint and advising that the Respondent is not a Member and therefore not subject to the Code and that no action further can be taken.

1.10.8. If the Respondent is a Member, the CEO shall, within five (5) business days of receiving the complaint, write to the Complainant confirming receipt of their complaint and advising the Complainant that the Respondent is a Member and therefore subject to the Code and the complaint will be dealt with in accordance with these By-laws.

1.10.9. If the complaint is confirmed against a current Member, the CEO shall at the same time as advising the Complainant in accordance with clause 1.10.8, also write to the Respondent confirming that an alleged breach of the Code has been made against them and that in accordance with the By-laws an Investigation Panel will be convened. The CEO shall provide to the Respondent a copy of the complaint.

1.10.10. The CEO shall, within fourteen (14) business days of advising the Complainant and the Respondent, cause a Panel to be established.

1.10.11. Panels should comprise of a minimum of three (3) Members from the Board, Professional, Fellow or Life Fellow grades, as selected by either the CEO or Chair of the Board.

1.10.12. The identity of Panelists will not be disclosed to either the Complainant, the Respondent or their representatives.

1.10.13. The Panel within a further seven (7) business days, will in the first instance review the complaint (initial review).

a. At any time during the initial review the Panel, via the CEO, may request further information from the Complainant, allowing a further seven (7) business days for the Complainant to provide the information to the CEO, and a further three (3) business days for the CEO to convey the information to the Panel.

b. If no further information is provided within the seven (7) business days following the request, the Panel will assume there is no further information to be provided.

1.10.14. The initial review by the Panel shall determine either:-

1. no prima facie case exists to warrant a full investigation; or
2. the complaint warrants a full investigation.

1.10.15. If the Panel determines (in accordance with Clause 1.10.14(a)) that the complaint does not require investigation, this recommendation must be conveyed in writing to the CEO within five (5) business days of carrying out the initial review.

1.10.16. The CEO must within three (3) business days of receiving the Panel's recommendation, consider the recommendation and either advise the Respondent and the Complainant in writing that no full investigation will be carried out as no prima facie breach of professional conduct was identified, or confer with the Panel.

1.10.17. If the Panel determines (in accordance with Clause 1.10.14(b)) that the matter requires a full investigation, it shall within five (5) business days of the initial review, recommend that the CEO, within three (3) business days, notify the Complainant and the Respondent and request that the Respondent provide a written explanation and response to such alleged breach to the Panel within fifteen (15) business days.

1.10.18. The Panel shall not proceed with its investigation until the Respondent's response has been received in writing and considered, or until a period of thirty (30) business days has elapsed without a reply from the Respondent.

1.10.19. The CEO shall forward the Respondent's response to the Panel within three (3) business days of receiving it.

1.10.20. Upon receipt of the Respondent's response, the Panel must complete the full investigation including preparing a final report and delivering it to the CEO within fifteen (15) business days. The report should include recommendations on actions that should be carried out regarding the complaint.

1.10.21. During the full investigation, the Panel may, at its sole discretion, via the CEO seek further information as they think fit from:

- a. the Respondent,
- b. the Complainant, or
- c. other persons as it so determines.

If no further information is provided within seven (7) business days following a request, the Panel will assume there is no further information to be provided.

1.10.22. The Panel must as part of its report determine whether:-

- a. The Respondent has breached the Code; or
- b. The Respondent has not breached the Code.

1.10.23. If the Panel has determined a breach in accordance with clause 1.10.22(a) then the Panel must make a recommendation in the report regarding the course of action being:-

- a. despite being satisfied that a breach has occurred, the matter is not sufficiently serious to warrant the Respondent's suspension or expulsion;
- b. the Respondent be suspended from the rights and privileges of membership for such period as determined by the Board;
- c. the Respondent be removed as a Member; and/or
- d. any other recommendation the Panel feels is appropriate.

