NOTICE OF ANNUAL GENERAL MEETING 2017

The 66th Annual General Meeting of the Planning Institute of Australia Ltd (ACN 151 601 937) will be held on

THURSDAY 30th NOVEMBER 2017 at 5.30PM
at

Ibis Adelaide, Engine Room (level one)
122 Grenfell Street, Adelaide SA 5000

Business

1. Minutes of Previous Meetings
   To receive the minutes of the 65th Annual General Meeting and the Special General Meeting held 8 September 2017.
   Note: Members are not required to approve the minutes.

2. Financial Statements and Auditor's Report
   To receive and consider the financial report of the Institute for the financial year ended 30 June 2017 together with the declaration of the Directors, the Directors' Report and the Auditor's Report.
   Note: Members are not required to approve these reports.

3. RESOLUTION 1 – Revise the Code of Professional Conduct
   The Board recommends that the Members consider and, if thought fit, pass the following as an ordinary resolution: That the revised Code of Professional Conduct be endorsed for adoption by the Institute from 31 January 2018.

4. RESOLUTION 2 – Amend the Constitution
   The Board recommends that the Members consider and, if thought fit, pass the following as a special resolution: That the Constitution of the Planning Institute of Australia Ltd be amended so that:

   a. An individual in the role of President or Young Planner Director will be deemed to have served a term if they have held the position for 365 or more consecutive days;

   b. A period where the President or Young Planner Director has held that position for less than 365 days will not be considered a term, and the individual remains eligible for reappointment for the maximum number of terms permitted;
c. The period will be calculated from the date the individual’s appointment takes effect; and

d. A definition of “Board” is included at Section 34.2 Definitions.

5. Announcement of Incoming Directors and 2017/18 Board

To hear the result of the Queensland, New South Wales and Victoria Division Director elections and the membership of the 2017/18 Board.

Note: Members are not required to approve the appointments.

By Order of the Board

[Signature]

DAVID WILLIAMS
COMPANY SECRETARY
6 NOVEMBER 2017

An Explanatory Statement accompanies this Notice and contains information relevant to the proposed resolutions. Members should read these documents in full.

RSVP

Please send your intent to attend the Annual General Meeting, or your apology, to Brenda Payne, Board Secretariat and Executive Assistant, by 5.00PM ACDT Friday 24 November 2017, via email brenda.payne@planning.org.au or by calling (08) 7122 9361.
YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your Institute and your vote is important.

Members of the Planning Institute of Australia (PIA) (Registered Planners/Certified Practicing Planners, Full Members, Fellows and Life Fellows) are entitled to attend, speak at the meeting and to vote either in person or by proxy.

Honorary Fellows of PIA are entitled to be present, but do not have the right to speak without leave of the Chairperson and do not have the right to vote.

Associate Members (Students, Graduates, Affiliates and Allied Professionals) do not have any formal rights in relation to attending and participating in PIA General Meetings, however the Board welcomes them to attend as observers.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above. Please send your RSVP as instructed on page 2.

VOTING BY PROXY

If you are unable to attend the meeting, you are encouraged to vote by proxy by completing and returning a Proxy Form to the Company Secretary. A proxy form accompanies this Notice and is available from the PIA website https://www.planning.org.au/documents/item/8775

To return a Proxy Form:

(a) By post to: Planning Institute of Australia  PO Box 5427  Kingston ACT 2604

(b) In person to: Planning Institute of Australia  Unit 16, Level 3  11 National Circuit  Barton ACT 2600

(c) By facsimile to: Planning Institute of Australia on (02) 6262 9970

(d) By email to: brenda.payne@planning.org.au

so that it is received no later than 5.00PM ACDT on Wednesday, 29 November 2017.
EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of PIA Members regarding the business to be conducted at the Annual General Meeting to be held at 5.30pm on Thursday 30th November 2017, at Ibis Adelaide (Engine Room), 122 Grenfell Street, Adelaide SA 5000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Members in deciding whether or not to pass the Resolutions in the Notice of Meeting, and to provide further information on items of business not requiring resolution.

Minutes of Previous Meetings

The minutes of previous meetings are tabled for Members' information. Any Member unable to access the online version can contact the Board Secretariat on (08) 7122 9361 and a copy will be posted.

2016 Annual General Meeting minutes: https://www.planning.org.au/documents/item/8246
8 September 2017 Special General Meeting minutes: https://www.planning.org.au/documents/item/8678

Financial Statements and Auditor’s Report

In accordance with the Constitution, the business of the Annual General Meeting will include the receipt and consideration of the Annual Financial Report of the Institute for the financial year ended 30 June 2017 together with the declaration of the Directors, the Directors’ Report and the Auditors’ Report.

The 2016/17 Financial Report and documentation is accessible on the PIA website at https://www.planning.org.au/documents/item/8776. Any member unable to access the online version is welcome to contact the Board Secretariat on (08) 7122 9361 and a copy will be posted.

Members will be given reasonable opportunity at the meeting to ask questions or make comments on these reports.

RESOLUTION 1 – Revise the Code of Professional Conduct

In July 2017 the Board convened a working group to review the Code of Professional Conduct (“the Code”) dated April 2014, in consideration of feedback from investigation panels and the Institute’s experiences in receiving complaints against Members.

The working group was formed of six senior PIA Members who have served as investigation panel chairs between February 2016 and June 2017.

The working group met by teleconference several times through August to October 2017 and considered the Code in relation to similar codes, including those of the Australian Institute of Architects, the New Zealand Planning Institute, and the Royal Town Planning Institute (UK). The group’s aim was to:

- remove ambiguity in the Code and address any gaps
- make the Code clearer to assist:
PIA Members with understanding the ethical standard required of them
the public with knowing what standard to expect from Members
investigation panels with adjudicating complaints
improve supporting information for both the public and Members.

The result is a significantly updated Code of Professional Conduct and a suite of supporting material that is currently in development. Due to the extensive nature of the changes a marked-up version is unavailable, however copies of the existing and revised Codes are available on the PIA website for comparison:


**Broad summary of changes**

- Preamble expanded into an introduction of the Code and outline of good planning principles, moving the Code's focus away from being guidance and support for Members to firmly establishing what is expected of them as professionals and Members of PIA
- Six former headings reorganized into **four core principles**
- Inclusion of a small (not exhaustive) selection of guidance notes that provide examples of, or further information about, nearby standards
- Overall strengthening of language, and removal or alteration of clauses and wording deemed ‘aspirational’.

**List of changes (not exhaustive), with notable changes in bold**

- Inclusion of requirements in new section 1 Competency, Due Care and Diligence to:
  - ensure written agreements are in place before commencing work on planning services; and
  - have appropriate insurance coverage.
- Existing clause 1 (f) *Always provide advice which, in similar circumstances, is materially consistent with that previously given to the same or another client or employer* removed as the spirit of this clause is reflected in new section 2 Respect, Honesty and Integrity
- Existing clause 1 (g) *Understand to the extent required, the planning law in which they operate* replaced with new clause 1 (c) *practise in accordance with relevant legal and statutory requirements* as a Member must adhere to legal and statutory requirements, not just understand them
- Existing clauses 1 (j) and (l) now covered by the Introduction
- New clause 1 (k) requiring Members to ensure that any public statement made by them does not purport to represent the Institute's view, unless expressly authorized by the Institute to do so
- Existing section 2 Respect for All Persons retitled to Respect, Honesty and Integrity and expanded to include:
  - a specific expectation that Members will conduct themselves with honesty and integrity
  - a guidance note noting that it is considered fair practice for a Member to decline work from a client when that client has an unpaid account with another Member for the same property that advice is being sought
• Existing clause 2 (b) Treat their colleagues with mutual respect for their professional opinion, ensuring that their opinions are provided in the public arena or otherwise on an informed basis with due regard to evidence, fact or substantiated argument removed as it is unclear what behaviour this clause is trying to uphold

• Existing section 3 Avoid Conflict of Interest replaced entirely with new section 3 Professional Behaviour, including new clause (f) requiring Members to disclose in writing to, and seek written permission from, their employer before undertaking additional paid or honorary employment in planning or a related profession, unless the employer has a written policy expressly negating this requirement

• Removal of existing clause 4 (c) which requires Members to keep information confidential unless its disclosure is necessary to prevent a substantial damage to the public interest. The original clause could appear as an inducement for Members to breach confidentiality. The Code is now silent in this area. The working group noted that no other Code deals with the matter of confidentiality and the public interest.

• Existing clause 4 (d) removed as it’s a reiteration of clause 4 (b).

• Existing section 5 Fair Competition removed as there is legislation that deals with this matter already. However, the clauses under this heading were changed and moved as follows:
  o Replacement of existing clause 5 (a) Not induce a breach of contract or solicit work from another Member who has been engaged to carry out a commission with new clause 2 (d) not attempt to supplant the work of another Member who has been engaged to carry out a commission as it more directly conveys the behaviour the Code considers unethical. In addition, a guidance note reminding Members who knowingly take on a project that was previously being done by another Member, to, as a courtesy, notify the previous Member that this is the case, has been added.
  o Existing clause 5 (b) If employed by a statutory authority or public body, not undertake private commissions unless: [...] removed entirely as it is the employer's responsibility to enforce, and not the Code's
  o Existing clause 5 (c) Not allow diminution of the Members professional obligations and responsibilities if undertaking an honorary commission removed as elsewhere the Code states that Members undertaking honorary or pro bono work are bound by the Code in its entirety
  o Removal of existing clause 5 (d) Not carry out work on a contingency fee (success fee) basis and insertion of guidance note under new section 2 instead. The working group discussed the prohibition against Members working on a contingency fee basis and decided that prohibiting such an arrangement is unnecessary. Instead, the guidance note at new section 2 cautions Members to be mindful that this model can be an inducement for behaviour that does not meet the ethical standards set by the Code, and reminds them of potential disclosure requirements in some situations.

• Existing section 6 Professional Responsibility removed as it is covered by the Code generally
RESOLUTION 2 – Amend the Constitution

PIA’s Constitution for the Company Limited by Guarantee was first adopted in 2011, and last amended at the Special General Meeting on 8 September 2017.

At a Board teleconference on 20 October 2017, the Board resolved to propose additional changes to the Constitution to correct the part-term period for the national President and Young Planner Director positions. The Constitution with proposed amendments marked-up is available on the PIA website at https://www.planning.org.au/documents/item/8778 and should be read alongside these explanatory notes.

Any member unable to access the online version is welcome to contact the Board Secretariat on (08) 7211 9361 and a copy will be posted.

Note regarding special resolutions

At least 75% of the votes cast by Members entitled to vote on a special resolution must be in favour of the resolution for it to be passed.

Proposed amendments

a. An individual in the role of President or Young Planner Director will be deemed to have served a term if they have held the position for 365 or more consecutive days

b. A period where the President or Young Planner Director has held that position for less than 365 days will not be considered a term, and the individual remains eligible for reappointment for the maximum number of terms permitted

c. The period will be calculated from the date the individual’s appointment takes effect

d. A definition of “Board” is included at Section 34.2 Definitions.

Currently, the Constitution deems a Young Planner Director or the national President to have served a term if they have held the position for 548, or more, consecutive days (1.5 years). The same period applies to Directors elected by Divisions, or Directors appointed to fill vacancies. 548 days (1.5 years) is half of a Director elected by a Division's ordinary term.

However, as the Young Planner Director and national President both have ordinary terms of 2 years, the Board proposes to amend the Constitution so that a Young Planner Director or national President will be deemed to have served a term if they have held the position for 365, or more, consecutive days (1 year), which is half of an ordinary term for those positions.

To enable this, the following amendments (indicated in red text) are proposed:

16.4 Calculation of Terms

(a) For the purposes of determining whether a term has been served by:

(i) a Director appointed by a Divisional Election; or

(ii) the Young Planner Director;

(iii) the President; or
(iv) (ii) a Director appointed to fill a vacancy pursuant to clause 16.13, an individual will be deemed to have served a term, if the Director has held that position for five-hundred and forty-eight (548), or more, consecutive days.

(aa) For the purposes of determining whether a term has been served by:

(i) The Young Planner Director; or

(ii) The President,

an individual will be deemed to have served a term if that person has held the position for three-hundred and sixty-five (365), or more, consecutive days.

(b) For the avoidance of doubt, if a Director referred to in clause 16.4(a) has held that position for less than 548 consecutive days, then that period will not be considered a term and the Director remains eligible for reappointment for the maximum number of terms permitted pursuant to clause Error! Reference source not found. and clause 0, as appropriate, in addition to the period served.

(bb) For the avoidance of doubt, if a person referred to in clause 16.4(aa) has held that position for less than 365 consecutive days, then that period will not be considered a term and the person remains eligible for reappointment for the maximum number of terms permitted pursuant to clause Error! Reference source not found. and clause 0, as appropriate, in addition to the period served.

(c) The number of days served in the position of Director referred to in clause 16.4(a) or the Young Planning Director and President referred to in clause 16.4(aa) will be calculated commencing from the date the individual's appointment takes effect, pursuant to clauses Error! Reference source not found., Error! Reference source not found., Error! Reference source not found. and Error! Reference source not found., as appropriate, and ends on the date the Director is required to vacate the position.

16.13 Vacancies

If any vacancy occurs in the Board for any reason, that vacancy must be filled within three calendar months (or such longer period as the Directors may otherwise resolve) by the Board unless a scheduled election in accordance with Clause 16.5 is anticipated to occur within six calendar months of the vacancy arising. The person filling the vacancy shall retire at the annual general meeting in a year that is consistent with Clause 16.5, but subject to clauses 16.3,16.4(a) and 16.4(aa) may stand for re-election. for a second term.

The last change is a housekeeping amendment to clause 34.2 Definitions.

“Board” means the Board of Directors of the Institute.

Announcement of Incoming Directors and 2017/18 Board

The following Director resigned in September 2017:

• Brooke Yates (ACT)

The following Director will retire at the 2017 AGM:

• Steve Dunn (VIC)
The following new Director was elected this year to a three-year term:

- Nicola Smith (VIC)

The following Directors' terms expired this year and were re-elected to three-year terms:

- Darren Crombie (QLD)
- Steve O'Connor (NSW)

The following Directors will continue to serve for the remainder of their terms:

- Ian Stanley (TAS) until 2018
- Cate Hart (SA) until 2018
- Cindy Robson (NT) until 2019
- Marion Thompson (WA) until 2019

The following position was vacant at the time of posting the Notice of Annual General Meeting, but is anticipated to be announced to Members prior to the AGM:

- Director (ACT) until 2018

The President Brendan Nelson, and Young Planner Director Phoebe Harrison, continue to serve the remainder of their two-year terms until 2018.

