

1. INTRODUCTION

These By-Laws are administered by the Board and are binding on all Members.

2. PURPOSE

The Purpose of the Institute is to:

- (a) grow, support, represent, enable and connect, the strategic workforce planning community through communication of good practice, regulation of accreditation, acknowledgement of innovation and sector leadership; and
- (b) provide a global platform for workforce planners to gather, communicate and share knowledge, learning and experience, and as such serve as the recognised representative body for Strategic Workforce Planning globally.

3. MEMBERSHIP

3.1 Membership Categories

- (a) The following are the categories of membership for individuals:
 - (i) Associate Membership;
 - (ii) Professional Membership; and
 - (iii) Certified Practicing Membership.
- (b) The following are the categories of membership for organisations:
 - (i) Organisational Membership; and
 - (ii) Consulting Membership

3.2 Restrictions on Equity and Control of the Company

Members are prohibited from owning shares in the Company or becoming directors. Members may be appointed to a specialist Advisory Board or Sub-committee from time to time.

3.3 Members

- (a) Members shall be approved in accordance with the requirements of these By-Laws as willing and able to adopt, and comply with, the By-Laws.
- (b) Each Member must adhere to the standards and requirements of the By-Laws.

3.4 Application for Membership of the Institute

- (a) An application for recognition and registration as a Member must be:
 - (i) made in writing and in such form as the Institute prescribes from time to time;
 - (ii) be accompanied with the Application fee; and
 - (iii) lodged in such manner as the Institute prescribes from time to time.

- (b) An application to become a Member will be assessed by the Institute and the result of the application will be provided to the applicant within 45 Business Days of the receipt of the application by the Institute.
- (c) When an application to become a Member is made, a provisional membership is issued. If the application is rejected, the membership fee shall be refunded.
- (d) The Institute may delegate all or any of its powers or actions under this clause to such person or committee as it considers appropriate and such delegate(s) will have the authority of the Institute under this clause in relation to such delegated functions.

4. REQUIREMENTS TO BECOME A MEMBER

To be an Individual Member, an Applicant must:

- (a) demonstrate a current or emerging interest in workforce planning;
- (b) agree to abide to the by-laws herein;
- (c) agree to abide by the code of conduct at all times; and
- (d) have not been convicted of an indictable offence in the last 7 years.

To be an Organisational Member, an Applicant must:

- (e) adhere to all requirements listed under Individual Membership;
- (f) have appropriate risk management arrangements for its business;
- (g) comply with any other reasonable requirements of the Board in relation to complying with the By Laws as determined by the Board from time to time.

5. RIGHTS AND OBLIGATIONS OF MEMBERS

- (a) Each Member has the right to receive any publications and communications of the Institute for distribution to them and to participate in any activities or educational training offered to Members subject to payment of applicable fees.
- (b) Subject to compliance with any guidelines that may be issued in relation to its approved use, each Member has the right to use and display any Institute Post Nominal, Certification or Accreditation symbol provided to it by the Institute, but only while a Member. The Institute will determine the guidelines upon which the accreditation can be used.
- (c) Each Member must act in good faith, support the purpose of the Institute and comply with the obligations and the standards required of it, as set by these By-Laws, and pursuant to community expectations.
- (d) Each Member must inform the Institute as soon as practical but no later than 10 Business Days after it becomes aware of any matter that is of such significance that, in the opinion of the Board, would bring disrepute to the Institute.
- (e) Each Member must comply with requests to provide the CC with access to information, documents and systems which (as applicable) the Institute considers necessary or appropriate to carry out its functions and responsibilities.
- (f) Each member must agree not to act in a manner prejudicial to the Institute.

6. NON-COMPLIANCE WITH BY-LAWS

If the Institute determines that a Member has not complied with its obligations under these By-Laws it may do any one or more of the following:

- (a) suspend the Member's registration/certification for such period as it considers appropriate and reasonable in the circumstances or expel the Member;
- (b) suspend or terminate the Member's right to display any accreditation symbol provided to it;
- (c) suspend or terminate the Member's entitlement to receive or use any publications or communications otherwise available for distribution to it,

and in the case of suspension, unless and until it is satisfied such non-compliance has been rectified in the reasonable opinion of the Institute.