1.10.24. If the Panel has determined that no breach of the Code has occurred in accordance with clause 1.10.22(b), it may choose to recommend to the Board that further advice be provided to the Respondent regarding the Respondent's conduct.

1.10.25. Upon receipt of the Panel's report, the CEO will within five (5) business days advise the Board of the Panel's recommendations.

1.10.26. The Board, based on the Panel's report, must resolve within 10 (ten) business days of receipt of the Panel's report (subject to a two-thirds majority) that either:

- a. it accepts the recommendations of the Panel regarding the course of action; or
- b. it will determine its own course of action

1.10.27. Within five (5) business days of the Board making its determination under Clause 1.10.26, the CEO is to write and advise the Respondent and the Complainant.

1.10.28. If the Board determines, in accordance with Clause 1.10.26, to remove the Member, the process to remove the Member must be carried out in accordance with clause 6.5 of the Constitution and Clauses 1.11.13 – 1.11.15 of these By-laws.

1.10.29. In appropriate circumstances the CEO can at their discretion vary any of the timeframes presented in this Section.

1.11. SUSPENSION OR EXPULSION OF MEMBERS AND ORGANISATIONS

1.11.1. The Board has the power to suspend or convene a meeting of Members to remove (in accordance with the Clause 7.5 of the Constitution), any Member who in the opinion of the Board has failed to observe the requirements of these By-laws or has brought VESPIIA into disrepute.

1.11.2. The Board has the power to suspend or remove any Organisation who in the opinion of the Board has failed to observe the requirements of these By-laws or has brought VESPIIA into disrepute.

1.11.3. The Board may from time to time appoint a committee to investigate any complaint against a Member or Organisation in relation to an alleged breach of these By-laws or of bringing VESPIIA into disrepute. The Board can also investigate any such complaint itself.

1.11.4. The Board or appointed committee may request the CEO to give particulars in writing of the improper conduct or breach of the By-laws alleged against the Member or Organisation of whom the complaint has been received.

1.11.5. The Member or Organisation against whom the complaint has been received will be provided the opportunity to provide in writing a full explanation and answer to the allegation to the CEO no less than twenty-one (21) days after being served notice.

1.11.6. The Board will give the Member or Organisation the opportunity to be heard in his or her own defence.

1.11.7. Following this opportunity, and if the Member or Organisation provides their explanation, the Board or committee determine whether a breach has occurred. If the matter is heard and determined by the committee such committee will report its determination in writing to the Board which may either confirm or reject such determination.

1.11.8. If the Member or Organisation fails to furnish an explanation within the time specified under Clause 1.11.5 any committee appointed to investigate the complaint shall report to the Board the failure by the Member or Organisation to furnish such explanation. The Board will determine whether a breach has occurred.

1.11.9. The Board may determine in accordance with Clause 1.11.7 or Clause 1.11.8 of these By-laws that a breach has occurred. If so, the Board may resolve in one of three ways:

- a. that although it is satisfied that a breach has occurred, the matter is not sufficiently serious to warrant the suspension or expulsion of the Member or Organisation; or
- b. subject to a two-thirds majority of Director votes, that such Member or Organisation be suspended from the rights and privileges of membership of VESPIIA. This may be for any period the Board determine; or
- c. that the Member or Organisation be expelled from VESPIIA.

1.11.10. Any Member or Organisation suspended in accordance with these By-laws will have no right to:

- a. vote at any meeting;
- b. hold any office in VESPIIA; and
- c. have or exercise any of the other rights or privileges of membership during the period of suspension.

1.11.11. Any Member or Organisation suspended in accordance with these By-laws will remain liable for the payment of any outstanding fees.

1.11.12. Where the Board resolves to remove a Member, it should be carried out in accordance with clause 10.4(b) of the Constitution.

1.11.13. Any Member expelled from VESPIIA in accordance with this By-law and clause 10.4(b) of the Constitution will cease to be a Member of VESPIIA and that Member's name will be removed from the Register and will have henceforth no rights in VESPIIA.