ENQUIRIES

Members may contact the Company Secretary via the Board Secretariat and Executive Assistant on (08) 7122 9361 if they have any queries in respect of the matters set out in these documents.
I, ........................................................................................................................................ (NAME - BLOCK LETTERS),
of .................................................................................................................................................. (ADDRESS – BLOCK LETTERS),
being a Member (Registered Planner, Certified Practicing Planner, Full Member, Fellow or Life Fellow) of the
Planning Institute of Australia hereby appoint the following:

☐ the PIA National President (Chair of the Meeting)

OR

☐ .................................................................................................................................................. (NAME - BLOCK LETTERS)

as my proxy, or failing the person so named or, if no person is named, the Chair of the Annual General Meeting
to vote in accordance with the following directions or, if no directions have been given, as the Proxy see fit, at
the 2017 Annual General Meeting of the Planning Institute of Australia Ltd, and at any adjournment thereof.

The Chair intends to vote undirected Proxies in favour of all Resolutions in which the Chair is entitled to
Vote.

Voting on Business of the Meeting – Ordinary Resolution

<table>
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<tr>
<th>RESOLUTION 1</th>
<th>That the revised Code of Professional Conduct be endorsed for adoption by the Institute from 31 January 2018.</th>
<th>FOR</th>
<th>AGAINST</th>
<th>ABSTAIN</th>
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Voting on Business of the Meeting – Special Resolution

| RESOLUTION 2 | That the Constitution of the Planning Institute of Australia Ltd be amended so that:  
|--------------|--------------------------------------------------------------------------------------------------|-----|---------|---------|
|              | a. An individual in the role of President or Young Planner Director will be deemed to have served a term if they have held the position for 365 or more consecutive days;  
|              | b. A period where the President or Young Planner Director has held that position for less than 365 days will not be considered a term, and the individual remains eligible for reappointment for the maximum number of terms permitted;  
|              | c. The period will be calculated from the date the individual's appointment takes effect; and  
|              | d. A definition of “Board” is included at Section 34.2 Definitions. | ☐  | ☐       | ☐       |

Member’s Signature ........................................................................................................ Date ....../....../......
1. **Appointing a Proxy:** Any Full Member, Fellow or Life Fellow of PIA entitled to attend and cast a vote at the Meeting, is entitled to appoint a Proxy to attend and vote on their behalf at the Meeting. A duly appointed Proxy must also be a Full Member, Fellow or Life Fellow of the Institute.

2. **Directions to Vote:** A Full Member, Fellow or Life Fellow of PIA may direct a Proxy how to vote by marking one box opposite each item of business. Where a box is not marked the Proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.

3. **Attending the Meeting:** Completion of a Proxy Form will not prevent individual Members from attending the Meeting in person if they wish. Where a Member completes and lodges a valid Proxy Form and attends the Meeting in person, the proxy is not revoked by the Member attending the Meeting but if the Member attending votes on a resolution, the person acting as proxy for that Member has no vote as proxy on that resolution.

4. **Return of Proxy Form:** To send a Proxy to the Meeting to vote on your behalf, please complete and sign the enclosed Appointment of Proxy Form and return it:

   (a) **By post to:** Planning Institute of Australia  
       PO Box 5427  
       Kingston ACT 2604

   (b) **In person to:** Planning Institute of Australia  
       Unit 16, Level 3  
       11 National Circuit  
       Barton ACT 2600

   (c) **By facsimile to:** Planning Institute of Australia on (02) 6262 9970

   (d) **By email to:** brenda.payne@planning.org.au

so that it is received no later than **5.00PM ACDT on Wednesday 29 November 2017**.
CONFIRMED MINUTES OF THE ANNUAL GENERAL MEETING

Held on Thursday 24 November 2016
at QT Canberra, Studio 4
1 London Circuit, Canberra ACT 2601

Meeting Opened at 5:36pm

Present & Eligible to Vote

- Brendan Nelson RPIA (Chair)
- Cindy Robson MPIA
- Clare Wall MPIA
- Ian Stanley RPIA (Fellow)
- Karen Wright MPIA CPP (Fellow)
- Kirsty Kelly RPIA (CEO)
- Lauren Hendriks MPIA
- Liz de Chastel MPIA CPP (Fellow)
- Marion Thompson MPIA
- Phoebe Harrison MPIA
- Robert Sroczynski MPIA
- Rolf Fenner MPIA (Fellow)
- Steve Dunn RPIA

Others Present

- Andrew Wheeler PIA (Assoc.)
- Brenda Payne (minutes)
- Claire Adams PIA (Assoc.)
- Danielle Henderson (PIA staff)
- David Williams (COO)
- George Karanfilovski PIA (Assoc.)
- Jenny Street (PIA staff)
- Karen Lock (PIA staff)
- Natalia Weglarz PIA (Assoc.)
1. **Welcome and Notification of Proxies**

The Chair welcomed members to the 2016 Annual General Meeting of the Planning Institute of Australia (PIA), being PIA's 65th Annual General Meeting. He acknowledged the traditional custodians of the land and Elders past, present and emerging, and PIA's Fellows who were present at the meeting.

The CEO, as Company Secretary, advised the members present that valid Proxy Forms from Members of the Planning Institute of Australia had been received from:

- Barrie Melotte MPIA (Life Fellow)
- Dy Currie MPIA CPP (Fellow)
- Emma de Jager RPIA
- Hao-Wen James Li MPIA CPP
- Joel Taggart MPIA
- Larry Guise MPIA
- Nicola Smith RPIA (Fellow)
- Paul Mickan MPIA CPP
- Stan Lai MPIA

7 proxies were in favour of the Chair (Brendan Nelson RPIA) and 2 were in favour of Marion Thompson MPIA; 8 proxies directed their votes in favour of all resolutions, and one was left open to Marion Thompson MPIA.

2. **Apologies Received**

The CEO advised that apologies for the meeting were received from Andrew Young MPIA (Life Fellow), Barrie Melotte MPIA (Life Fellow), Cate Hart (Atkinson) MPIA (Fellow), Darren Crombie MPIA CPP, Dy Currie MPIA CPP (Fellow), Ed Wensing MPIA (Fellow), Emma de Jager RPIA, Hao-Wen James Li MPIA CPP, Joel Taggart MPIA, Larry Guise MPIA, Lindsey Dey MPIA, Nicola Smith RPIA (Fellow), Paul Mickan MPIA CPP, Stan Lai MPIA, Stephanie Knox RPIA (Life Fellow), Steve O’Connor RPIA (Fellow), and PIA's Auditor Vincents Assurance and Risk Advisory.

3. **Confirmation of the Minutes of the 64th AGM – November 2015**

The Chair asked that the Minutes of the last Annual General Meeting held on Thursday 26 November 2015, having previously been distributed to Members, be tabled and that the Minutes be taken as read.

The Chair then moved that the Minutes as read be adopted as a correct record of the 2015 Annual General Meeting of Planning Institute Australia.

*Moved: Brendan Nelson RPIA  
Seconded: Steve Dunn RPIA  
(MOTION: CARRIED)*
4. **Remembering Passed Fellows, Life Fellows and Honourary Fellows**

The Chair asked those present to take a moment to remember PIA's Fellows, Life Fellows and Honourary Fellows who had passed away in the preceding year, and which PIA had been notified of their passing. Remembered where: David Hain (Fellow), Stuart Hart, Basil Veal and Alan Hutchings (Life Fellows), and Martyn Webb and Ian Lonie (Honorary Fellows).

5. **President's Report – Year in Review**

The Chair presented the Institute's 2015/16 Annual Review containing the President's Year in Review to the meeting. The Chair then called for questions in relation to PIA's activities during the year and thanked PIA's CEO for her leadership.

6. **Financial Statements and Auditor’s Report**

The Chair asked that the Financial Statements and the Auditors Report for the period ending 30 June 2016, as previously distributed to Members, be tabled and be taken as read. The Chair opened the meeting for any questions on the Financial Statements and Auditors Report.

The Chair then moved that the Financial Report of the Institute for the year ended 30 June 2016 together with the declaration of the Directors, the Directors’ Report and the Auditors’ report, be accepted.

*Moved: Brendan Nelson RPIA  
Seconded: Ian Stanley RPIA (Fellow)*

**(MOTION: CARRIED)**

7. **Reappointment of Brendan Nelson as PIA National President**

The Chair was honoured to be re-appointed by the Board to a second term as National President (ending at the AGM in 2018) and explained the appointment process. A call for nominations for the position of National President was sent to all members of PIA in March 2016. Nominations were received by the Company Secretary, and the Board (chaired by Steve O'Connor RPIA (Fellow), Vice-President, due to the incumbent President's conflict as a nominee) interviewed candidates in May 2016 and made the appointed in accordance with PIA's Constitution.
8. Announcement of Incoming Directors

The Chair announced that the following directors retired at this AGM:

- Deborah Curry MPIA NT
- Andrew Wheeler PIA (Assoc.) Young Planner Director

Additionally, Andrew Grear MPIA CPP (Fellow) – SA resigned from the Board in July 2016.

The Chair thanked them for their service to PIA, in particular Deborah’s work as Chair of the Education Committee, Andrew Wheeler’s significant contribution to the Board and Young Planners and Andrew Grear’s brief but valuable contribution to the Policy and Advocacy Committee.

The CEO as Company Secretary then announced:

The following new directors have been appointed to serve on the Board:

- Cate Hart (Atkinson) MPIA (Fellow) – SA, commenced in the casual SA vacancy on 1 November 2016 and will serve the remainder of the term until 2018.
- Phoebe Harrison MPIA – Young Planner Director

The following director whose term expired this year was re-elected:

- Marion Thompson MPIA WA

The following new director has been elected to serve on the Board:

- Cindy Robson MPIA NT

The following directors will continue to serve on the Board:

- Brendan Nelson RPIA National President
- Steve Dunn RPIA VIC
- Stephen O’Connor RPIA (Fellow) NSW
- Darren Crombie MPIA CPP QLD
- Brooke Yates MPIA ACT
- Ian Stanley RPIA TAS

To summarise - the Board of Directors for 2016/17 is:

- Brendan Nelson RPIA National President
- Phoebe Harrison MPIA Young Planner Director
- Brooke Yates MPIA ACT
- Cate Hart (Atkinson) MPIA (Fellow) SA
- Cindy Robson MPIA NT
- Darren Crombie MPIA CPP QLD
- Ian Stanley RPIA TAS
- Marion Thompson MPIA WA
- Steve Dunn RPIA VIC
- Stephen O’Connor RPIA (Fellow) NSW
9. **General Business**

The CEO advised the Chair that there was one request from Members to add a matter of General Business (9.1 below) to the agenda of the 2016 AGM, as per the requirements under the Constitution.

9.1 **Rural and Regional Planning Charter**

The CEO briefed the meeting on PIA’s successful inaugural Rural and Regional Planning Conference held in Stanthorpe, Queensland in October 2016. At the Conference, members presented a draft *Rural and Regional Planning Charter*. The Charter seeks to recognise planning and the role of planners in rural and regional areas. Further consultation on the draft will be sought from members in due course.

10. **Thank you Kirsty Kelly, outgoing CEO**

PIA’s National President, Brendan Nelson RPIA and Chief Operating Officer, David Williams spoke to the meeting and reflected on CEO Kirsty Kelly’s career with the Planning Institute. On behalf of the Board and members, the President extended heartfelt thanks and congratulations to Kirsty for her years of successful leadership, and wished her well for the future. David Williams presented Kirsty with a gift on behalf of the Board, members and staff. Kirsty’s reflections on her time as CEO are contained in the Annual Review.

11. **Close**

The Chair concluded there were no other matters to be considered by the Meeting, and declared the meeting closed.

**Meeting closed: 6.20pm**
CONFIRMED MINUTES OF THE
SPECIAL GENERAL MEETING

Held on Friday 8 September 2017
at NSW Department of Planning and Environment
Waratah Room, Level 31, 320 Pitt Street, Sydney NSW 2000

Meeting Opened at 5.08 pm

Present & Eligible to Vote

- Brendan Nelson RPIA
- Dean Hosking MPIA
- Jenny Rudolph MPIA
- John Brockhoff MPIA
- Juliet Grant RPIA (Fellow)
- Rolf Fenner RPIA (Fellow)
- Stephen McMahon RPIA (Fellow)
- Steve O’Connor RPIA (Fellow)
- Tony McNamara RPIA (Life Fellow)
- Thomas Watt MPIA

Others Present

- David Williams (via phone)
- Brenda Payne (via phone)
- Michelle Riepsamen (minutes)
- Chris Twitchen PIA (Assoc.)
1. **Welcome and Notification of Proxies**

   The Chair welcomed members to the Special General Meeting of the Planning Institute of Australia (PIA). He acknowledged the traditional custodians of the land and Elders past, present and emerging, and PIA's Fellows who were present at the meeting.

   The Chair indicated that printed copies of the explanatory notes and the marked-up Constitution were available if required.

   The Company Secretary, via teleconference, notified the meeting that nine (9) valid Proxy Forms from Members of the Planning Institute of Australia had been received and all appointed the National President/Chair (Brendan Nelson RPIA) as their proxy. All had indicated the direction of their votes except for one, and the Chair advised that he would direct that person's vote in favour of all proposed resolutions.

2. **Apologies Received**

   The Chair advised that apologies for the meeting were received from Andrew Swane RPIA, Daniel Thompson MPIA, David Newby RPIA, Dirk Bolt MPIA (Fellow), Gary Shiels RPIA (Life Fellow), Gary White MPIA (Life Fellow), Joan Masterman FPIA, Kendell Pesavento MPIA, Marjorie Ferguson RPIA, Michelle Howard MPIA (Fellow), Michelle Love MPIA, Nigel Dickson MPIA, Raymond Bunker MPIA (Life Fellow), David Broyd RPIA (Life Fellow), Jane Fielding MPIA.

3. **Declarations of Conflict of Interest**

   The Chair invited Members present to declare any conflict of interest in relation to the business proposed.

   Steve O'Connor declared that he had a conflict regarding resolution 4a.

   The Chair requested that Steve abstain from discussing and voting on resolution 4a and advised that he can participate fully in all other parts of the meeting. The chair further informed the meeting that some Directors not present in person or by proxy may have a conflict of interest regarding resolution 4a due to serving only part terms.

