

BY- LAWS OF THE AUSTRALIAN INSTITUTE OF CREDIT MANAGEMENT

(COMPANY LIMITED BY GUARANTEE)

A.C.N. 008 455 758

BY-LAW 1

Subject to article 53 of the Constitution of the Australian Institute of Credit Management, a numbered schedule of by-laws will be maintained from the 11th day of December 2018.

BY-LAW 2

That all by-laws of the Board prior to the 10 June 2019 are hereby revoked, except that any actions and or procedures taking place and continuing to take place under the authority of such previous by-laws may continue if they do not conflict with the constitution and until such previous by-laws are brought to notice of the Board and either re-enacted or revoked.

BY-LAW 3

That all future by-laws enacted be made available to members in conjunction with the constitution and the Chief Executive Officer will maintain a master file of such by-laws annexed to an official copy of the constitution held at the National Office.

BY-LAW 4

Subject to the constitution, by-laws and policy guidelines in force from time to time, a Council on behalf of the Board whose services are purely honorary will manage the business of a Division. As such, Division Councillors may not receive any remuneration or fees either directly or indirectly. However, this clause does not prevent payment in good faith for services to the Institute or, for goods supplied in the ordinary course of business, provided prior approval of the Board has first been obtained. Out of pocket expenses incurred by Councillors on behalf of the Division Council will be paid subject to the guidelines in place from time to time.

BY-LAW 5

COMPOSITION OF COUNCILS

Each Division Council will consist of not less than 5 financial members (unless such lesser number be approved by the Board) and not more than 12 financial members (unless approved by the board) who are eligible for election in accordance with the constitution and these by-laws for the time being in force.

BY-LAW 6

ELECTION of COUNCILLORS

- a) A Notice calling for Nominations to a Division Council in a format approved by the relevant Division Council must be circulated to members at least twenty-one days prior to the Division annual general meeting which must be held no later than 31 August of each year.
- b) Any Life Member, Fellow, or Member wishing to stand for election or re-election as a Division Councillor must no later than Seven days before the date of the Division annual general meeting submit to National Office a nomination in such form as the Division Council may reasonably approve signed by the proposer, seconder and nominee, all of whom have paid their annual subscription for the financial year that the nomination applies.



- c) At the Division annual general meeting Life Members, Fellows, and Members of the Institute who reside in the area under the control of the Division Council will be eligible to vote in the election of nominated councillor to fill vacancies.
- d) Should any casual vacancies arise for Division Councillors they may be filled by the Board or at the invitation of 75% of the Council. Appointees will retire at the next Division annual general meeting, when they are eligible for re-election in accordance with the above by-laws 6(b)&(c).
- e) If the member nominated has already served 6 consecutive years on council, they may serve as a seconded councillor until the next occurring Division annual general meeting when they will be eligible to nominate for a new term as division councillor

BY-LAW 7

TERM of COUNCILLORS

- a) Division Councillors will serve for a term of three years from the date first elected after which time they must stand down however, they are eligible for re-election for a second three-year term.
- b) If a Division Councillor ceases to be a member according to clause 12 of the constitution they will automatically cease to be a Division Councillor.
- c) No Division Councillor may hold office for more than six consecutive years from the date first elected and is then ineligible for re-election as a Division Councillor for a further one year unless they are eligible for election or re-election as a Director, Division President or Division Vice President from the first Council meeting following the Divisional Annual General Meeting and are so elected, without the Boards approval.
- d) Subject to thirty days notice of such proposed resolution being given a Division Council with a 75% majority may remove any member of its Division Council from office and may resolve to appoint another eligible member enrolled within the Division in their place. The removed councillor may appeal the decision by writing to the National President who will determine the appropriate appeal process with reference to by-law 14.

BY-LAW 8

ELECTION of COUNCIL OFFICE HOLDERS

Division Council office holders will be elected and retire as follows:

- a) A Division Council must be held within 30 days of a Division annual general meeting and elect a Division President and a Vice President for a term of one year who take office as from the conclusion of the elections.
- b) No Division President may hold office for more than six consecutive years from the date first elected and is then ineligible for election as a Division President or Vice President for a further three years however, is eligible for re-election as a Division Councillor subject to by-law 6 b).
- c) No one may hold the office of Vice President for more than six consecutive years from the date first elected and is then ineligible for election as a Vice President for a



further three years however, is eligible for re-election as Division President or a Division Councillor subject to by-law 6 b).