1.11.14. The CEO will give notice in writing to any Member suspended or expelled in accordance with this By-law.

1.11.15. Where the Board resolves to remove or suspend an Organisation in accordance with this By-law, the CEO will give notice in writing to the Organisation, the Organisation will cease to be a member of VESPIIA and that member's name will be removed from the register of Organisations and will have henceforth no rights in VESPIIA.

1.12. REINSTATEMENT AND READMISSION

1.12.1. Any Member or Organisation who has been removed from the Register of Members or register of Organisations under Section 1.12 may apply for readmission in a form prescribed by the Institute.

1.12.2. Any Member or Organisation who is readmitted in accordance with this By-law must pay all outstanding debts to VESPIIA when their name was removed from the register, together with all fees required in accordance with these By-laws.

1.12.3. Any Member or Organisation who applies under this By-law must:

- a. satisfy the relevant membership criteria and experience requirements of the grade of membership to which they are seeking reinstatement or readmission; and
- b. satisfy the Board that they are a suitable candidate for VESPIIA membership, having particular regard to their character and conduct of the candidate in relation to the Code of Professional Conduct and any previous matters regarding breaches of the Code and/or By-laws.

2. PROFESSIONAL DEVELOPMENT

VESPIIA recognises that those delivering products, programs and services need to maintain and enhance their professional knowledge and skills as their careers progress, and as sector embraces new and broader ranges of knowledge, skills, values and technologies. VESPIIA is committed to ensuring that its Members have the capacity and capability to carry out their professional duties, and so places a strong emphasis on professional development.

- 2.1.** The standards for professional development for VESPIIA Members are set out in the VESPIIA Continuing Professional Development Policy. The policy is a Code of VESPIIA under Clause 3.2.3.
- 2.2.** VESPIIA Members are required to undertake professional development in accordance with the standards set out in the Continuing Professional Development Policy.
- 2.3.** The process for failure to comply with the standards for professional development is described within the Continuing Professional Development Policy.

3. BOARD OF DIRECTORS

3.1. DELEGATIONS OF AUTHORITY

- 3.1.1.** In accordance with the Constitution the Board has the power to delegate such powers and authorities as it thinks fit, and the limits of those delegations shall be recorded in 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 can prepare Codes or amend Codes to implement any part of these By-laws.
- 3.2.2.** The Codes may be amended by the Board and, as amended, be promulgated by the Board and published 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
- 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.** Every Member shall be bound to accept and, in the execution of their professional activities abide by the standards of practice and conduct expressed in the Codes.
- 3.2.6.** The Board has the power to appoint a Code Authority to decide on matters relating to the Code of Professional Conduct.
- 3.2.7.** Each Member who is the subject of a matter brought before the Board, Panel, or Code Authority and acknowledges that it will not be entitled to bring any action or suit against the Institute, the Directors, or the members of the Code Authority 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 Code Authority (including the exercise of its own powers as referred to in Section 3.2.7 subjects the Directors, Panel, Code Authority, or Institute to any liability. Each Member hereby releases the Institute, Directors, Panel, or Code Authority from any such liability.

3.3. ESTABLISHING A BOARD COMMITTEE

- 3.3.1.** In accordance with the Constitution the Board may delegate any of its powers to committees, including the five (5) already established in the Constitution, being:
 - a. Finance, Audit and Risk Management Committee
 - b. Policy and Advocacy Committee
 - c. Professional Development and Events Committee
 - d. Fundraising and Marketing Committee
 - e. Membership Committee
- 3.3.2.** The Board, in accordance with clause 28.4 (Delegation to Committees) of the Constitution, must include at least one (1) Director on the committee.
- 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 to the Board.
- 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.