4. **Amendments to the Constitution of the Planning Institute of Australia**

   The Chair stated that, as outlined in the SGM Notice, he would now propose four (4) changes to the PIA Constitution. The Chair stated that the Notice of this SGM included an explanatory memorandum which provided an explanation for each of the proposed
changes and that a copy of the track-changed Constitution was available on the PIA website.

The Chair explained that a change to the Constitution is referred to as Special Resolution and under the Corporations Act at least 75% of the votes cast must be in favour for it to pass.

The Chair further explained that he would initially call for a show of hands for each proposed Special Resolution, but that either he, or three voting Members could also request a poll be conducted if necessary.

The Chair then stepped through each of the Special Resolutions.

4a. **SPECIAL RESOLUTION – Change to Constitution - Terms**

The Chair and the CEO provided more background information regarding this amendment and responded to questions from the floor.

The Chair proposed that the Constitution of the Planning Institute of Australia be amended as tabled in the Explanatory Notes accompanying the Notice of Meeting, being that:

1) An individual will be deemed to have served a term as a Director, Young Planner Director, President, or Director appointed to fill a vacancy if the Director has held the position for five-hundred and forty-eight (548) or more, consecutive days;

2) A period where a Director has held that position for less than 548 days will not be considered a term, and that Director remains eligible for reappointment for the maximum number of terms permitted;

3) The period will be calculated from the date the individual's appointment takes effect.

by:

i. Introducing a new clause 16.4 *Calculation of Terms*, and sub-clauses (a) to (c), as tabled;

ii. Renumbering the clauses in section 16 after insertion of the new clause 16.4 in sequential order, as tabled, and updating references to renumbered clauses throughout;

iii. Introducing a new sub-clause (b) to 16.13 *Vacancies* that contains the following words: “An individual appointed to fill a vacancy shall be appointed and hold office from the time the resolution is passed by the Board appointing that individual.”
4b. SPECIAL RESOLUTION – Change to Constitution – President Elect Nomination Process

The chair proposed that the Constitution of the Planning Institute of Australia be amended to remove the option for the Board to call for nominations for and elect a person to be President Elect from amongst their members by:

i. Removing from Clause 16.6(a) Process for Appointment of President the following words: “[…], from amongst its members call for nominations for and elect a person to be President Elect. Should no nominations be received, or at the Board’s discretion, the Board may […]”

Moved: Brendan Nelson Seconded: Stephen McMahon

All votes were in favour.

*The Chair declared the motion carried and resolution passed.*

4c. SPECIAL RESOLUTION – Change to Constitution – Young Planner Director Nomination Process

The chair proposed that the Constitution of the Planning Institute of Australia be amended to remove the requirement for Young Planner Director nominations to be seconded by two Members or Associates who are Young Planners by:

i. Removing from Clause 16.7(b) Process for Appointment of Young Planner Director the following words: “[…], and each nomination must be seconded by two Members or Associates who are Young Planners.”

Moved: Brendan Nelson Seconded: Tony McNamara

One vote (by proxy) was against. All other votes were in favour.

*The Chair declared the motion carried and resolution passed.*

4d. SPECIAL RESOLUTION – Change to Constitution – Corrections in the Definitions section

The chair proposed that the Constitution of the Planning Institute of Australia be amended to correct a number of minor terminology and grammatical errors within
Clause 34.2 *Definitions* as tabled in the Explanatory Notes accompanying the Notice of Meeting.

_Moved: Brendan Nelson_  
_Seconded: Juliet Grant_

All votes were in favour.

*The Chair declared the motion carried and resolution passed.*

5. **Close**

The Chair concluded there were no other matters to be considered at the Special General Meeting, and declared the meeting closed.

Meeting closed: 5.31pm

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**APPENDIX 1 - List of Members who submitted valid proxy forms**

- Chris Du Plessis MPIA
- Darren Crombie MPIA CPP
- David Bailey RPIA (Fellow)
- Emma de Jager RPIA
- Fraser Henderson MPIA
- James Colman FPIA
- Nicola Smith RPIA (Fellow)
- Paul Burton MPIA
- Paul Mickan RPIA
Planning Institute of Australia  
ABN: 34 151 601 937  

Financial Statements  
For the Year Ended 30 June 2017
# Contents
30 June 2017

<table>
<thead>
<tr>
<th>Financial Statements</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>Directors' Report</td>
<td>1</td>
</tr>
<tr>
<td>Auditor's Independence Declaration under Section 307C of the Corporations Act 2001</td>
<td>12</td>
</tr>
<tr>
<td>Statement of Profit or Loss and Other Comprehensive Income</td>
<td>13</td>
</tr>
<tr>
<td>Statement of Financial Position</td>
<td>14</td>
</tr>
<tr>
<td>Statement of Changes in Equity</td>
<td>15</td>
</tr>
<tr>
<td>Statement of Cash Flows</td>
<td>16</td>
</tr>
<tr>
<td>Notes to the Financial Statements</td>
<td>17</td>
</tr>
<tr>
<td>Directors' Declaration</td>
<td>31</td>
</tr>
<tr>
<td>Independent Auditor's Report</td>
<td>32</td>
</tr>
</tbody>
</table>
Directors' Report
30 June 2017

The directors of The Planning Institute of Australia (the Company) present the annual financial statements of the Company for the year ended 30 June 2017.

Directors

The names of the directors in office at any time during, or since the end of, the year are:

<table>
<thead>
<tr>
<th>Name</th>
<th>Appointed/Resigned</th>
</tr>
</thead>
<tbody>
<tr>
<td>Darren Stuart Crombie MPIA CPP</td>
<td></td>
</tr>
<tr>
<td>Deborah Lee Curry MPIA</td>
<td>Retired 24/11/2016</td>
</tr>
<tr>
<td>Steven Farrell Dunn RPIA</td>
<td></td>
</tr>
<tr>
<td>Andrew Barry Grear FPIA CPP</td>
<td>Resigned 29/07/2016</td>
</tr>
<tr>
<td>Phoebe Harrison MPIA</td>
<td>Appointed 24/11/2016</td>
</tr>
<tr>
<td>Catherine Margaret Hart (Atkinson) MPIA (Fellow)</td>
<td>Appointed 01/11/2016</td>
</tr>
<tr>
<td>Brendan John Nelson RPIA</td>
<td></td>
</tr>
<tr>
<td>Stephen John O'Connor RPIA (Fellow)</td>
<td></td>
</tr>
<tr>
<td>Cindy Melissa Robson MPIA</td>
<td>Appointed 24/11/2016</td>
</tr>
<tr>
<td>Ian Victor Stanley RPIA (Fellow)</td>
<td></td>
</tr>
<tr>
<td>Marion Jane Thompson MPIA</td>
<td></td>
</tr>
<tr>
<td>Andrew Richard Wheeler PIA (Assoc.)</td>
<td>Retired 24/11/2016</td>
</tr>
<tr>
<td>Brooke Maree Yates MPIA</td>
<td></td>
</tr>
</tbody>
</table>

Directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

Information on directors

**Darren Stuart Crombie**

Professional Qualifications:
- Bachelor of Regional and Town Planning
- Master of Regional and Town Planning (Research)
- Executive Master of Public Administration
- Certified Practicing Planner (PIA)

Board Experience:
- PIA National Board Member (2014 – present)
- Board Member – iLab business incubator (2012-2014)
- PIA ACT Division Committee Member (1994-2002)
- PIA ACT Division President (1999-2001)

Special Responsibilities on PIA Board
- National Vice President (February 2015 – November 2016)
- Chair of the National Policy and Advocacy Committee (November 2014 – present)
- Member of the National Education Committee (November 2014 – present)

**Deborah Lee Curry**

Professional Qualifications:
- Bachelor of Arts (Hons)
- Masters of Urban and Regional Planning

Board Experience:
- PIA National Board Member (November 2012 – November 2016)
- Northern Territory Young Planner Committee Member (2010-2012)
Directors’ Report
30 June 2017

Information on directors (continued)

Deborah Lee Curry (continued)

Special Responsibilities on PIA Board
- National Vice President (February 2015 – November 2016)
- Chair of the Education Committee (November 2013 – November 2016)

Stephen Farrell Dunn

Professional Qualifications:
- Bachelor of Arts (Geography)
- Graduate Diploma Urban and Regional Planning
- Masters of Business Administration
- Registered Planner (PIA)

Board Experience:
- PIA National Board Member (November 2012 – present)
- PIA Victorian Division Committee President (2010-2012)
- PIA Victorian Division Committee Member (2002-2012)
- Board Member Port Phillip Housing Association (2009 – present)
- Board Member Bridging Lanka (2015 – present)

Special Responsibilities on PIA Board
- National Vice President (February 2015 – November 2016)
- Chair of the Membership Committee (November 2014 – present)

Andrew Barry Grear

Professional Qualifications:
- Bachelor of Arts – Planning SAIT
- Grad. Dip. Regional & Urban Planning SAIT
- Certified Practicing Planner (PIA)

Board Experience:
- PIA National Board Member (November 2015 – July 2016)

Special Responsibilities on PIA Board
- Member of the Policy & Advocacy Committee (March – July 2016)

Phoebe Harrison

Professional Qualifications
- Diploma of Languages (French)
- Bachelor of Arts (Political Science)
- Master of Urban Planning

Board Experience:
- PIA National Board Member/Young Planner Director (November 2016-present)
- PIA Victorian Division Committee Member (November 2014 – November 2016)

Special Responsibilities on PIA Board
- Chair of the National Young Planners Convenors Committee (November 2016 – present)
- Member of the National Membership Committee (April 2016-present)
- Victoria Young Planners Convenor (2014 – November 2016)
Directors’ Report
30 June 2017

Information on directors (continued)

Catherine Margaret Hart (Atkinson)

Professional Qualifications:
• Bachelor of Arts (Planning)
• Graduate Diploma Regional and Urban Planning

Board Experience:
(PIA and other Organisations)
• PIA National Board Member (November 2016 – present)
• PIA South Australian Division Committee Member (1986 - 1990)
• Local Government Professionals Board Member (2009 – present)
• Trinity College Council (2010 – 2014)

Special Responsibilities on PIA Board
• Member of the Finance, Audit and Risk Management Committee (November 2016 – present)
• Member of the National Policy and Advocacy Committee (November 2016 – present)

Brendan John Nelson

Professional Qualifications:
• Bachelor of Science (Environmental Studies)
• Graduate Diploma Urban and Regional Planning (with Distinction)
• Registered Planner (PIA)

Board Experience:
(PIA and other Organisations)
• PIA National President (November 2014 – present)
• PIA National President-Elect (March 2014 – November 2014)
• PIA Qld Division Committee Member (2009-2011)
• Qld Sub Districts Cricket Association Inc – Committee Member (2014)
• Qld Sub Districts Cricket Association Inc – Honorary Secretary (2006-2008)

Special Responsibilities on PIA Board
• Chair of the Board (November 2014 – present)
• National Awards Judging Convenor (2015 – present)

Stephen John O’Connor

Professional Qualifications:
• Master of Science (Hons)
• Bachelor of Town Planning (Hons)
• Registered Planner (PIA)

Board Experience:
(PIA and other Organisations)
• PIA National Board Member (November 2013 – present)
• PIA Qld Division Committee Member (2010 – November 2013)
• PIA NT Division Committee Secretary (1978-1980)
• Sydney Water Delivery Alliance Leadership Team Member (2007-2010)
• Councillor NSW Country Children’s Services Association (1988-1998)

Special Responsibilities on PIA Board
• National Vice President (February 2015 – present)
• Chair of the Finance, Audit & Risk Management Committee (November 2014 – present)
Directors' Report
30 June 2017

Information on directors (continued)

Cindy Melissa Robson

Professional Qualifications:
• Bachelor of Arts (Design)
• Post Graduate Diploma Urban and Regional Planning

Board Experience:
(PIA and other Organisations)
• PIA National Board Member (November 2016 – present)

Special Responsibilities on PIA Board
• Member of the Finance, Audit & Risk Management Committee (November 2016 – present)
• Member of the National Policy and Advocacy Committee (November 2016 – present)

Ian Victor Stanley

Professional Qualifications:
• Bachelor of Arts
• Master of Town Planning
• Registered Planner (PIA)

Board Experience:
(PIA and other Organisations)
• PIA National Board Member (November 2013 – present)
• PIA TAS Division Committee Vice President (2012 – November 2013)

Special Responsibilities on PIA Board
• Chair of the National Education Committee (November 2016 – present)
• Member of the National Education Committee (March 2016 – November 2016)
• Member of the Finance, Audit & Risk Management Committee (November 2014 – present)

Marion Jane Thompson

Professional Qualifications:
• Bachelor of Town and Regional Planning (Honours)
• Master of Arts (Development Studies)

Board Experience:
(PIA and other Organisations)
• PIA National Board Member (November 2014 - present)
• Golden Bay Development Board (2012-2014)
• Governor, Hale School, Perth (2008-2014)

Special Responsibilities on PIA Board
• PIA National Vice-President (November 2016 – present)
• Member of the National Policy and Advocacy Committee (November 2014 – present)
• Member of the National Membership Committee (November 2014 – present)
• Member of the National Education Committee (November 2016 – present)
Information on directors (continued)

Andrew Richard Wheeler

Professional Qualifications: • Bachelor of Planning

Board Experience: • PIA National Board Member/Young Planner Director (2014 – November 2016)
   (PIA and other Organisations) • PIA NSW Young Planners Committee (2012-2014)

Special Responsibilities on PIA Board • Chair of the National Young Planners Committee (November 2014 – November 2016)
   • Member of the Finance, Audit and Risk Management Committee
   (March 2016 – November 2016)

Brooke Maree Yates

Professional Qualifications: • Bachelor of Arts
   • Graduate Certificate of Urban and Regional Planning

Board Experience: • PIA National Board Member (November 2015 – present)
   (PIA and other Organisations) • PIA National Board Member/Young Planner Director (2012-2014)
• ACT Representative, National Young Planners Committee (2010-2012)
• PIA ACT Division Committee Member (2009-2012)
• Events Coordinator, ACT Division Committee (2006)
• Commonwealth Assoc. of Planners, Inaugural Young Planners
   Network Convenor (2010-2012)

Special Responsibilities on PIA Board • Member of the National Membership Committee (March 2016 – present)
   • Member of the Finance, Audit & Risk Management Committee (March 2016 – present)
Directors' Report
30 June 2017

Principal Activities

The principal activities and key achievements carried out in 2016/17 are outlined in the Strategic and Business Plans below.