7. DISCIPLINARY PROCEDURE

7.1 By-Laws Compliance Committee

- (a) If the Institute is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Institute must appoint the CC to hear the matter and determine what action, if any, to take against the Member.
- (b) The members of the CC—
 - (i) may be Board, Advisory Board or Committee Members, Members of the Institute or anyone else; but
 - (ii) must not be biased against, or in favour of, the Member concerned.

7.2 Notice to Member

- (c) Before disciplinary action is taken against a Member, the Institute must give written notice to the Member—
 - (i) that the Institute proposes to take disciplinary action against the Member; and
 - (ii) stating the grounds for the proposed disciplinary action; and
 - (iii) specifying the date, place and time of the meeting at which the CC intends to consider the disciplinary action (the disciplinary meeting); and
 - (iv) advising the Member that he or she may do one or both of the following—
 - attend the disciplinary meeting and address the CC at that meeting;
 - give a written statement to the CC at any time before the disciplinary meeting; and
 - setting out the Member's appeal under rule 7.4
- (d) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

7.3 Decision of CC

- (a) At the disciplinary meeting, the CC must—
 - (i) give the Member an opportunity to be heard; and
 - (ii) consider any written statement submitted by the Member.
- (b) After complying with subrule (1), the CC may—
 - (i) take no further action against the Member; or
 - (ii) subject to subrule (3)—
 - reprimand the Member; or
 - suspend the membership rights of the member for a specified period; or
 - expel the Member from the Institute.
- (c) The CC may not fine the Member.
- (d) The suspension of membership rights or the expulsion of a Member by the CC under this rule takes effect immediately after the vote is passed.

7.4 Appeal rights

- (a) A person whose membership rights have been suspended or who has been expelled from the Institute under rule 7.3 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (b) The notice must be in writing and given to the CC—
 - (i) immediately after the vote to suspend or expel the person is taken; or
 - (ii) to the Institute not later than 48 hours after the vote.
- (c) If a person has given notice under subrule 7.4 (b), a disciplinary appeal meeting must be convened by the CC as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (d) Notice of the disciplinary appeal meeting must be given to each Member of the Institute who is entitled to vote as soon as practicable and must—
 - (i) specify the date, time and place of the meeting; and
 - (ii) state—
 - the name of the person against whom the disciplinary action has been taken; and
 - the grounds for taking that action; and
 - that at the disciplinary appeal meeting the members of the sub-committee must vote on whether the decision to suspend or expel the person should be upheld or revoked.

7.5 Conduct of disciplinary appeal meeting

- (a) At a disciplinary appeal meeting—
 - (i) no business other than the question of the appeal may be conducted; and
 - (ii) the CC must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
 - (iii) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (b) After complying with subrule 7.5 (a), the disciplinary subcommittee must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (c) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

8. CONFIDENTIAL INFORMATION

- (a) For the purpose of these By-Laws (including the Institute and its operation as regards the By-Laws), **Confidential Information** means all technical, commercial and other Confidential Information and materials of a Group Member, consumer or small business and includes any information or material that discloses or relates to:
 - (i) a Member's compliance or non-compliance with these By-Laws or the By-Laws;
 - (ii) an actual or alleged breach of these By-Laws;
 - (iii) the commercial, financial or legal affairs of a Member including but not limited to pricing policies, costing information, supplier lists and customer lists;
 - (iv) legal advice;
 - (v) a matter to which an obligation of confidence applies under privacy law; and
 - (vi) any other information or material which is of a confidential or sensitive nature, is marked or denoted as being confidential or which a reasonable person to whom that information or material is disclosed, or to whose attention that information or material otherwise comes, would consider confidential.
- (b) Subject to clause 7.3:
 - (i) members of the Advisory Board, all committees and Institute Members must keep confidential all Confidential Information which comes to their attention in regard to Institute related issues; and
 - (ii) a person who attends an Institute meeting, or a meeting with a CC Member, must not disclose, or use for a purpose other than contemplated by these By-Laws or the By-Laws, any Confidential Information supplied to him/her in connection with the conduct of the business of the CC.
- (c) A CC Member may disclose Confidential Information:
 - (i) to another CC Member or to any person to whom disclosure is reasonably required for the purpose of the CC exercising its functions or powers under these By-Laws or the By-Laws;

- (ii) to any person to whom disclosure of the Confidential Information is required by law;
 - (iii) under corresponding obligations of confidence as imposed by this clause to a person retained to provide advice to the CC; or
 - (iv) with the prior written consent of the By-Laws Compliant Member, subject to privacy law.
- (d) If a Member ceases to be such, it may request that all Confidential Information relating to it be destroyed.