3.4. UNCONSTITUTIONAL ACTS BY COMMITTEE OR OFFICE BEARERS

3.4.1. The Board will investigate any alleged or apparent irregularity or unconstitutional act of any VESPIIA committee or Office-Bearer coming within its knowledge, including but not limited to a breach of confidentiality or undisclosed conflict of interest. If the Board thinks fit, it will call upon that committee or Office-Bearer for an explanation. If it is satisfied that a breach has been committed the Board will notify the offending committee or Office-Bearer and require compliance with the Constitution and these By-laws.

3.4.2. Where any committee or Office-Bearer fails to comply, the Board can dissolve the alleged committee or remove from office the alleged Office-Bearer and appoint in substitution another committee or Office-Bearer.

3.4.3. This By-law will apply to all committees, sub-committees and Office-Bearers of or within VESPIIA including those of any Board Committee.

4. ALTERATIONS OF BY-LAWS

Nothing in these By-laws should be construed as implying or creating any privilege, priority or right in favour of any Member to limit the power of VESPIIA at any time to add to, revoke, alter or amend these By-laws in accordance with the Constitution.



PRIVACY POLICY

1. INTRODUCTION

The Veterans, Emergency Services and Police Industry Institute Australia (VESPIIA) is committed to protecting the privacy of personal information that we collect, hold, and administer. Personal information means information or an opinion about an identified individual, or an individual who is reasonably identifiable.

This Privacy Policy explains how VESPIIA manages personal information in accordance with the Privacy Act 1988 (Cth) and the Australian Privacy Principles (APPs).

2. PURPOSE

This policy provides a clear framework for how VESPIIA collects, uses, discloses, stores, and secures personal information. It also sets out how individuals may access or correct their information, and how privacy concerns can be raised.

3. OUR COMMITMENT

VESPIIA collects personal information to manage membership, deliver programs and events, provide services to members, maintain communication, and meet our legal and regulatory obligations.

VESPIIA is committed to handling personal information in ways that people would reasonably expect — securely, lawfully, and transparently — while ensuring individuals have access to their own information.

To meet these obligations, VESPIIA will:

- collect only the information necessary for our functions
- explain why information is being collected and how it will be used
- use and disclose information only for the purpose for which it was collected, or where permitted by law
- store information securely and protect it from unauthorised access
- provide individuals with access to their personal information and the ability to request corrections.

4. COLLECTION OF PERSONAL INFORMATION

4.1 Why we collect personal information

VESPIIA collects personal information so we can:

- manage membership applications, renewals, and member records
- provide services, resources, and professional development
- run events, conferences, and programs
- process payments and donations
- communicate with members, partners, and stakeholders
- administer working groups, sub-committees, and volunteer activities
- comply with legal, regulatory, and reporting obligations.

We may use your personal information to contact you about events, opportunities, and sector updates. You may opt out of these communications at any time.

4.2 How we collect personal information

VESPIIA collects personal information:

- directly from individuals (e.g. membership forms, event registrations, email enquiries)
- through our website, online forms, member portal, or email marketing platform
- from third parties where you have consented or where permitted by law.

We will always collect personal information in a lawful, fair, and non-intrusive manner.

4.3 Sensitive information

VESPIIA will not collect sensitive information (such as health information, race or ethnicity, political opinions, religious beliefs, sexual orientation, or criminal history) unless:

- you have given clear consent; and
- the information is reasonably necessary for VESPIIA's functions; or
- we are required or authorised by law to collect it.

Sensitive information may be collected in emergency or life-threatening circumstances where consent cannot be provided.

4.4 Unsolicited information

If VESPIIA receives unsolicited personal information, we will determine whether we could have collected it under this policy. If not, we will destroy or de-identify it, where lawful and reasonable.

5. USE AND DISCLOSURE OF PERSONAL INFORMATION

VESPIIA will only use or disclose personal information:

- for the purpose for which it was collected
- for a related secondary purpose that individuals would reasonably expect
- where the individual has consented
- where required or authorised by law.

5.1 Direct marketing

- VESPIIA may use personal information to provide members with information about programs, events, opportunities, or sector updates. Every email or electronic communication will include a simple way to opt out. We do not provide personal information to unrelated third parties for their own marketing purposes.