<table>
<thead>
<tr>
<th>Strategic Plan Action</th>
<th>Key/Strategic Actions for 2016/17</th>
<th>Indicator</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Education</strong></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
| University engagement | Research and practice connection – key linkages identified and work program developed  
Planning 4 Success website – implementation and promotion | Commenced and on-going  
Committed and on-going |
| Learning Framework    | Planet – business case for program duplication and expansion to other states and online components  
Framework aligned PD – Learning Framework branded CPD (“In Focus” etc.) implemented and promoted | Achieved  
Achieved |
| **Advocacy**          |                                   |           |
| Thought Leadership    | Journey towards Australia @50mil – stage 2 work plan  
Policy positions – agreed priority discussion papers and position statements developed  
Policy Submissions – submissions on significant national and jurisdiction issues prepared | Commenced  
Achieved  
Achieved |
| Best practice         | Awards case studies - Implement best practice case study website for Awards winners  
Best practice promotion – implement campaign of case study disseminated to key stakeholders and members | Commenced and on-going  
Yet to commence |
| Influence             | Thought leadership promotion – implement campaign to promote Journey towards Australia @50mil  
Policy positioning - implementing promotion campaigns for key PIA submissions and positions | Commenced and on-going  
Achieved |
| **Membership**        |                                   |           |
| Registered Planner    | Registered Planner implementation - staged implementation complete and process integrated into PIA membership approach  
Registered Planner membership promotion – promotion plan developed and implemented  
Registered Planner advocacy – advocacy plan implemented | Achieved  
Achieved  
Commenced and on-going |
| Membership Growth     | Value Propositions - customer segment value propositions prepared for all identified priority segments  
Membership retention – work program implemented  
Membership growth – growth campaigns implemented | In Progress  
Achieved  
Achieved |
| Code of Membership    | Code of Membership - Academic, organisational and elected member memberships designed and implemented | Commenced and due for completion in 2017/18 |
## Directors' Report
### 30 June 2017

### Principal Activities (continued)

<table>
<thead>
<tr>
<th>Strategic Plan Action</th>
<th>Key/Strategic Actions for 2016/17</th>
<th>Indicator</th>
</tr>
</thead>
<tbody>
<tr>
<td>Membership (continued)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Member focused events</td>
<td>Congress – relevant and high quality national level event</td>
<td>Achieved</td>
</tr>
<tr>
<td></td>
<td>Conferences – relevant and high quality state level events</td>
<td>Achieved</td>
</tr>
<tr>
<td>Relevance Member communications</td>
<td>Content curation &amp; distribution – relevant and timely</td>
<td>Achieved within resource limitation</td>
</tr>
<tr>
<td></td>
<td>content aligned to key member segments implemented and</td>
<td></td>
</tr>
<tr>
<td></td>
<td>refined distribution of e-content, including social media</td>
<td></td>
</tr>
<tr>
<td>Finance</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Financial management</td>
<td>Financial management - Accurate, timely and fit for purpose financial management</td>
<td>Achieved</td>
</tr>
<tr>
<td>Partnerships and sponsorships</td>
<td>Partnerships - grow and broaden sponsorship including longer term partnership arrangements</td>
<td>Achieved</td>
</tr>
<tr>
<td>Commercial products</td>
<td>Employment Directory - grow and promote Employment Directory including new platform</td>
<td>Achieved</td>
</tr>
<tr>
<td>Governance</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Corporate governance</td>
<td>Governance – governance documents updated to address membership structure changes</td>
<td>Achieved</td>
</tr>
<tr>
<td></td>
<td>Elections – develop and implement election system</td>
<td>Achieved</td>
</tr>
<tr>
<td>Compliance</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Audit – smooth audit process</td>
<td>Achieved</td>
</tr>
<tr>
<td></td>
<td>Compliance - compliant governance processes</td>
<td>Achieved</td>
</tr>
<tr>
<td>Culture</td>
<td></td>
<td></td>
</tr>
<tr>
<td>IT systems</td>
<td>Document sharing system - stage 2 of IT implementation complete</td>
<td>Commenced and on-going</td>
</tr>
<tr>
<td></td>
<td>IT Strategy – work program for IT strategy commenced</td>
<td>Commenced and on-going</td>
</tr>
<tr>
<td>People</td>
<td>Team culture – hold all staff meeting to build team culture</td>
<td>Achieved and on-going</td>
</tr>
<tr>
<td></td>
<td>Staff performance - annual staff performance review processes undertaken</td>
<td>Achieved</td>
</tr>
</tbody>
</table>
Strategic Approach

Vision - our core purpose
Australia’s trusted voice on Planning

Mission – our pathway
To champion the role of planning in shaping Australia’s future. PIA will do this through strong leadership, advocacy and contemporary planning education.

Our Strategy Pillars – our plan

Leadership
• PIA is acknowledged for providing strong leadership on the importance and value of planning for prosperous and sustainable communities
• PIA is respected for always presenting considered views on planning
• PIA is a trusted and valued advisor for the profession and will be recognised as a national thought leader on planning matters

Advocacy
• PIA is recognised as a national thought leader in evidence based contemporary planning policy
• PIA recognises and promotes best practice in planning processes and outcomes
• PIA is influential with decision makers at all levels of government on shaping the future of our built and natural environment

Education
• PIA ensures our members are prepared to highest international standards trough education and professional registration.
• PIA is recognised as being dynamic and innovative in the education requirements it sets and for helping prepare members and future members for the challenges they will face throughout their careers

Our Foundations – our enablers

Governance
• PIA models best practice in governance and organisational culture

Finance
• PIA has the financial strength and sustainability to achieve its goals

Culture
• PIA is led by a dynamic and innovative executive team with a strong culture of performance and service delivery

Membership
• PIA has a large, diverse base of well-serviced members who actively contribute to the achievement of our mission.
Directors’ Report
30 June 2017

Our Delivery – our methodology
All future actions and initiatives of PIA are to be aligned to the vision contained in PIA2031. PIA2031 is PIA’s Strategic Plan to guide the evolution of PIA to 2031 in being Australia’s trusted voice on Planning. It has been developed by PIA’s National Board as part of a review of the 2012-2015 PIA Strategic Plan and provides direction on the activities and initiatives that will be pursued by PIA over the next 15 years.

Key performance indicators (KPI’s) assessing performance against PIA2031 are to be developed with each Business Plan, ensuring that each initiative maintains an alignment to this plan. In turn, budgets are to be aligned to the achievement of each Business Plan.

PIA2031
- PIA2031 is the Corporate Strategic Plan developed by the Board as part of the review of the 2012-2015 Strategic Plan
- PIA2031 must be regularly reviewed by subsequent Boards (every 3 years)

Business Plan
- A Business Plan will be prepared by the CEO and submitted to the Board for approval
- The Business Plan shall be prepared with a 3 - 5 year timeframe
- The Business Plan shall identify and prioritise activities and initiatives associated with the implementation of PIA2031
- The activities and initiatives should be developed in partnership with the Board
- The Business Plan shall form the basis for the preparation of Annual Budgets
- The Business Plan shall identify measurable KPIs and accountable officers for the achievement of activities and initiatives

Budget
- An Annual Budget will be prepared by the CEO in partnership with the Finance Audit and Risk Management Committee (FARM) and requires approval by the Board
- The Business Plan will identify a range of initiatives and activities that are to be reflected in the Annual Budget
- The Annual Budget should identify approved initiatives and activities for a minimum of two forward financial years

Achievements – our expectation
- PIA will have grown its influence and be at the cutting edge of planning debate and decision making
- We will have made a noticeable and positive change in the approach to planning and the attitude to planners
- Planners will have embraced their role in facilitating community visions and positive outcomes for the future

Objectives and Strategies
For the 2016-2017 financial year the Company’s objectives were divided into six strategic priority areas. These six strategic priority areas reflect the Company’s core business activity areas and specific priorities as set by the Board.

Strategy 1: Education – Develop Lifelong Learning Programs
Strategy 2: Advocacy – Perform Advocacy and Active Engagement
Strategy 3: Membership – Further Develop Member Value
Strategy 4: Finance – Maintain Financial Sustainability
Directors' Report
30 June 2017

Objectives and Strategies (continued)

Strategy 5: Corporate Governance – Maintain good Corporate Governance

Strategy 6: Culture – Maintain strong staff culture

Performance Measurement

The Company undertakes a structured quarterly plus annual review of performance including achievement of key milestones.

Members guarantee

The liability of the members is limited.

In the event the Company is wound up, the Constitution states that each member is required to contribute a maximum of $10 each towards any outstanding obligations of the Company.

Meetings of directors

During the financial year, 5 meetings of directors and 29 meetings of the various board sub-committees were held. Attendances by each director during the financial year were as follows:

<table>
<thead>
<tr>
<th>Board Meetings</th>
<th>Finance, Audit and Risk Management Committee Meetings</th>
<th>Education Committee</th>
<th>Policy and Advocacy Committee</th>
<th>Membership Committee</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number eligible to attend</td>
<td>Number attended</td>
<td>Number eligible to attend</td>
<td>Number attended</td>
<td>Number eligible to attend</td>
</tr>
<tr>
<td>Darren Stuart Crombie</td>
<td>5</td>
<td>5</td>
<td>5</td>
<td>4</td>
</tr>
<tr>
<td>Deborah Lee Curry</td>
<td>2</td>
<td>2</td>
<td>3</td>
<td>1</td>
</tr>
<tr>
<td>Steven Farrell Dunn</td>
<td>5</td>
<td>4</td>
<td>3</td>
<td>1</td>
</tr>
<tr>
<td>Andrew Barry Grear</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Phoebe Harrison</td>
<td>3</td>
<td>3</td>
<td>5</td>
<td>5</td>
</tr>
<tr>
<td>Catherine Margaret Hart</td>
<td>3</td>
<td>2</td>
<td>5</td>
<td>5</td>
</tr>
<tr>
<td>Brendan John Nelson</td>
<td>5</td>
<td>5</td>
<td>6</td>
<td>5</td>
</tr>
<tr>
<td>Stephen John O’Connor</td>
<td>5</td>
<td>5</td>
<td>6</td>
<td>6</td>
</tr>
<tr>
<td>Cindy Melissa Robson</td>
<td>3</td>
<td>3</td>
<td>5</td>
<td>5</td>
</tr>
<tr>
<td>Ian Victor Stanley</td>
<td>5</td>
<td>4</td>
<td>5</td>
<td>5</td>
</tr>
<tr>
<td>Marion Jane Thompson</td>
<td>5</td>
<td>5</td>
<td>6</td>
<td>6</td>
</tr>
<tr>
<td>Andrew Richard Wheeler</td>
<td>2</td>
<td>2</td>
<td>5</td>
<td>5</td>
</tr>
<tr>
<td>Brooke Maree Yates</td>
<td>5</td>
<td>5</td>
<td>10</td>
<td>7</td>
</tr>
</tbody>
</table>
Directors' Report
30 June 2017

Auditor's independence declaration
The auditor's independence declaration in accordance with section 307C of the Corporations Act 2001, for the year ended 30 June 2017, has been received and can be found on page 12 of the financial report.

Signed in accordance with a resolution of the Board of Directors:

Director ............. CATE HART
Dated: 23 October 2017

Director ............. IAN STANLEY
AUDITOR'S INDEPENDENCE DECLARATION
UNDER SECTION 307C OF THE CORPORATIONS ACT 2001
TO THE DIRECTORS OF PLANNING INSTITUTE OF AUSTRALIA

I declare that, to the best of my knowledge and belief, during the year ended 30 June 2017 there have been:

i. No contraventions of the independence requirements of the Corporations Act 2001 in relation to the audit; and

ii. No contraventions of any applicable code of professional conduct in relation to the audit.

Vincents Assurance & Risk Advisory
Peter Sheville
Partner
Canberra, 23 October 2017
Statement of Profit or Loss and Other Comprehensive Income
For the Year Ended 30 June 2017

<table>
<thead>
<tr>
<th></th>
<th>2017</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>$</td>
<td>$</td>
</tr>
<tr>
<td>Income</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Administration</td>
<td></td>
<td>256</td>
</tr>
<tr>
<td>Functions and events</td>
<td>1,817,896</td>
<td>1,903,604</td>
</tr>
<tr>
<td>Grants</td>
<td>-</td>
<td>272,778</td>
</tr>
<tr>
<td>Interest</td>
<td>73,582</td>
<td>92,417</td>
</tr>
<tr>
<td>Membership</td>
<td>1,781,156</td>
<td>1,821,173</td>
</tr>
<tr>
<td>Other income</td>
<td>111,065</td>
<td>29,345</td>
</tr>
<tr>
<td>Publication/</td>
<td>313,270</td>
<td>256,029</td>
</tr>
<tr>
<td>advertising/marketing</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Royalties and</td>
<td>11,638</td>
<td>12,306</td>
</tr>
<tr>
<td>copyrights</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Sponsorship</td>
<td>555,656</td>
<td>720,095</td>
</tr>
<tr>
<td>Training</td>
<td>40,613</td>
<td>6,033</td>
</tr>
<tr>
<td>University</td>
<td>41,250</td>
<td>50,607</td>
</tr>
<tr>
<td>accreditation</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>4,746,126</td>
<td>5,164,643</td>
</tr>
</tbody>
</table>

| Expenditure          |          |          |
|                      |          |          |
| Accounting and audit | 21,219   | 19,983   |
| Contractors          | 4,963    | 85,957   |
| Depreciation and     | 58,863   | 60,197   |
| amortisation         |          |          |
| Doubtful debts       | 2,842    | (9,052)  |
| Employee expenses    | 2,284,641| 2,174,871|
| Finance costs        | 42,499   | 51,427   |
| Freight and          | 24,465   | 35,616   |
| postage              |          |          |
| Function and events  | 1,259,307| 1,780,766|
| Insurance            | 31,836   | 29,189   |
| IT support           | 86,654   | 77,137   |
| Loss on disposal     | 2,765    | 3,350    |
| Occupancy            | 140,512  | 131,661  |
| Office expenses      | 142,314  | 154,994  |
| Other Expenses       | 85,599   | 72,847   |
| Publication          | 28,717   | 5,541    |
| Superannuation       | 207,990  | 192,321  |
| Training             | 5,502    | 8,717    |
| Travel and           | 211,937  | 288,132  |
| accommodation        |          |          |
|                      | 4,642,625| 5,163,654|

| Surplus/(deficit) for| 103,501  | 989      |
| the year            |          |          |

| Total comprehensive  | 103,501  | 989      |
| income for the year  |          |          |

These statements should be read in conjunction with the accompanying notes.
Statement of Financial Position
As At 30 June 2017