- e) To be eligible to nominate for election to the positions of Division President or Division Vice President, a Councillor's six consecutive years must include the next occurring council meeting after that council's AGM. That is the Councillor must have the capacity to continue as a Councillor with the exception of:
- i) An incumbent Division Director will be eligible to serve as a councillor while their term as Director is current as detailed in the constitution.
 - ii) A Division President or Division Vice President may seek re-election for subsequent 1 year terms (up to a maximum of 6 years) notwithstanding that this may exceed six years as a Councillor.
 - iii) A Division Vice-President may seek election for Division President or Division Director while in the position or at the meeting following the expiry of their term.
 - iv) A Division President may seek election for Division Director while in the position or at the meeting following the expiry of their term.
 - v) For clarity, a member may serve on council for multiple terms of 6 years as Councillor, Vice-President, President and Director should Council and Members continue to elect them to these roles.
- f) The Division President will allocate Portfolio Chair responsibilities to Councillors in line with those established at Board level. Portfolio Chairpersons automatically become members of the relevant National Portfolio committee.

BY-LAW 9

POWERS, DUTIES and FUNCTIONS

In addition to the powers, duties and functions delegated by the Board and or imposed upon each Division Council by the constitution, each Division Council will have the following powers and duties:

- a) Cause minutes of all meetings of the Division Council, meetings of committees and general meetings of the Division to be duly recorded containing:
- the names of all members appointed to Council
 - the names of all Councillors present
 - all decisions, resolutions and proceedings of such meeting(s).

Within two weeks of a meeting being held, copies of the aforesaid minutes will be provided to the Chief Executive Officer and made available to all division presidents, division councilors and members of that division as on request."

All supporting reports, documents and statements as presented to the meeting are to be attached to the copy of the minutes forwarded to the Chief Executive Officer.

- b) Council may delegate any of its powers to committees consisting of at least (1) one member of the Division Council and other persons who are financial members of the Institute under terms and conditions it sees fit and determine the quorum of any such committee".
- c) Each Division Council will at all times supply to the Chief Executive Officer or such other nominated person(s) as the Board may request be specifically supplied with, such information and reports as it may require.
- d) Documentation is to be forwarded to the Chief Executive Officer for all income and expenses of the Division Council at such times and in such form as required.
- e) A Division Council will not purchase, lease, rent or mortgage property or; purchase,



- lease or rent items unless authorised in writing by the Chief Executive Officer or National Board as per the delegated authority detailed in the Finance Policy.
- f) The existing Divisions - Queensland, New South Wales, Victoria / Tasmania, South Australia and West Australia will remain in operation provided they continue to be financially viable, conform to the memorandum and constitution; the by-laws and or, decisions and directions, whether general or special, which may be imposed or given by the Board.
 - g) Each Division Council at its discretion and with the prior approval of the Board may establish and conduct Branches of no less than twenty persons within its jurisdiction. Branches will be subject to the constitution and by-laws of the Institute and operating guidelines as provided by the relevant Division.

BY-LAW 10

PROCEEDINGS OF DIVISION COUNCILS.

- a) The Division Council will meet together on a regular and consistent basis for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings at such times and places as they think fit for the transaction of business. A quorum for a meeting of a Division Council is one-half of the members thereof or the nearest greater number thereto.
- b) The Division Council may at any time, and the Division President upon the request of three of its members must convene a meeting of the Council. Resolutions adopted at any meeting will be decided by a majority of votes. Each Councillor is entitled to one vote, except the Division President who in case of an equality of votes, has a casting vote only.
- c) At every meeting of the Division Council, the Division President will preside as Chairman unless he is unwilling to act or absent, in which case the Division Vice President will preside. If both are unwilling to act or are absent then after fifteen minutes have elapsed after the time appointed for the meeting, the members of the Council present, provided they constitute a quorum, will elect one of their number as Chairman of the meeting.
- d) If the Division President is not presiding at a meeting of the Council or is absent and there is an equality of votes, the person presiding will in addition to his deliberative vote have a casting vote.
- e) A meeting of the Division Council for the time being at which a quorum is present will exercise all or any of the authorities, powers and discretions by or under the constitution for the time being vested in or exercisable by the Division Council generally.
- f) Reasonable notice must be given to all members of a Division Council of any meetings of the Council specifying the time, place and general nature of the business of such meeting but where the Division President considers an emergency exists they may take such steps as the Division President considers necessary to notify members of the Council of the proposed meeting notwithstanding that twenty one days notice may not have been given.
- g) Upon the announcement of the Young Credit Professional of the Year in a Division, the winner, if a member of the AICM, will be invited to become a supernumerary member of that Division Council for a 12 month period or until a new Young Credit Professional of the Year is declared, whichever occurs first.
- h) Councillors absent from two consecutive meetings or three meetings over a 12 month period will be required to request a leave of absence.