5.2 Third-party service providers

VESPIIA may share personal information with trusted third-party providers who assist with:

- IT systems and website hosting
- membership and CRM management
- payment processing
- event management platforms
- printing, mailing, research, or administrative services
- volunteer coordination or committee activities.

All providers must agree to confidential handling of personal information and use it only for the purpose for which it was supplied.

5.3 Overseas disclosure

Some personal information may be stored or processed on secure cloud platforms located outside Australia. VESPIIA takes reasonable steps to ensure overseas service providers comply with privacy obligations consistent with the APPs.

5.4 Other permitted disclosures

- VESPIIA may disclose personal information:
- where necessary to prevent a serious threat to life, health, or safety
- where VESPIIA reasonably believes unlawful activity has occurred or may occur
- to law enforcement agencies, government bodies, or regulatory authorities as required by law
- for the conduct of court or tribunal proceedings.

Whenever personal information is disclosed in these circumstances, VESPIIA will make a written record of the disclosure.

6. STORAGE, SECURITY, AND RETENTION

Personal information is stored securely in VESPIIA's databases and cloud systems, with access restricted to authorised staff, volunteers, and contractors.

VESPIIA will take reasonable steps to:

- protect information from misuse, loss, unauthorised access, modification, or disclosure
- ensure information is accurate, up to date, and complete
- ensure service providers are privacy-compliant
- destroy or de-identify personal information when no longer required, in line with our Records Management Policy.

7. ACCESS AND CORRECTION

Individuals have the right to:

- request access to personal information held by VESPIIA
- request correction if the information is inaccurate, incomplete, or out of date
- request that a statement is attached to their record if VESPIIA disagrees with a correction request.

VESPIIA may refuse access where authorised by law (e.g. if granting access would pose a serious threat to safety, impact another person's privacy, or relate to legal proceedings). If access is refused, VESPIIA will provide written reasons. VESPIIA may charge a nominal fee for providing access, but not for lodging a request or making a correction.

8. ANONYMITY AND PSEUDONYMITY

Where lawful and practicable, individuals may interact with VESPIIA anonymously or by using a pseudonym. This may not be possible for membership, event registration, or any activity requiring identity verification.

9. WEBSITE, COOKIES, AND ONLINE ACTIVITY

VESPIIA websites may use cookies to improve user experience and site functionality. Users may configure their browser settings to refuse cookies; however, some features may not function correctly.

VESPIIA may use analytics tools (such as Google Analytics) to collect aggregated, non-identifiable website usage data. Users may opt out through Google's browser add-on. For online payments, VESPIIA uses secure, encrypted third-party payment gateways that comply with privacy and anti-fraud standards.

VESPIIA's website may contain links to external sites. We are not responsible for the privacy practices of other organisations. Users should review the privacy policies of any linked site before providing personal information.

10. THE SPAM ACT 2003

VESPIIA complies with the Spam Act 2003, which prohibits sending unsolicited commercial electronic messages. All communications sent by VESPIIA include an unsubscribe option.

11. CHANGES TO THIS PRIVACY POLICY

VESPIIA may amend this Privacy Policy at any time by publishing an updated version on our website. Continued use of VESPIIA services after changes are made indicates acceptance of the updated policy.

12. CONTACTING VESPIIA ABOUT PRIVACY

If you have questions, concerns, or would like to request access or correction of your personal information, please contact:

Chief Executive Officer
Veterans, Emergency Services and Police Industry Institute Australia
PO Box 122
Subiaco WA 6008
ceo@vespiia.org

If you are not satisfied with VESPIIA's response, you may contact the Office of the Australian Information Commissioner (OAIC) at www.oaic.gov.au or on 1300 363 992.