<table>
<thead>
<tr>
<th>Note</th>
<th>2017</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>$</td>
<td>$</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>ASSETS</td>
<td></td>
<td></td>
</tr>
<tr>
<td>CURRENT ASSETS</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cash and cash equivalents</td>
<td>2</td>
<td>2,866,711</td>
</tr>
<tr>
<td>Trade and other receivables</td>
<td>3</td>
<td>73,175</td>
</tr>
<tr>
<td>Investments</td>
<td>4</td>
<td>272,875</td>
</tr>
<tr>
<td>Other assets</td>
<td>5</td>
<td>737,977</td>
</tr>
<tr>
<td>TOTAL CURRENT ASSETS</td>
<td></td>
<td>3,950,738</td>
</tr>
<tr>
<td>NON-CURRENT ASSETS</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Investments</td>
<td>4</td>
<td>-</td>
</tr>
<tr>
<td>Intangible assets</td>
<td>6</td>
<td>17,519</td>
</tr>
<tr>
<td>Property, plant and equipment</td>
<td>7</td>
<td>371,615</td>
</tr>
<tr>
<td>TOTAL NON-CURRENT ASSETS</td>
<td></td>
<td>389,134</td>
</tr>
<tr>
<td>TOTAL ASSETS</td>
<td></td>
<td>4,339,872</td>
</tr>
<tr>
<td>LIABILITIES</td>
<td></td>
<td></td>
</tr>
<tr>
<td>CURRENT LIABILITIES</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Trade and other payables</td>
<td>8</td>
<td>398,198</td>
</tr>
<tr>
<td>Provisions</td>
<td>9</td>
<td>225,202</td>
</tr>
<tr>
<td>Unearned revenue</td>
<td>10</td>
<td>1,366,402</td>
</tr>
<tr>
<td>TOTAL CURRENT LIABILITIES</td>
<td></td>
<td>1,989,802</td>
</tr>
<tr>
<td>TOTAL LIABILITIES</td>
<td></td>
<td>1,989,802</td>
</tr>
<tr>
<td>NET ASSETS</td>
<td></td>
<td>2,350,070</td>
</tr>
<tr>
<td>EQUITY</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Accumulated funds</td>
<td></td>
<td>2,350,070</td>
</tr>
<tr>
<td>TOTAL EQUITY</td>
<td></td>
<td>2,350,070</td>
</tr>
</tbody>
</table>

These statements should be read in conjunction with the accompanying notes.
## Statement of Changes in Equity
For the Year Ended 30 June 2017

<table>
<thead>
<tr>
<th></th>
<th>Accumulated funds $</th>
<th>Total $</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>2017</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Balance at the beginning of the year</td>
<td>2,246,569</td>
<td>2,246,569</td>
</tr>
<tr>
<td>Total comprehensive income for the year</td>
<td>103,501</td>
<td>103,501</td>
</tr>
<tr>
<td><strong>Balance at the end of the year</strong></td>
<td>2,350,070</td>
<td>2,350,070</td>
</tr>
<tr>
<td><strong>2016</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Balance at the beginning of the year</td>
<td>2,245,580</td>
<td>2,245,580</td>
</tr>
<tr>
<td>Total comprehensive income for the year</td>
<td>989</td>
<td>989</td>
</tr>
<tr>
<td><strong>Balance at the end of the year</strong></td>
<td>2,246,569</td>
<td>2,246,569</td>
</tr>
</tbody>
</table>

These statements should be read in conjunction with the accompanying notes.
# Statement of Cash Flows
## For the Year Ended 30 June 2017

<table>
<thead>
<tr>
<th>Note</th>
<th>2017</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>CASH FLOWS FROM OPERATING ACTIVITIES:</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Receipts from members, customers and grants</td>
<td>5,231,155</td>
<td>5,045,875</td>
</tr>
<tr>
<td>Interest received</td>
<td>54,173</td>
<td>12,706</td>
</tr>
<tr>
<td>Payments to employees and suppliers</td>
<td>(4,975,366)</td>
<td>(5,265,804)</td>
</tr>
<tr>
<td>Payments to the ATO</td>
<td>(175,146)</td>
<td>(216,563)</td>
</tr>
<tr>
<td>Interest paid</td>
<td>-</td>
<td>(3,689)</td>
</tr>
<tr>
<td>Net cash provided by / (used in) operating activities</td>
<td>134,816</td>
<td>(427,475)</td>
</tr>
<tr>
<td><strong>CASH FLOWS FROM INVESTING ACTIVITIES:</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Payments for property, plant and equipment</td>
<td>(7,779)</td>
<td>(42,137)</td>
</tr>
<tr>
<td>Receipts from investments</td>
<td>1,686,591</td>
<td>62,614</td>
</tr>
<tr>
<td>Payment for investments</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Interest received</td>
<td>9,706</td>
<td>79,711</td>
</tr>
<tr>
<td>Net cash provided by / (used in) investing activities</td>
<td>1,688,518</td>
<td>100,188</td>
</tr>
<tr>
<td><strong>CASH FLOWS FROM FINANCING ACTIVITIES:</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Repayment of borrowings</td>
<td>-</td>
<td>(66,114)</td>
</tr>
<tr>
<td>Net cash (used in) financing activities</td>
<td>-</td>
<td>(66,114)</td>
</tr>
<tr>
<td>Net increase / (decrease) in cash and cash equivalents held</td>
<td>1,823,334</td>
<td>(393,401)</td>
</tr>
<tr>
<td>Cash and cash equivalents at beginning of year</td>
<td>1,043,377</td>
<td>1,436,778</td>
</tr>
<tr>
<td>Cash and cash equivalents at end of financial year</td>
<td>2</td>
<td>2,866,711</td>
</tr>
</tbody>
</table>

Note – in 2016-17 a number of term deposits held were reclassified as “cash and cash equivalents” as their maturity dates were within three months of year end (2016: maturity dates were greater than three months after year end). Due to this reclassification, the Statement of Cashflows shows $1,686,591 as receipts from investments, with a subsequent movement in cash and cash equivalents of $1,823,334.

These statements should be read in conjunction with the accompanying notes.
Notes to the Financial Statements
For the Year Ended 30 June 2017

The financial statements are for Planning Institute of Australia (the Company) as an individual entity, incorporated and domiciled in Australia. Planning Institute of Australia is a not-for-profit Company limited by guarantee, incorporated in the Australian Capital Territory.

1 Summary of Significant Accounting Policies

Basis of preparation

The Company has elected to adopt the Australian Accounting Standards – Reduced Disclosure Requirements (established by AASB 1053 Application of Tiers of Australian Accounting Standards, and AASB 2010-2 Amendments to Australian Accounting Standards arising from Reduced Disclosure Requirements).

The financial statements are general purpose financial statements that have been prepared in accordance with Australian Accounting Standards (Reduced Disclosure Requirements of the Australian Accounting Standards Board), and the Corporations Act 2001.

A number of new or revised Australian Accounting Standards are effective for the first time in the current financial year. These standards have had no material impact on the entity.

Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless otherwise stated.

The financial statements have been prepared on an accruals basis and are based on historical costs modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

(a) Income tax

The Company prepares its income tax returns by reference to the application of the principle of mutuality to the revenue and expenses of the Institute. The principle of mutuality is a common law principle arising from the premise that individuals cannot profit from themselves. Accordingly, receipts from members are deemed to be mutual income and not subject to income tax, and expenses in connection with mutual activities are therefore not deductible for taxation purposes. All other receipts and payments are classified in accordance with taxation legislation. As at 30 June 2017 the Company has unutilised tax losses of $1,166,267.

Under the current income taxation laws, the Company will not incur any obligation to pay income tax for the foreseeable future. It is also improbable that any accumulated deferred tax assets that were built up by timing differences and unused tax losses under the current taxation laws will be realised. Therefore, the Company has chosen not to reflect the disclosure requirements of AASB 112 Income Taxes on the basis that the non-disclosure would not compromise the fair presentation of the financial position or financial performance of the Company as prescribed by AASB 101 Presentation of Financial Statements. The Board and Management will continue to review the income tax laws and disclosure requirements on an annual basis.

(b) Property, Plant and Equipment

Each class of property, plant and equipment is carried at cost or fair value less, where applicable, any accumulated depreciation and impairment losses.
Notes to the Financial Statements
For the Year Ended 30 June 2017

1 Summary of Significant Accounting Policies (continued)

(b) Property, Plant and Equipment

The carrying amount of property, plant and equipment is reviewed at the end of the reporting period to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the assets' employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. All other costs (eg. repairs and maintenance) are charged to the statement of comprehensive income during the financial period in which they are incurred.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the profit or loss.

Depreciation

The depreciable amount of all fixed assets including buildings and capitalised leased assets, is depreciated on a straight-line basis over their useful lives commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The depreciation rates used for each class of depreciable asset are shown below:

<table>
<thead>
<tr>
<th>Fixed asset class</th>
<th>Depreciation rate</th>
</tr>
</thead>
<tbody>
<tr>
<td>Buildings</td>
<td>2.5%</td>
</tr>
<tr>
<td>Furniture and fittings</td>
<td>7% - 27%</td>
</tr>
<tr>
<td>Office equipment</td>
<td>13% - 27%</td>
</tr>
<tr>
<td>Computer equipment</td>
<td>20% - 33%</td>
</tr>
<tr>
<td>Leasehold improvements</td>
<td>20%</td>
</tr>
</tbody>
</table>

At the end of each annual reporting period, the depreciation method, useful life and residual value of each asset is reviewed. Any revisions are accounted for prospectively as a change in estimate.

(c) Leases

Lease payments for operating leases, where substantially all of the risks and benefits remain with the lessor, are charged as expenses on a straight-line basis over the life of the lease term.

Lease incentives under operating leases are recognised as a liability and amortised on a straight-line basis over the life of the lease term.
Notes to the Financial Statements
For the Year Ended 30 June 2017

1 Summary of Significant Accounting Policies (continued)

(d) Financial instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions of the instrument. For financial assets, this is equivalent to the date that the Company commits itself to either the purchase or sale of the asset (i.e. trade date accounting is adopted).

Financial instruments are initially measured at fair value plus transactions costs, except where the instrument is classified ‘at fair value through profit or loss’ in which case transaction costs are expensed to profit or loss immediately.

Classification and subsequent measurement

Financial instruments are subsequently measured at either fair value, amortised cost using the effective interest rate method, or cost.

Financial assets at fair value through profit or loss

Financial assets are classified at ‘fair value through profit or loss’ when they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost.

Loans and receivables are included in current assets, except for those which are not expected to mature within 12 months after the end of the reporting period.

Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Company’s intention to hold these investments to maturity. They are subsequently measured at amortised cost.

Held-to-maturity investments are included in non-current assets, except for those which are expected to be realised within 12 months after the end of the reporting period, which will be classified as current assets.

If during the period the Company sold or reclassified more than an insignificant amount of the held-to-maturity investments before maturity, the entire held-to-maturity investments category would be tainted and reclassified as available-for-sale.
1 Summary of Significant Accounting Policies (continued)

(d) Financial instruments (continued)

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are either not suitable to be classified into other categories of financial assets due to their nature, or they are designated as such by management. They comprise investments in the equity of other entities where there is neither a fixed maturity nor fixed or determinable payments.

Available-for-sale financial assets are included in non-current assets, except for those which are expected to be sold within 12 months after the end of the reporting period.

Financial liabilities

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortised cost. Fees payable on the establishment of loan facilities are recognised as transaction costs of the loan.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Fair value

Fair value is determined based on current bid prices for all quoted investments. Valuation techniques are applied to determine the fair value for all unlisted securities, including recent arm's length transactions, reference to similar instruments and option pricing models.

Impairment

Objective evidence that a financial asset is impaired includes default by a debtor, evidence that the debtor is likely to enter bankruptcy or adverse economic conditions in the stock exchange. At the end of each reporting period, the Company assesses whether there is objective evidence that a financial asset has been impaired through the occurrence of a loss event. In the case of available-for-sale financial instruments, a significant or prolonged decline in the value of the instrument is considered to indicate that an impairment has arisen.

Where a subsequent event causes the amount of the impairment loss to decrease (e.g. payment received), the reduction in the allowance account (provision for impairment of receivables) is taken through profit and loss.

However, any reversal in the value of an impaired available for sale asset is taken through other comprehensive income rather than profit and loss.

Impairment losses are recognised through an allowance account for loans and receivables in the statement of comprehensive income.
1 Summary of Significant Accounting Policies (continued)

(e) Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Value in use is either the discounted cash flows relating to the asset or depreciated replacement cost if the criteria in AASB 136 'Impairment of Assets' are met. Any excess of the asset's carrying value over its recoverable amount is expensed to the statement of comprehensive income.

Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

(f) Employee benefits

Provision is made for the Company's liability for employee benefits arising from services rendered by employees to the end of the reporting period. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled.

Employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits. In calculating the present value of the future cash flows in respect of long service leave, the probability of long service leave being taken is based upon historical data. Those cashflows are discounted using market yields on national government bonds with terms to maturity that match the expected timing of cashflows.

(g) Provisions

Provisions are recognised when the Company has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured.

(h) Cash and cash equivalents

Cash and cash equivalents comprises cash on hand, demand deposits and short-term investments which are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

Bank overdrafts also form part of cash equivalents for the purpose of the statement of cash flows and are presented within current liabilities on the statement of financial position.

(i) Revenue and other income

All revenue is stated net of the amount of goods and services tax (GST).

Revenue is recognised on transfer of goods to the customer as this is deemed to be the point in time when risks and rewards are transferred and there is no longer any ownership or effective control over the goods.
1 Summary of Significant Accounting Policies (continued)

Grant revenue is recognised in the statement of comprehensive income when the entity obtains control of the grant, it is probable that the economic benefits gained from the grant will flow to the entity and the amount of the grant can be measured reliably.

When grant revenue is received whereby the entity incurs an obligation to deliver economic value directly back to the contributor, this is considered a reciprocal transaction and the grant revenue is recognised in the statement of financial position as a liability until the service has been delivered to the contributor, otherwise the grant is recognised as income on receipt.

Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets.

Revenue in relation to rendering of services is recognised depending on whether the outcome of the services can be measured reliably. If this is the case then the stage of completion of the services is used to determine the appropriate level of revenue to be recognised in the period. If the outcome cannot be reliably measured then revenue is recognised to the extent of expenses recognised that are recoverable.

(j) Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

Cash flows are presented in the statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

(k) Intangible Assets

Expenditure during the research phase of a software development project is recognised as an expense when incurred. Development costs are capitalised only when technical feasibility studies identify that the project will deliver future economic benefits and these benefits can be measured reliably.