BY-LAW 11
GENERAL MEETINGS

The business of a Division annual general meeting is:

- a) To confirm the minutes of the previous meeting,
- b) To elect and or confirm Councillors as members of the Division Council from a list of eligible nominations in accordance with the constitution and by-laws.

The procedure to be adopted by Division Councils in conducting a Division general meeting will follow as closely as possible the procedure contained in clauses 15-32 of the constitution.

BY-LAW 12
NATIONAL OFFICE STAFF

The Chief Executive Officer is responsible for the efficient operational management of the Institute and its Divisions. The Chief Executive Officer may, at his or her discretion, appoint staff and/or a Body Corporate to assist the Chief Executive Officer in meeting the strategic objectives set by the board.

BY-LAW 13
MEMBERSHIP

- a) Membership applications will be processed according to article 8 of the constitution, with the board delegating the review of determinations made by the secretary to the Division Council within which the applicant resides.
- b) Members who subsequently move or relocate to another State or Territory will automatically be transferred - if financial - to the Division in which the member resides.
- c) The members of the Institute are divided into the following classes.
(i) Member (ii) Fellow (iii) Life Member (iv) Corporate Member (v) Retired.
- d) TO BE ELEVATED TO FELLOW FICM

A member may nominate or be nominated by a member to be elevated to the classification of Fellow (FICM).

A member who nominates another member or who seeks elevation to the class of Fellow will make application to the relevant Division Council and if thought fit, forward it to the Chief Executive Officer who in turn, will forward the application to the Membership Director for approval prior to placing it before the Board. In assessing the application, the board will consider, among other things, the following:

- i) The applicant has been a Certified Credit Executive (CCE) continuously for the three years prior to making the application,
- ii) At the date of the application being assessed by the board the applicant is employed in credit or credit related profession; and
- iii) The applicant is a fit and proper person both in respect of character, experience and position to be elevated to this class.
- iv) Has been a member of the Institute for 10 consecutive years

The relevant Division Council will provide to the Board a detailed summary of the applicant's contribution and service to the Institute and or to the credit profession and will also provide particulars supporting its recommendation, signed by the Division



President, that the applicant should be elevated to this class. Services to the institute to be considered include:

- i) Contribution to the Division in an executive capacity such as Division President or Vice President
- ii) Contribution to the Division as a portfolio holder having made significant achievements in that portfolio
- iii) Significant service to the institute as a sub-committee member
- iv) Service to the Institute and profession as a mentor or ambassador contributing to the development of individuals, the institute or the profession.

e) **TO BE ELECTED TO LIFE MEMBERSHIP LICM**

A member may nominate or be nominated by a member to be elevated to the classification of Life Member of the Institute (LICM).

A member who nominates another member or who seeks elevation to the class of Life Member will make application to the relevant Division Council and if thought fit, forward it to the Chief Executive Officer who in turn, will forward the application to the Membership Director for approval prior to placing it before the Board.

If in the opinion of the Board a member has made a substantial contribution to the affairs of the Institute or to the credit profession, it may by a 75% majority elect such person to be a Life Member of the Institute.

The criteria, unless amended from time to time by the Board will be;

- i) Division Council's and or, a Director(s) may propose a financial member of good standing for election to Life Membership,
- ii) The member being proposed has been a member continuously for at least twenty years and has been a Division Councillor for at least six years and:
- iii) Has held the office of a Portfolio Chairman in a Division in at least two positions and has made a distinguished and significant contribution to the Institute in at least one of those capacities - preferably, as a Division President,
- iv) And or, has represented a Division as a member of the Board and as a Portfolio Director made a demonstrable contribution to the aims, goals and objectives of the Institute,
- v) And or, has held the position of Australian President for at least (2) years,
- vi) Or, has made such an outstanding contribution to the credit profession over a period of at least ten (10) years that in the opinion of the Board, his election to Life Membership would be appropriate recognition for his contribution.