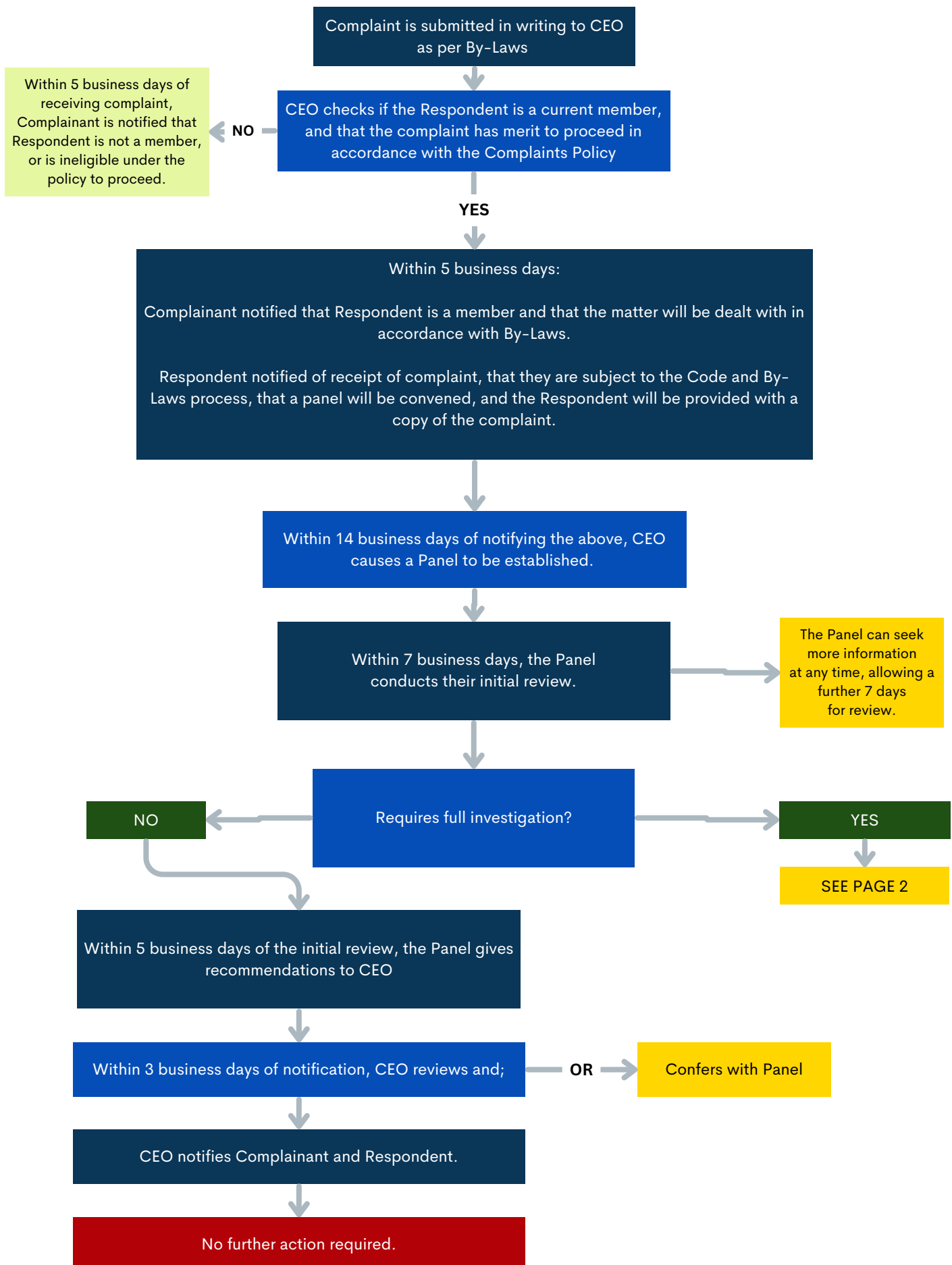


APPENDIX 1 - DEFINITIONS

Affiliate	means those persons admitted as Affiliates of the Institute pursuant to clause 10.2 [Constitution].
ACNC Act	means the Australian Charities and Not-for-profits Commission Act 2012 (Cth) and any regulations made under that statute.
Alternate Director	means any person who, for the time being, has been duly appointed and is acting as an alternate Director.
Annual Fee	means the annual fee determined under clause 7.2 [Constitution].
Appointing Director	has the meaning given in clause 16(a) [Constitution].
Associate Member	means a person who meets the eligibility requirements in clause 6.7 and is admitted to membership of the Company in accordance with clause 7.1(c)(ii) [Constitution].
Beneficiary	means the recipient of a benefit as a result of fundraising for a Cause.
Board	means the Board of Directors of the Company from time to time.
Bequest	means a gift of any asset or right given in a Donor's will and includes a legacy.
Business Day	means a day that is not a Saturday, Sunday or public holiday in the relevant state or territory.
By-Laws	means By-Laws of the Institute made under clause 12.5 [Constitution].
CEO	means the Chief Executive Officer of VESPIIA, or any other person so appointed by the Board to act in such a capacity.
Chairperson	means the chairperson of the Board appointed under clause 15.4 [Constitution].
Chair	means the National Chair of VESPIIA elected in accordance with the By-laws.
Company	means VESPIIA Limited.
Clause	means a clause of the Constitution or By-laws.
Cause	means a purpose such as advancing health, education, social or public welfare, religion, culture; promoting reconciliation, mutual respect and tolerance between groups of individuals; promoting or protecting human rights; advancing the security or safety of the public; preventing or relieving the suffering of animals; advancing the natural environment; promoting or opposing a change to any matter established by law, policy or practice in the Commonwealth, a state, a territory or another country, and other not-for-profit purposes 'beneficial to the general public'.