Capitalised development costs are measured at cost less accumulated amortisation and accumulated impairment losses.

Development costs have a finite life and are amortised on a systematic basis matched to the future economic benefits over the useful life of the project.

(I) Comparative figures

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.
1. Summary of Significant Accounting Policies (continued)

(m) Critical accounting estimates and judgments

The directors evaluate estimates and judgments incorporated into the financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Company.

The directors do not believe that there were any key estimates or key judgments used in the development of the financial statements that give rise to a significant risk of material adjustment in the future.

Certain new accounting standards and interpretations have been published that are not mandatory for the Company’s 30 June 2017 reporting period and have not been early adopted by the Company. The Company’s assessment of the impact of these new standards and interpretations is set out below.

(n) New standards and interpretations not yet adopted (continued)

<table>
<thead>
<tr>
<th>Title of Standard</th>
<th>AASB 9 Financial Instruments</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Nature of change</strong></td>
<td>AASB 9 addresses the classification, measurement and derecognition of financial assets and financial liabilities, introduces new rules for hedge accounting and a new impairment model for financial assets.</td>
</tr>
<tr>
<td><strong>Impact</strong></td>
<td>The Company's financial assets of cash, short term investments and account receivables are currently classified as loans and other receivables and held-to-maturity investments. The Company also has account payables which are classified as financial liabilities held at amortised costs.</td>
</tr>
<tr>
<td></td>
<td>The Company is still undertaking an assessment on the impact on the classification of these financial assets and liabilities, although the Company does not expect the new guidance to have a significant impact on the measurement of these financial instruments.</td>
</tr>
<tr>
<td></td>
<td>The new standard also introduces expanded disclosure requirements and changes in presentation. These are expected to change the nature and extent of the Company's disclosures about its financial instruments particularly in the year of the adoption of the new standard.</td>
</tr>
<tr>
<td><strong>Mandatory application date/ Date of adoption by the Company</strong></td>
<td>Must be applied for financial years commencing on or after 1 January 2018. The Company does not intend to adopt AASB 9 before its mandatory date.</td>
</tr>
</tbody>
</table>
## 1 Summary of Significant Accounting Policies (continued)

### (n) New standards and interpretations not yet adopted (continued)

<table>
<thead>
<tr>
<th>Title of Standard</th>
<th>AASB 15 Revenue from Contracts with Customers</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Nature of change</strong></td>
<td>The AASB has issued a new standard for the recognition of revenue. This will replace AASB 118 which covers revenue arising from the sale of goods and the rendering of services and AASB 111 which covers construction contracts. The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer. The standard permits either a full retrospective or a modified retrospective approach for the adoption.</td>
</tr>
<tr>
<td><strong>Impact</strong></td>
<td>Management is currently assessing the effects of applying the new standard on the Company's financial statements. The Company derives key revenue from functions and events, membership income, sponsorship and grant revenue.</td>
</tr>
<tr>
<td><strong>Mandatory application date/ Date of adoption by the Company</strong></td>
<td>Mandatory for financial years commencing on or after 1 January 2018, but available for early adoption. The Company does not intend to adopt AASB 15 before its mandatory date.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Title of Standard</th>
<th>AASB 16 Leases</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Nature of change</strong></td>
<td>AASB 16 was issued in February 2016. It will result in almost all leases being recognised on the balance sheet, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short term and low-value leases. The accounting for lessors will not significantly change.</td>
</tr>
<tr>
<td><strong>Impact</strong></td>
<td>The standard will affect primarily the accounting for the Company's operating leases. As at the reporting date, the Company has non-cancellable operating lease commitments of $113,644, see note 14. However, the Company has not yet determined to what extent these commitments will result in the recognition of an asset and a liability for future payments and how this will affect the Company's profit and classification of cash flows.</td>
</tr>
<tr>
<td><strong>Mandatory application date/ Date of adoption by the Company</strong></td>
<td>Mandatory for financial years commencing on or after 1 January 2019, but available for early adoption. The Company does not intend to adopt AASB 16 before its mandatory date.</td>
</tr>
</tbody>
</table>

### 2 Cash and Cash Equivalents

<table>
<thead>
<tr>
<th></th>
<th>2017</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash at bank</td>
<td>2,864,838</td>
<td>1,042,308</td>
</tr>
<tr>
<td>Cash on hand</td>
<td>1,873</td>
<td>1,069</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>2,866,711</td>
<td>1,043,377</td>
</tr>
</tbody>
</table>
3 Trade and Other Receivables

Trade and other receivables
Provision for impairment

<table>
<thead>
<tr>
<th></th>
<th>2017</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>$</td>
<td>$</td>
</tr>
<tr>
<td></td>
<td>87,135</td>
<td>81,074</td>
</tr>
<tr>
<td></td>
<td>(13,960)</td>
<td>(13,710)</td>
</tr>
<tr>
<td></td>
<td>73,175</td>
<td>67,364</td>
</tr>
</tbody>
</table>

2017: $13,960 of the above receivables are overdue. $13,960 of these are considered to be impaired. $73,175 of the receivables are neither overdue or impaired.

2016: $13,710 of the above receivables are overdue. $13,710 of these are considered to be impaired. $67,364 of the receivables are neither overdue or impaired.

3 Trade and Other Receivables (continued)

The carrying value of trade receivables is considered a reasonable approximation of fair value due to the short-term nature of the balances.

<table>
<thead>
<tr>
<th></th>
<th>2017</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>$</td>
<td>$</td>
</tr>
<tr>
<td></td>
<td>13,710</td>
<td>22,762</td>
</tr>
<tr>
<td></td>
<td>2,843</td>
<td>(9,052)</td>
</tr>
<tr>
<td></td>
<td>(2,593)</td>
<td>-</td>
</tr>
<tr>
<td></td>
<td>13,960</td>
<td>13,710</td>
</tr>
</tbody>
</table>

4 Investments

Investments consist of term deposits which are classified as held-to-maturity investments, with interest rates ranging from 2.65%.

5 Other Assets

Prepayments
Accrued income
Bonds held
Held-to-maturity investment

<table>
<thead>
<tr>
<th></th>
<th>2017</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>$</td>
<td>$</td>
</tr>
<tr>
<td></td>
<td>105,138</td>
<td>120,448</td>
</tr>
<tr>
<td></td>
<td>225,663</td>
<td>159,072</td>
</tr>
<tr>
<td></td>
<td>22,101</td>
<td>16,183</td>
</tr>
<tr>
<td></td>
<td>385,075</td>
<td>385,075</td>
</tr>
<tr>
<td></td>
<td>737,977</td>
<td>680,778</td>
</tr>
</tbody>
</table>
## Notes to the Financial Statements
### For the Year Ended 30 June 2017

### 6 Intangible Assets

<table>
<thead>
<tr>
<th></th>
<th>2017</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Member Manager</strong></td>
<td>125,380</td>
<td>125,380</td>
</tr>
<tr>
<td><strong>Less accumulated amortisation</strong></td>
<td>(107,861)</td>
<td>(92,189)</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>17,519</td>
<td>33,191</td>
</tr>
</tbody>
</table>

Member Manager is amortised on a straight line basis over 8 years.

**Movement in Carrying Amount**

<table>
<thead>
<tr>
<th></th>
<th>2017</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Balance at the beginning of the year</strong></td>
<td>33,191</td>
<td>48,907</td>
</tr>
<tr>
<td><strong>Amortisation</strong></td>
<td>(15,672)</td>
<td>(15,716)</td>
</tr>
<tr>
<td><strong>Balance at the end of the year</strong></td>
<td>17,519</td>
<td>33,191</td>
</tr>
</tbody>
</table>

### 7 Property, Plant and Equipment

<table>
<thead>
<tr>
<th></th>
<th>2017</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Building - at cost</strong></td>
<td>430,670</td>
<td>430,670</td>
</tr>
<tr>
<td><strong>Less accumulated depreciation</strong></td>
<td>(139,999)</td>
<td>(129,232)</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>290,671</td>
<td>301,438</td>
</tr>
<tr>
<td><strong>Office equipment - at cost</strong></td>
<td>30,807</td>
<td>30,807</td>
</tr>
<tr>
<td><strong>Less accumulated depreciation</strong></td>
<td>(19,074)</td>
<td>(15,498)</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>11,733</td>
<td>15,309</td>
</tr>
<tr>
<td><strong>Computer equipment - at cost</strong></td>
<td>43,421</td>
<td>35,643</td>
</tr>
<tr>
<td><strong>Less accumulated depreciation</strong></td>
<td>(32,641)</td>
<td>(25,478)</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>10,780</td>
<td>10,165</td>
</tr>
<tr>
<td><strong>Furniture and fittings - at cost</strong></td>
<td>127,101</td>
<td>127,101</td>
</tr>
<tr>
<td><strong>Less accumulated depreciation</strong></td>
<td>(89,771)</td>
<td>(79,696)</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>37,330</td>
<td>47,405</td>
</tr>
<tr>
<td><strong>Leasehold improvements - at cost</strong></td>
<td>96,286</td>
<td>100,916</td>
</tr>
<tr>
<td><strong>Less accumulated depreciation</strong></td>
<td>(75,185)</td>
<td>(65,440)</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>21,101</td>
<td>35,476</td>
</tr>
<tr>
<td><strong>Total Property, Plant and Equipment</strong></td>
<td>371,615</td>
<td>409,793</td>
</tr>
</tbody>
</table>
Notes to the Financial Statements
For the Year Ended 30 June 2017

7 Property, Plant and Equipment

Movement in Carrying Amount

Movement in the carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year:

<table>
<thead>
<tr>
<th>Building $</th>
<th>Office Equipment $</th>
<th>Computer Equipment $</th>
<th>Furniture and fittings $</th>
<th>Leasehold Improvements $</th>
<th>Total $</th>
</tr>
</thead>
<tbody>
<tr>
<td>Balance at the beginning of the year</td>
<td>301,438</td>
<td>15,309</td>
<td>10,165</td>
<td>47,405</td>
<td>35,476</td>
</tr>
<tr>
<td>Additions</td>
<td>-</td>
<td>-</td>
<td>7,779</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Disposals</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>(2,766)</td>
</tr>
<tr>
<td>Depreciation expense</td>
<td>(10,767)</td>
<td>(3,576)</td>
<td>(7,164)</td>
<td>(10,075)</td>
<td>(11,809)</td>
</tr>
<tr>
<td>Balance at the end of the year</td>
<td>290,671</td>
<td>11,733</td>
<td>10,780</td>
<td>37,330</td>
<td>21,101</td>
</tr>
</tbody>
</table>

2017 2016
$ $

8 Trade and Other Payables

Trade and other payables | 242,596 | 338,725 |
Accrued expenses | 155,602 | 170,417 |
| | 398,198 | 509,142 |

9 Provisions

Current

Annual leave | 119,569 | 114,549 |
Long service leave | 105,633 | 137,618 |
| | 225,202 | 252,167 |

10 Unearned Revenue

Membership subscriptions | 961,601 | 933,714 |
Other income in advance | 404,801 | 252,377 |
| | 1,366,402 | 1,186,091 |
Planning Institute of Australia  
ABN: 34 151 601 937

Notes to the Financial Statements  
For the Year Ended 30 June 2017

11  Borrowings

The Company has entered into indemnity guarantees totaling $6,000 with the ANZ over leases of the premises. In addition to the above guarantees, at 30 June 2017 the following facilities were in place:

   i) Business credit card limit of $60,000  
   ii) Merchant limit of $570,000

12  Key Management Personnel Compensation

Key management personnel is defined by AASB 124 “Related Party Disclosures” as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director of the entity.

The totals of remuneration paid to the key management personnel during the year are as follows:

<table>
<thead>
<tr>
<th></th>
<th>2017</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>$</td>
<td>$</td>
</tr>
<tr>
<td>Total key management personnel compensation</td>
<td>1,162,571</td>
<td>1,120,490</td>
</tr>
</tbody>
</table>

In addition to the above compensation, the Company has paid an insurance premium of $7,876 (2016: $7,375) for Professional Indemnity Insurance which incorporates directors’ and officers’ liability insurance. It is not practical to obtain details of the component of the insurance premium that relates to key management personnel.

13  Related Party Disclosure

There were no other related party transactions during the year, apart from the transactions relating to member services on conditions no more favorable than those available to other parties.

14  Leasing Commitments

Non-cancellable operating leases contracted for but not capitalised in the financial statements:

Payable - minimum lease payments

<table>
<thead>
<tr>
<th></th>
<th>2017</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>no later than twelve months</td>
<td>88,721</td>
<td>104,202</td>
</tr>
<tr>
<td>between twelve months and five years</td>
<td>24,923</td>
<td>113,671</td>
</tr>
<tr>
<td></td>
<td>113,644</td>
<td>217,873</td>
</tr>
</tbody>
</table>

Operating leases comprise photocopiers and premises located in Western Australia, New South Wales and Victoria.

WESTERN AUSTRALIA

The lease was entered into, commencing 1 December 2012, for an initial period of five years and six months, with an option to renew the lease after that date for a further two years. Lease payments are increased every year to reflect market rentals.
14 Leasing Commitments (continued)

**VICTORIA**
The lease was entered into, commencing 1 December 2015, for an initial period of three years, with an option to renew after that date for a further three year periods. Lease payments are increased every year by 3%.

**PHOTOCOPIER**
The lease was entered into, commencing 11 November 2015, for a period of five years.

15 Financial Risk Management

The Company’s financial instruments consist mainly of deposits with banks, short-term investments, accounts receivable and payable, and bank loans.

The Company is not exposed to any significant credit, liquidity or interest rate risk.

The totals for each category of financial instruments, measured in accordance with AASB 139 as detailed in the accounting policies to these financial statements, are as follows:

<table>
<thead>
<tr>
<th></th>
<th>Note</th>
<th>2017</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Financial Assets</td>
<td></td>
<td>$</td>
<td>$</td>
</tr>
<tr>
<td>Loans and other receivables:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Cash and cash equivalents</td>
<td>2</td>
<td>2,866,711</td>
<td>1,043,377</td>
</tr>
<tr>
<td>- Trade and other receivables</td>
<td>3</td>
<td>73,175</td>
<td>67,364</td>
</tr>
<tr>
<td>Held-to-maturity investment</td>
<td>4</td>
<td>375,065</td>
<td>680,778</td>
</tr>
<tr>
<td><strong>Total financial assets</strong></td>
<td></td>
<td>3,314,951</td>
<td>1,791,519</td>
</tr>
<tr>
<td>Financial Liabilities</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Financial liabilities at amortised cost</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Trade and other payables</td>
<td>8</td>
<td>266,195</td>
<td>406,789</td>
</tr>
<tr>
<td><strong>Total financial liabilities</strong></td>
<td></td>
<td>266,195</td>
<td>406,789</td>
</tr>
</tbody>
</table>

Net fair values

Financial assets and financial liabilities are carried at their net fair value at the end of the reporting period. The carrying values of financial assets and financial liabilities approximate their net fair values due to their short term maturity or market interest rate. No financial assets or financial liabilities are traded on organised markets in standardised form.
Notes to the Financial Statements
For the Year Ended 30 June 2017

16 Contingent Liabilities and Contingent Assets
There were no contingent liabilities or contingent assets at the end of the financial year.

