2026 GENERAL MEETING – FREQUENLTY ASKED QUESTIONS ON THE PROPOSED CONSTITUTIONAL AMENDMENTS

1. What is the Institute's Constitution?

The Institute's Constitution is the key component of its governance framework that also includes relevant legislation (in particular the Corporations Act 2001), alongside other internal documents including, Charters for bodies such as the Board, National Council and Board Committees, as well as Regulations, and policies and procedures.

The Constitution of a company sets out certain rights, roles and responsibilities of members and directors and rules which govern various internal management activities such as meetings of members and directors.

Constitutions of companies in Australia can only be changed through a vote of members, at a general meeting, which supports proposed changes.

2. Why are the changes to the Institute's Constitution needed?

As for all companies, it is important that the Institute's constitution is fit for purpose, including being aligned with current legal requirements and how the Institute operates.

It has now been 6 years since the last review of the Institute's Constitution and during this time, a number of shortcomings have been identified from a legal, compliance and operational perspective. The proposed changes to be considered at this general meeting address a number of the matters.

3. What kinds of changes are proposed?

All of the proposed changes are 'administrative'. In broad terms they encompass the following:

- Alignment with the Corporations Act, which governs companies in Australia, including the Institute
- Capacity to manage hybrid meetings and meetings using technology
- Gender neutrality in language throughout the document
- Removal of clauses put in place to manage the transition to the new Constitution in 2020, which no longer apply
- Updates to clause references where the referenced clause will change or be deleted, if the proposed changes are approved by the members.

Member briefings will be held, prior to the General Meeting in October, for members who wish to ask any questions about the proposed changes, please see the website for more details.

4. What process has the Institute used to determine the proposed revisions to the Constitution?

Five key steps have been undertaken:

1. Identification of potential amendments by National Councillors, Board and staff
2. Independent legal advice was sought
3. Prioritisation of potential amendments
4. Board and Board Governance Committee review of proposed amendments
5. National Council review and support of proposed amendments

5. How will the membership be affected by the list of proposed amendments for consideration at the 31 October 2026 general meeting?

The only amendments which have an impact on members among these proposed changes are those that relate to general meetings. Amendments to Clause 4.2 and 4.7 provide for the possible use of online technology as a means by which members could participate in formal general meetings of members.

6. Do the proposed amendments make any changes to the role or composition of key governing bodies within the Institute (e.g. Board, National Council, Chapter Council etc)?

No, none of the proposed amendments consider the role or composition of Institute governing bodies. These amendments are very much aimed at administrative matters as noted in question 2 above.

7. You say that other changes may come in due course. Why not wait until all the changes have been identified and do all of them at once?

For the Constitution to remain fit-for-purpose it needs to be adapted to reflect modern practices in Australian law and the Institute's structures. This means that the Constitution will need to be updated from time-to-time.

Given the centrality of the Constitution to the Institute's governance, we feel that steps towards ensuring it is up-to-date and fit-for-purpose are essential, hence a series of amendments are being proposed now. We do however anticipate that further amendments will be presented at upcoming Institute general meetings, including possibly in 2027, as a result of the broad member led review of the Constitution and other key governance documents that is currently underway.

8. What other changes might be coming?

A member-led review involving National Councillors and a Past National President is currently underway which is considering the fitness for purpose of the Institute's governance structures and key processes, including how roles are filled, as well as a focus on increasing clarity of roles and responsibilities between various components of the Institute's governance structure. Recommendations from the review will be made to the Board via National Council, with members being asked to consider proposed changes to the Constitution flowing from the recommendations.