Code	means codes made under these By-laws to govern the administration of VESPIIA by the Board that commits VESPIIA Members to high standards of ethical conduct.
Code of Membership	means the Code of Membership made under the By-Laws.
Code Authority	means a body appointed by the Board to manage and oversee the compliance of the Codes set out in the By-Laws.
Children	means people under the age of 18.
Complaint	means a notice in writing sent by any person to VESPIIA, by way of a completed complaint form, concerning an alleged breach by an VESPIIA Member of any part of the Code.
Commonwealth	means the Commonwealth of Australia, also represented as C'th.
Constitution	means this constitution as amended, supplemented or replaced from time to time.
Corporations Act	means the Corporations Act 2001 (C'th), as amended from time to time, and any subsequent, then current legislation replacing that Act as the corporations' legislation of the Commonwealth.
Director	means any person occupying the position of a director of the Institute by whatever named called.
Directors	means the Directors for the time being or such number of them as have authority to act for the Institute.
Donation	means a voluntary contribution or Bequest of money, property, goods or services to a Cause for the purpose of furthering its objects.
Donor	means an individual or their legal representative (in the case of a deceased person's Bequest) or other entity that makes a donation to a Cause.
ESO	means Ex-Service Organisation and refers to all non-government and not-for-profit organisations offering support and services to Veterans, First Responders and their families.
Full Member	means an organisation or a natural person who meets the eligibility requirements in clause 6.6 and is admitted to membership of the Company in accordance with clause 7.1(c)(i). [Constitution]