17 Events After the End of the Reporting Period
The financial statements were authorised for issue by the directors on the date of signing the attached Directors’ Declaration. The directors have the power to amend the financial statements after they are issued.

There are no events after the reporting period which require amendment of, or further disclosure in, the financial statements.

<table>
<thead>
<tr>
<th></th>
<th>2017</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>$</td>
<td>$</td>
<td>$</td>
</tr>
</tbody>
</table>

18 Auditor Remuneration
For the audit of the financial statements 14,320 13,974

19 Company Details
The registered office and principal place of business of the company is:

Planning Institute of Australia
16/11 National Circuit
Barton ACT 2600
Directors' Declaration

The directors of the entity declare that:

1. The financial statements and notes, as set out on pages 13 to 30, are in accordance with the Corporations Act 2001 and:

   (a) comply with Australian Accounting Standards - Reduced Disclosure Requirements; and

   (b) give a true and fair view of the Company’s financial position as at 30 June 2017 and of its performance, as represented by the results of its operations and its cash flows, for the financial year ended on that date.

2. In the directors’ opinion, there are reasonable grounds to believe that the entity will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors.

Dated: 23 October 2017
INDEPENDENT AUDITOR’S REPORT TO THE MEMBERS OF PLANNING INSTITUTE OF AUSTRALIA


Auditor’s Opinion

We have audited the accompanying financial statements of Planning Institute of Australia (the Company), which comprise the statement of financial position as at 30 June 2017, the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the director’s declaration.

In our opinion, the financial statements of Planning Institute of Australia are in accordance with the Corporations Act 2001, including:

(i) giving a true and fair view of the Company’s financial position as at 30 June 2017 and of its performance for the year ended on that date; and

(ii) complying with Australian Accounting Standards – Reduced Disclosure Requirements and the Corporations Regulations 2001.

Directors’ Responsibility for the Financial Statements

The directors of the Company are responsible for the preparation and fair presentation of the financial statements in accordance with Australian Accounting Standards – Reduced Disclosure Requirements and the Corporations Act 2001, and for such internal control as the directors determine is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

Auditor’s responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity’s preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity’s internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Independence**

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*.

[Vincents Assurance 
Risk Advisory 
Peter Sheville 
Partner 
Canberra, 23 October 2017]
Upon the granting of Membership of all classes, the Members of the Planning Institute Australia (PIA) 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.

Planning Institute of Australia Ltd
PO Box 5427
Kingston ACT 2604
Tel: 02 6262 5933
info@planning.org.au
ABN 34 151 601 937

For further details and guidance visit
Contents

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1. COMPETENCY, DUE CARE AND DILIGENCE ................................................................. 4
2. RESPECT, HONESTY AND INTEGRITY ......................................................................... 5
3. PROFESSIONAL BEHAVIOR ......................................................................................... 6
4. CONFIDENTIALITY AND DISCLOSURE ....................................................................... 7
VERSION CONTROL ............................................................................................................... 8
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 planning decisions and of the planning system as a whole, and to foster confidence and respect for the planning profession within the community.

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

- Commitment to good planning principles and decisions based on facts and evidence
- Sustainable and ethical development
- Efficient and economically sound outcomes
- Aboriginal and Torres Strait Islander connections to country
- Responsible management of natural and built resources
- Effective and fair governance
- Pleasant, healthy, safe and socially connected working and living environments.

The Institute requires its Members to adhere to the following core principles which underpin the Code, as detailed in this document:

1. Competency, due care and diligence
2. Respect, honesty and integrity
3. Professional behavior
4. Confidentiality and disclosure.

Members undertaking any form of paid, pro bono 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.

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.

Guidance notes

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. COMPETENCY, DUE CARE AND DILIGENCE

Our Members will:

a) strive for the highest standards in their professional activities

b) ensure that the processes of planning are conducted as openly and as inclusively as is reasonable and that all relevant information is disclosed to interested persons

c) practise in accordance with relevant legal and statutory requirements

d) take all reasonable steps to maintain their professional competence

e) practise only within their areas of competence

f) accurately represent their qualifications, work experience and prior responsibilities

g) maintain proper records of agreements entered into and work undertaken

h) before commencing work on any planning services:

   i. ensure that their terms of engagement, which include a written fee agreement and clear indication as to the likely costs and description of the services proposed, have been given to and confirmed in writing by their clients

   ii. satisfy themselves that these terms have been accepted.

i) ensure they are appropriately covered by insurance, including professional indemnity insurance

j) report to the Institute any alleged breach of this Code or other alleged unprofessional conduct, by a Member, of which they become aware and assist the Institute in its investigations

k) ensure that any public statement made by them does not purport to represent the Institute's view, unless expressly authorised by the Institute to do so.
2. RESPECT, HONESTY AND INTEGRITY

Our Members will:

a) not discriminate on the grounds of race, creed, gender, age, location, social status or disability

b) treat others with courtesy and respect, without discrimination, harassment, coercion or inappropriate conduct

c) conduct themselves with honesty and integrity

d) not attempt to supplant the work of another Member who has been engaged to carry out a commission.

Guidance note

1. It is considered fair practice for a Member to decline work from a client when that client has an unpaid account with another Member for the same property that advice is being sought.

2. Members should be mindful that, whilst Members may carry out work on a contingency fee (success fee) basis:
   a. Success fees or bonuses can be an inducement for behaviour that does not meet the ethical standards set by the Code.
   b. Members may need to check disclosure requirements if they are also acting as advisor to a local authority or as an expert in a court or tribunal council.

3. If a Member knowingly takes on a project that was previously being done by another Member, as a courtesy the newly appointed Member should notify the previous Member that this is the case.
3. PROFESSIONAL BEHAVIOUR

Our Members will:

a) take all reasonable steps to ensure that their private, personal, political and financial interests do not conflict with or improperly influence, or be seen to influence, their decisions or actions in the performance of their professional duties

b) disclose as appropriate or as required by law, any potential conflicts of interest

c) take all reasonable steps to ensure that no conflict of duty arises between the interests of one employer, client or business associate and the interests of another

d) not offer or accept inducements, whether financial or otherwise, to influence a decision or professional point of view with regards to planning matters

e) disclose to their employers or clients any offers of inducements, discounts, gifts or commissions received from any third parties in connection with their work

f) disclose in writing to, and seek written permission from, their employer before undertaking additional paid or honorary employment in planning or a related profession, unless the employer has a written policy expressly negating this requirement.

Guidance note

It is inappropriate (in most situations) for a Member to undertake paid professional work from any organisation where that Member participates on the governing body (Board of Directors or the like) unless the Member has declared a conflict of interest to the governing body and good governance procedures are applied by that governing body.
4. CONFIDENTIALITY AND DISCLOSURE

Our Members will keep all information provided to them during the course of their work confidential, and shall not disclose or use any of that information for their own benefit, nor disclose it to any third party unless:

   a) the information is authorised to be publicly available or is required by law to be disclosed

   b) it is with the express written approval of the legal owner of that information.
## VERSION CONTROL

<table>
<thead>
<tr>
<th>Version</th>
<th>Author</th>
<th>Revision Notes</th>
<th>Date Approved</th>
</tr>
</thead>
<tbody>
<tr>
<td>2</td>
<td>Board</td>
<td></td>
<td>April 2014</td>
</tr>
<tr>
<td></td>
<td>Brenda Payne</td>
<td>Aug &amp; Nov 2016 - Formatting changes. Title updated. No further content changes. Correction of typographical error at 3.f.ii.</td>
<td>N/A</td>
</tr>
<tr>
<td>3</td>
<td>Code of Professional Conduct Workgroup 2017</td>
<td>Significant refresh and update of entire Code.</td>
<td>Recommended to Board 27 October 2017 Recommended to Members 30 November 2017</td>
</tr>
</tbody>
</table>
## CONSTITUTION

Date: 8 September 2017

**PLANNING INSTITUTE OF AUSTRALIA LTD**

**INDEX TO CONSTITUTION**

<table>
<thead>
<tr>
<th>Section</th>
<th>Title</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>NAME ...........................................................................</td>
<td>1</td>
</tr>
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CONSTITUTION OF
PLANNING INSTITUTE OF AUSTRALIA LIMITED
ACN 151 601 937
A COMPANY LIMITED BY GUARANTEE

1 NAME

The name of the Institute is "Planning Institute of Australia" ("the Institute").

2 CAPACITY

Subject to the Corporations Act, the Institute has the legal capacity of a natural person including the capacity to exercise the powers set out in section 124 of the Corporations Act. It is the intention that this Constitution will not restrict or prohibit the exercise by the Institute of any of these powers except as expressly stated.

3 OBJECTS

The objects for which the Institute is established are:

(a) To provide national leadership for the advancement of environmental, social and economic benefits of planned use of land in the natural and built environments;

(b) To provide influential advice concerning the environmental, social and economic impacts and implications of the use of land;

(c) To foster and strengthen the community perception of planned use of land and associated systems as a critical means to serve the public interest;

(d) To advance the professional interests of Members;

(e) To establish and administer standards of competency amongst persons working professionally in the disciplines involved in land use planning;

(f) To foster and strengthen the technical knowledge and professionalism of persons working professionally in the disciplines involved in land use planning;

(g) To provide for and encourage education and training in the disciplines involved in land use planning;

(h) To provide a forum for the exchange of knowledge and views relating to the issues in and associated with the planned and unplanned use of land;

(i) To harness the industry’s collective knowledge on issues affecting the industry and to collect and disseminate information concerning the planned and unplanned use of land;

(j) To provide international leadership for the advancement of environmental, social and economic benefits of planned use of land in the natural and built environments;

(k) To deliver accountability and good corporate governance of the Institute to the Members; and
(l) To do all other lawful things as are incidental or conducive to the attainment of these objects or any of them or which may be calculated to advance directly or indirectly the interests of the Institute.

4 NOT FOR PERSONAL PROFIT

4.1 Dedication to the Objects
The income and property of the Institute must be applied solely towards the promotion of the Objects of the Institute as set out in this Constitution.

4.2 Restriction on Use of Funds
No portion of the income or property of the Institute shall be paid or transferred directly or indirectly by way of profit to Members. This does not prevent the payment in good faith:

(a) of remuneration to any officers, employees or contractors of the Institute paid in return for any services rendered to the Institute, if such payment is approved by the Board in good faith, on arm's length terms;

(b) of remuneration to any Member or Officer of any Member in return for any services rendered to the Institute, if such payment is approved by the Board in good faith, on arm's length terms;

(c) for goods supplied in the ordinary and usual course of business on ordinary terms;

(d) of interest at a reasonable and proper rate on money borrowed from any Member; or

(e) of reasonable and proper rent for premises leased or licensed by any Member to the Institute;

5 MEMBERS’ GUARANTEE
Every Member undertakes to contribute an amount not exceeding $10.00 to the property of the Institute if it is wound up while he or she is a Member or within one year afterwards for:

(a) payment of the debts and liabilities of the Institute contracted before the time when he or she ceased to be a Member;

(b) the costs charges and expenses of winding up; and

(c) for an adjustment of the rights of contributories among themselves.

6 WINDING UP
If the Institute is wound up or dissolved and, after the satisfaction of all its debts and liabilities, any assets whatsoever remain, the remaining assets must not be paid or distributed to the Members but must be given or distributed to some other fund, authority or institution having objects or purposes similar to the purposes of the Institute and which is limited in its use of funds in substantially the same manner as provided for in clause 4.2, determined:

(i) in general meeting; or failing which

(ii) by the Liquidator acting in good faith and as an officer of the Court.
7 LIMITED LIABILITY

The liability of the Members is limited.

8 MEMBERS

8.1 Member Class

The membership of the Institute be such persons who the Board are satisfied have educational and practical experience as prescribed by the Code of Membership.

8.2 Associate Class

The Institute shall have grades of Associates, as prescribed by the By-Laws.

8.3 Admission of Members

The Board shall admit as a Member any person who:

(a) satisfies the conditions set out in clause 8.1; and

(b) signs and forwards an application to be a Member, in the form approved from time to time by the Board, to the Secretary by which the applicant agrees to be bound by the terms of this Constitution and the By-Laws; and

(c) is approved as a Member by the Board; and

(d) is not otherwise ineligible to be a Member under this Constitution; and

(e) pays the appropriate membership or application fee (if required).

noting that in the process for approving the admission of an applicant to be a Member the Board may request information from the applicant to determine whether the applicant is suitable be a Member of the Institute.

8.4 Divisional Membership

Each Member or Associate shall:

(a) On admission as a Member or Associate, be admitted to a Division of the Institute according to the address the Member or Associate has notified the Secretary from time to time;

(b) Be admitted as a member or Associate in no more than one Division; and

(c) Notify the Secretary of each change of their address and, should their updated address fall within the boundaries of a new Division, then their Divisional Membership shall be updated accordingly.

8.5 Cessation of membership

(a) Any Member or Associate may resign from membership of the Institute by written notice, which notice shall be deemed to expire at the end of the period to which their Membership Fees have been paid.

(b) Any Member may be removed as a Member in accordance with the By-Laws at a duly convened meeting of Members if:
At least two month’s written notice of the motion to remove the Member is given to all Members (including to the Member concerned; the “Subject Member”) stating the grounds on which the motion relies; and

If within 28 days of the service of notice under clause 8.5(b)(i) the Subject Member serves on the Institute a statement addressing the grounds on which the motion relies, that statement is sent as a notice to all Members not less than 14 days prior to the motion being put; and

The motion to remove the Subject Member is passed by Special Majority, noting that the Subject Member shall not be entitled to a vote on the motion.

Any Member may be removed as a Member by the Board if:

(i) The Member is bankrupt pursuant to The Bankruptcy Act 1966 (Cth); or

(ii) The Member is convicted of an indictable criminal office.

Continuing Liability

A person who ceases to be a Member under 8.5 shall remain liable under clause 5 for a period of six months following that cessation.