A Life Member:

- i) Is not liable to pay any fee or subscription to the Institute, nor be liable to pay any levy imposed by it,
- ii) Is eligible to hold office as a member of the Board or a Division Council,
- iii) Is entitled to receive notices of all general meetings of the Institute and to attend and speak thereat and is entitled to vote.

f) **TO BE ADMITTED AS RETIRED**

Any person who makes application for admission as a member in the class of Retired will satisfy the Division Council that he/she is a fit and proper person to be admitted as a member in that classification.



He/she will also satisfy the Division Council that he/she has:

- a) Reached the age of 60 years
- b) Has been an Institute Member for the past ten (10) years
- c) Is no longer employed.
- d) Paid subscription fee/s as determined by the Board, from time to time.

A Retired member will have the same rights as a Member.

BY LAW 14

COMPLAINTS PROCEDURE

a) Complaints Made. A complaint made to the Institute must be in writing and accompanied by such documentary or other evidence as may be available that a member has:

- i) violated the constitution, including the Memorandum of Association, By Laws, Code of Ethics of the Institute or Board decision
- ii) engaged in conduct prejudicial to the good name of the Institute;
- iii) obtained admission to the Institute by improper means.

b) Who May Make A Complaint? A complaint may be made by:

- i) a member of the general public;
- ii) a member of the Institute;

Such complaint will immediately be forwarded to the Chief Executive Officer who will advise the Board **and** refer it to the Australian President who will determine whether the member has a case to answer.

c) Establishment of a Complaints Committee. If the Australian President determines that there is a case to answer, he/she will establish a Complaints Committee to investigate the complaint(s) against a member or members.

d) Composition of Complaints Committee. The establishment and composition of the Complaints Committee is at the discretion of the Australian President.

e) Chairman of Complaints Committee. The Chairman of the Complaints Committee will be appointed by the Australian President.

f) Notification. The Chief Executive Officer will advise the member(s) against whom the complaint(s) has been made of the name(s) of the complainant and grounds of complaint. Such advice will be by mail and marked "confidential" and addressed to no other person than the member concerned.

g) Discussion. The Complaints Committee may discuss the complaint with the parties concerned and attempt to reach a resolution by agreement between the parties.

h) Hearing by Complaints Committee. When a complaint is not resolved by agreement to the satisfaction of the Australian President, the Complaints Committee will hear and investigate the complaint.

i) Hearing Procedure. The Chief Executive Officer on behalf of the Chairman of the Complaints Committee will advise the complainant(s), defendant(s) and any required



witnesses of:

- i) the name of the chairman and members of the committee;
- ii) the time and date of the hearing;
- iii) the right of the member(s) to be heard in regard to the complaint;
- iv) whether or not the defendant(s), complainant or other witnesses are required to appear before the committee or provide a written submission.

Where the complainant(s) refuses to make an appearance or written submission the complaint may be referred to the Chief Executive Officer who will refer it to the Australian President without further notice.

Where the defendant refuses to make an appearance or written submission such action will be regarded as a breach of personal conduct and referred to the Chief Executive Officer who will refer it to the Australian President.

The complainant, defendant or other witnesses will not to be represented unless the committee consents to representation in accordance with section j) of these Procedures.

- j) Natural Justice.** The Complaints Committee may regulate its own proceedings and adhere to the rules of natural justice.
- k) Complaints Committee Recommendation** Within fourteen days of completion of the hearing, the committee will provide written advice of its recommendation to the Chief Executive Officer who will forward it to the Australian President.
- l) Treatment of Panel's Recommendation** The Australian President will review the committee's recommendation and will either dismiss or uphold the complaint. If the complaint is substantiated the Australian President may take such disciplinary action as he deems appropriate.
- m) Appeal.** The member or complainant may, within a period of thirty days after being notified of the decision of the Australian President may appeal by giving notice to the Chief Executive Officer who will refer the matter to the Board.
- o) Appeal to the Board.** The following procedures will apply to hearings of the Appeal to the Board
 - i) the Board will regulate its own proceedings and adhere to the rules of natural justice,
 - ii) in the absence of the Chairman, other members may elect one of their number to act as Chairman.
 - iii) the Chairman may exercise a casting vote as well as a deliberative vote,
 - iv) a decision of the Board will not be invalidated in consequence of a vacancy in its membership or the absence of any member provided that the decision is made by at least three members who will form a quorum.
 - v) the Board will provide in writing to the Chief Executive Officer the reasons for the Board's determination and the Chief Executive Officer will advise the parties to the hearing accordingly.
 - vi) the Chief Executive Officer will implement the decision of the Board.
- p) Decisions Final.** The decision of the Board is final.