9. RESIGNATION AND TERMINATION OF MEMBERSHIP

- (a) A Member may resign membership at any time by giving at least 5 Business Days' notice in writing to the Board and/or the CC by any means.
- (b) Where the Institute cancels or suspends the Membership of a Member, the Member must immediately cease representing that it is compliant with the By-Laws.
- (c) Non-payment of Annual fees may result in termination of Membership by the board.

10. REVISION AND AMENDMENT OF BY-LAWS

The Board may review and amend these By-Laws at any time it considers it appropriate to do so.

11. DEFINITIONS AND INTERPRETATION

Definitions

In these By-Laws, unless the context indicates otherwise:

Advisory Board means a council of advisors assembled to provide expertise and opinion to the Board from time to time.

Application Fee means the fee determined by the Board from time to time.

Associate Member means the classification of individual membership as described in the Associate Membership section of the Workforce Planning Institute website.

Bankruptcy Act means the *Bankruptcy Act 1966 (Cth)*.

Board means the board of directors of the Workforce Planning Institute Pty Ltd.

Business Day means a day which is not a Saturday, Sunday or public holiday in the place where the relevant act is to be done.

By-Laws means these By-Laws.

CC means the By-Laws Compliance Committee established by the Board for the purpose of the independent administration and enforcement of the By-Laws. In the event a separate CC is not established, the Board will assume the role of the CC.

Certified Practising Member means the classification of individual membership as described in the Certified Practising Membership section of the Workforce Planning Institute website.

Company means the Workforce Planning Institute Pty Ltd.

Confidential Information has the meaning given to that term in clause 7(a).

Consulting Member means the classification of organisational membership, reserved for consulting firms, as described in the Consulting Membership section of the Workforce Planning Institute website.

Institute means the Workforce Planning Institute established by the Company.

Member means a member of the Institute.

Membership Fee means the annual/bi-annual fee as is determined by the Board from time to time.

Organisational Member means the classification of membership, reserved for organisations, as described in the Organisational Membership section of the Workforce Planning Institute website.

Professional Member means the classification of individual membership as described in the Professional Membership section of the Workforce Planning Institute website.

Terms of Reference of the CC means the Terms of Reference of the By-Laws Compliance Committee as approved by the Board as amended from time to time.

Interpretation

Unless the context indicates or requires otherwise, in these By-Laws:

- (a) headings are for convenience only and do not affect the interpretation of these By-Laws;
- (b) reference to the singular includes the plural and vice versa;
- (c) reference to a person includes a corporation and vice versa;
- (d) reference to a body, a committee or a position of, or in relation to, AFIA, or to an official document relating to AFIA, means that body, committee, position or document from time to time;
- (e) any term which is defined in the descriptions of the parties, the recitals or elsewhere in these By-Laws will have that defined meaning;
- (f) where any word or phrase is defined in these By-Laws, any other grammatical form of that word or phrase will have a corresponding meaning;
- (g) reference to an annexure or an appendix, or to a part, article or other subdivision, is to an annexure or appendix, or to a part, article or other subdivision, of these By-Laws;
- (h) reference to a statute, ordinance, By Laws or other law includes any amendment to it, any replacement of it and any statute, ordinance, By Laws or other law intended to operate in conjunction with it and, in each instance, includes every regulation, rule and other instrument;
- (i) reference to "month" is to a calendar month;
- (j) all monetary amounts are in Australian dollars;
- (k) "including" and similar expressions are not words of limitation; and
- (l) reference to a function includes a reference to a power, authority and duty.