Fundraising	means the act of seeking and obtaining Donations on behalf of a cause.
First Responder	refers to state and federal police, fire and rescue, paramedic and ambulance personnel.
Financial Year	means the period of 12 months commencing on 1 July in any year and ending on 30 June in the following year.
General Meeting	In this handbook, 'General Meeting' specifically refers only to the Annual General Meeting.
Institute	means Veterans, Emergency Services, and Police Industry Institute Australia.
Insolvency Event	means, in relation to a person, any one or more of the following events or circumstances: a. a winding up, dissolution, liquidation, provisional liquidation, administration or bankruptcy; b. having a controller (as defined in the Corporations Act), receiver, receiver and manager, administrator, liquidator (whether provisional or otherwise) or analogous person appointed to it or any of its property; c. being unable to pay any of its debts as and when due and payable or being deemed to be insolvent under any provision of the Corporations Act or any other law; d. seeking protection from its creditors under any law, entering into a compromise, moratorium, assignment, composition or arrangement with, or for the benefit of, any of its members or creditors; or e. any analogous event or circumstance to those described in paragraphs (a) to (d) under any law.
LGBTIQA+	means lesbian, gay, bisexual, transgender including non-binary, intersex, queer/questioning, asexual
Member	means a member of the Company entered in the Register as a Full Member or an Associate Member.
Membership Fees	means such fees as may be imposed by the Institute from time to time under the By-Laws.
Month	means a calendar month.
Meeting Technology	means any technology approved by the Directors that is reasonable to use for the purpose of holding a meeting at more than one physical venue or virtually or by a combination of those methods and otherwise satisfies the requirements of this Constitution and the Corporations Act.
Network	means a group of members with a shared professional interest consistent with VESPIIA's Objects and established with the approval of the Board.
Office Bearer	means any Member holding the honorary office of the National Board including the Chair, Secretary and Treasurer of VESPIIA for the time being.
Organisation	means a Member in the Organisation Class.
Objects of the Institute	means the objects of the Institute set out in clause 3 of the Constitution, as amended from time to time.
Office	means the registered office of the Company.
Person	has the meaning ascribed to that term by s.2C(1) of the Acts Interpretation Act 1901 (Cth).
Present	means, in connection with a meeting, a Member being present in person or by proxy, attorney or Representative, and includes being present at a different venue from the venue at which other Members are participating in the same meeting or virtually where the meeting is held using Meeting Technology, providing the pre-requisites for a valid meeting as set out in this Constitution and the Corporations Act are observed.
Professional	means those persons admitted as Professional Members of the Institute pursuant to clause 5.3 [of the Constitution]
Panel	means a body of no less than three (3) members made up of either the Board or Membership who are appointed with the sole responsibility to investigate, report and make recommendations regarding allegations and complaints in accordance with the Code of Professional Conduct and the Code of Membership.
Retired	means Members over 60 years of age that have retired from formal employment or are working only occasionally.
Register	means the register of Members of the Company.
Representative	means a natural person nominated by an organisation in accordance with clause 6.8 [Constitution].
Section	means a section of the Constitution, By-laws or Policy as indicated by numbering.
Service	means the Australian Defence Force, State and Federal Police Agencies, State and Federal Fire and Rescue Services, State and Federal Ambulance and Paramedic Services, State Emergency Services Service Member refers to current and former, full- or part-time serving members, or volunteers of the Service.
Small Company Limited By Guarantee	has the meaning given to that term in section 45B of the Corporations Act.
Secretary	means a person appointed to the office of secretary of the Company from time to time.
Sub-Committee	means a sub-committee consisting of appointed Members or other persons as the Board sees fit.
Sector	refers to the industry in which organisations (private and not-for-profit), staff, academics, volunteers operate in pursuit of the support of and provision to serving members and their families.
Special Majority	means at least 75% of the votes cast by Members entitled to vote on a particular matter.
Special Resolution	has the meaning given to that term in section 9 of the Corporations Act
Tax Act	means the Income Tax Assessment Act 1997 (Cth)
Technology	Includes all information and communications devices for audio, visual, audio-visual or electronic communication including, but not limited to, radio, telephone, facsimile, closed circuit television, data storage devices, internet communication via an automated or user operated system, electronic mail, automated election processes, direct recording electronic voting systems, or any other electronic means available.
Veteran	means people who have any experience in the Australian Defence Force including permanent, reserve, and former personnel.
VSO	means Veteran Support Organisation.
VESPIIA	means Veterans, Emergency Services, and Police Industry Institute Australia

APPENDIX 2 - COMPLAINT WORKFLOW





VESP//A