VOTING AND SPEAKING RIGHTS

Members Rights

Subject to this Constitution and the By-Laws, Members have the right to:

(a) receive notices of, the right to attend, the right to speak and the right to vote at all general meetings of the Institute; and

(b) receive notices of, the right to attend, the right to speak and the right to vote at all meetings of the Division of which they are, for the time being, a member.

Honorary Fellows Rights

Honorary Fellows shall, notwithstanding clause 9.3, have the right to:

(a) receive notices of and the right to attend general meetings of the Institute but do not have the right to speak without leave of the chairperson of the meeting and do not have the right to vote; and

(b) to attend all general meetings of the Division of which they are, for the time being, an Honorary Fellow and may have those rights and privileges that the By-Laws permit.

Associates

Associates are not Members for the purposes of this Constitution or the Corporations Act and may have such rights and privileges as the Board and the By-Laws permit.
10 REGISTER OF MEMBERS

10.1 Membership

The Secretary must keep the Register at the Office and must enter in the Register the:

(a) full names and addresses of Members;
(b) principal place of business of the Member;
(c) date on which each Member becomes a Member;
(d) grade of membership for which the Member is qualified;
(e) Division to which the Members is admitted, for the time being; and
(f) date on which any Member ceases to be a Member or alters their class of Membership.

The Register must not be used for any other purpose and is to be open for inspection by Members.

10.2 Associates

The Secretary must keep a register of Associates at the Office and must enter in the Register the:

(a) full names and addresses of Associates;
(b) date on which each person becomes an Associate;
(c) grade of Associate Membership for which the person is admitted;
(d) person’s financial undertaking to the Institute, if any, and payments made towards that commitment; and
(e) date on which any person ceases to be an Associate.

The register of Associates must not be used for any other purpose and is to be open for inspection by Members.

11 GENERAL MEETINGS

11.1 Annual General Meeting

An annual general meeting of the Institute must be held in accordance with the Corporations Act.

11.2 Holding of General Meetings

General meetings of Members are to be held at the times and places:

(a) prescribed by the Members in general meeting; or
(b) as determined by the Board, from time to time.
11.3 Convening of General Meetings

The Directors may, whenever they think fit, and must, upon a requisition made in accordance with section 249D of the Corporations Act, convene a general meeting of the Institute.

11.4 Notice of meetings

At least 21 days notice must be given of a general meeting unless the Corporations Act otherwise provides. The notice must specify the place, day and hour of meeting and in the case of special business, the business proposed for consideration.

11.5 Omission to give notice

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice does not invalidate the proceedings at the meeting.

12 PROCEEDINGS AT GENERAL MEETINGS

12.1 Quorum

Ten Members personally present and entitled to vote is a quorum for all general meetings. No business is to be transacted at any general meeting unless a quorum is present at the time the meeting proceeds to business, except as clause 12.4 permits.

12.2 Lack of quorum

If within 30 minutes after the time appointed for the meeting a quorum is not present, the meeting will stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Directors determine. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, then ten Members, present in person or by proxy and entitled to vote is a quorum and if such reduced quorum is not then present the meeting will be dissolved.

12.3 Chairperson

The President may preside as chairperson at every general meeting. If the President is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling or refuses to act as chairperson of the meeting, then a Vice President shall preside as chairperson. In turn if a Vice President is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling or refuses to act as chairperson of the meeting, then Directors must choose another Director as chairperson. If no Director is so chosen or if all the Directors present decline to take the chair, the Members present must choose one of their own number to be chairperson.

12.4 Adjournment

The chairperson of a general meeting may, with the consent of a meeting at which a quorum is present (and must if directed by the meeting), adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
12.5 Notice of adjourned meeting

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting, unless the meeting is adjourned for 30 days or more, in which case notice of the adjourned meeting is to be given as in the case of an original meeting.

12.6 Decision of resolutions

At a general meeting a resolution put to the vote of the meeting is to be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairperson or (other than on the election of the chairperson of a meeting or the adjournment of a meeting) by not less than three Members having the right to vote at the meeting.

12.7 Minutes as evidence of result

Unless a poll is duly demanded, a declaration by the chairperson that a resolution has, on the show of hands, been:

(a) carried;
(b) carried unanimously;
(c) carried by a particular majority; or
(d) lost or not carried by a particular majority,

and an entry to that effect in the book containing the minutes of the proceedings of the Institute signed by the chairperson, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

12.8 Taking of poll

(a) If a poll is duly demanded it must be taken in the manner and at the time and place as the chairperson of the meeting directs. The result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded provided that a poll on the election of a chairperson of a meeting or on any question of adjournment must be taken at the meeting and without adjournment.

(b) The demand for a poll does not prevent the meeting continuing for the transaction of any business other than the question on which a poll has been demanded.

(c) The demand for a poll may be withdrawn.

12.9 Chairperson determines disputes

In the case of a dispute as to the admission or rejection of a vote on a show of hands or on a poll, the chairperson must determine the dispute and the determination made in good faith will be final and conclusive.

13 DIVISIONAL MEETINGS

13.1 Holding of Division Meetings

Divisional Meetings are to be held:
(a) at the times and places prescribed by the Divisional Committee and at such other times and places as determined by the Board; and

(b) in accordance with the By-Laws in such manner as the Divisional Committee sees fit, subject to the direction and control of the Board.

13.2 Notice of meetings

At least 21 days notice of a Divisional Meeting must be given to the members of a Division. The notice must specify the place, day and hour of meeting and in the case of:

(a) special business, the general nature of that business; and

(b) an election of Divisional Committee members, the names of the candidates for election.

13.3 Omission to give notice

The accidental omission to give notice of a meeting to or the non-receipt of notice of a Divisional Meeting by any person entitled to receive notice does not invalidate the proceedings at the meeting.

13.4 Business of Divisional Meetings

All business that is transacted at a Divisional Meeting will be referred by the Division Committee, through the Chief Executive Officer, to the Board for consideration and if thought fit, approval for implementation by Institute, unless:

(a) The matter is within an approved allocation within the Division’s approved and current Divisional Budget and the matter is in accordance with that forecast Divisional Budget planning; or

(b) The matter is within the discretions for expenditure approved by the Board for that Division and the Division Committee is reasonably of the view that the matter has no National Policy implications.

14 VOTES OF MEMBERS

14.1 Entitlement to vote

Every Member who is present in person or represented by proxy or corporate representative at:

(a) a General Meeting, is entitled, subject to this Constitution and the By-Laws, to cast one vote, whether on a show of hands or on a poll; and

(b) a Divisional Meeting of which they are a member is entitled, subject to this Constitution and the By-Laws, to cast one vote, whether on a show of hands or on a poll.

14.2 Casting vote

In the case of an equality of votes cast at a General Meeting, the chairperson of the meeting at which the vote is taken is entitled to a casting vote in addition to any votes to which he or she is entitled as a Member.
14.3 Voting at General Meetings

No objection shall be raised to the qualifications of any voter except at the meeting or adjourned meeting at which the vote objected to and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

15 PROXIES

15.1 Appointment of proxy

Subject to the Corporations Act, a Member may only appoint one proxy, who must be another Member.

15.2 Instrument of proxy

The instrument appointing a proxy must be in writing signed by the appointor or by his or her attorney duly authorised in writing.

15.3 Proxy to be deposited at office

(a) The instrument appointing a proxy and the authority (if any) under which it is signed or a certified copy of the authority must be received by the Institute prior to the commencement of the meeting or adjourned meeting or taking of the poll, at which the person named in the instrument proposes to vote. If this clause 15.3 is not complied with, the instrument of proxy will be treated as invalid.

(b) An instrument appointing a proxy is received when it is received at any of the following:

(i) the Office, 24 hours prior to the commencement of the meeting;

(ii) a facsimile number at the Office, 24 hours prior to the commencement of the meeting; or

(iii) a place, facsimile number or electronic address specified for the purpose in the notice of meeting, 24 hours prior to the commencement of the meeting;

(iv) in person to the Secretary or the President of the Institute, 24 hours prior to the commencement of the meeting.

15.4 Form of proxy

An instrument appointing a proxy is valid if it is signed by the Member making the appointment and contains the following information:

(a) the Member’s name and address;

(b) the Institute’s name;

(c) the proxy’s name or the name of the office held by the proxy; and

(d) the Meetings at which the appointment may be used.

An appointment of a proxy need not be witnessed and a later appointment revokes an earlier one if both appointments could not be validly exercised at the Meeting.
An instrument of proxy in which the name of the appointee is not filled in is taken to be given in favour of the chairperson of the meeting to which it relates.

15.5 Power to demand poll

The instrument appointing a proxy is taken to confer authority to demand or join in demanding a poll.

15.6 Votes of proxies

A vote given in accordance with the terms of an instrument of proxy is valid despite the previous death or unsoundness of mind of the appointor or revocation of the instrument or of the authority under which the instrument was executed unless notice in writing of the death, unsoundness of mind or revocation is received by the Institute before the meeting or adjourned meeting at which the instrument is used. A proxy is not revoked by the appointor attending and taking part in any meeting but if the appointor votes on a resolution, the person acting as proxy for that appointor has no vote as proxy on that resolution.

15.7 Identification of proxy

The chairperson of a meeting may require a person acting as a proxy to establish to the satisfaction of the chairperson that he or she is the person nominated as proxy in the form of proxy lodged under this Constitution. If the person does not comply, that person may be excluded from voting.

15.8 Power of attorney

If a Member executes or proposes to execute an instrument or to act by or through an attorney the Member must produce to the Institute within the time prescribed by clause 15.3 the instrument appointing the attorney or a certified copy of the instrument.

16 DIRECTORS

16.1 Board Composition

Following the first Board, the Board will comprise:

(a) One Director appointed by each Division except for the International Division, via a Divisional Election;

(b) One Young Planner Director, appointed under clause 16.7; and

(c) The President appointed under clause 16.6.

16.2 Board Attendees

Each of the following persons shall be entitled to receive Board Papers and notice of all Board meetings and shall be entitled to attend as an adviser to the Board and speak at Board meetings, but shall not be entitled to vote or otherwise participate in decisions:

(a) The Immediate Past President (if any), during the period prior to the first Annual General Meeting following their cessation as President; and

(b) The President Elect (if any) in the period from their election to take the office as President;

8 September 2017
Noting that if any such person holds the office as Director, nothing in this clause is intended to deny them their rights to vote as Director.

16.3 Terms

Subject to clause 16.5 the following Directors shall be appointed as Directors for the following terms:

(a) A Director appointed by a Divisional Election: three years and shall be eligible for re-appointment for a second consecutive term;

(b) The Young Planner Director: two years and shall not be eligible for re-appointment at the end of each such term;

(c) The President: two years and shall be eligible for re-appointment for a second term.

16.4 Calculation of Terms

(a) For the purposes of determining whether a term has been served by:

(i) a Director appointed by a Divisional Election; or

(ii) the Young Planner Director;

(iii) the President; or

(iv) a Director appointed to fill a vacancy pursuant to clause 16.13,

an individual will be deemed to have served a term, if the Director has held that position for five-hundred and forty-eight (548), or more, consecutive days.

(aa) For the purposes of determining whether a term has been served by:

(i) The Young Planner Director; or

(ii) The President.

an individual will be deemed to have served a term if that person has held the position for three-hundred and sixty-five (365), or more, consecutive days.

(b) For the avoidance of doubt, if a Director referred to in clause 16.4(a) has held that position for less than 548 consecutive days, then that period will not be considered a term and the Director remains eligible for reappointment for the maximum number of terms permitted pursuant to clause 16.3 and clause 16.13, as appropriate, in addition to the period served.

(bb) For the avoidance of doubt, if a person referred to in clause 16.4(aa) has held that position for less than 365 consecutive days, then that period will not be considered a term and the person remains eligible for reappointment for the maximum number of terms permitted pursuant to clause 16.3 and clause 16.13, as appropriate, in addition to the period served.

(b)(c) The number of days served in the position of Director referred to in clause 16.4(a) or the Young Planning Director and President referred to in clause 16.4(aa) will
be calculated commencing from the date the individual’s appointment takes effect, pursuant to clauses 16.6, 16.7, 16.9(b) and 16.13(b), as appropriate, and ends on the date the Director is required to vacate the position.

16.5 Retirement

Excluding the Young Planner Director and the President, the balance of the Directors will retire on a rotational basis and each retired Director can be presented for re-election or re-appointment subject to compliance with the requirements of clause 16.3(a). The order of retirement shall be based on the Division from which the Director was elected or appointed to fill a vacancy from:

I. Tasmania, South Australia, Australian Capital Territory – 2015 then triennially

II. Northern Territory, Western Australia – 2016 then triennially; and

III. Queensland, New South Wales, Victoria – 2017 then triennially

16.6 Process for Appointment of President

(a) In the period prior to an annual general meeting from which the serving President is due to retire and the Office of President falls vacant, the Board shall call for nominations from the general body of membership and elect a person to be President Elect. The President Elect must be a Member of the Institute. In the circumstances of a vacancy in the office of President, the President Elect shall serve as Acting President until the end of the next Annual General Meeting.

(b) The President Elect shall become the President on the office of President falling vacant from the end of the next Annual General Meeting following the vacancy.

16.7 Process for Appointment of Young Planner Director

(a) Not less than seven weeks prior to the annual general meeting of the Institute at which the term of the incumbent Young Planner Director is due to expire (including by vacancy), the Board shall circulate to the Members and Associates a request for nominations to stand for election to the office of Young Planner Director, directing nominations to be sent to the Secretary.

(b) Each nominee must be a Young Planner at the time they would take office in accordance with this clause.

(c) The Board may seek advice from Young Planners regarding the appointment in the manner provided in the By-laws and then shall appoint a nominee to the office of Director, with effect from the conclusion of the Annual General Meeting.

16.8 Directors Elected by Members

(a) Each Divisional Election of a Director shall be conducted by secret, preferential ballot, conducted by the Secretary, and shall only permit Members to vote in any such election.

(b) For clarity, Directors appointed during a Divisional Election must be a Member of that Division.
16.9 Commencement of Term

(a) The Directors of the Institute appointed at the time of the adoption of this Constitution shall continue as Directors until the next conclusion of an Annual General Meeting of the Institute.

(b) Each subsequent Board of Directors shall be appointed at each Annual General Meeting of the Institute and hold office from the close of the Annual General Meeting to the close of the Annual General Meeting most proximate to the expiry of their term of office, but subject always to clause 16.5.

16.10 Directors’ Duty

In accordance with Corporations Act, each Director shall be bound to act in the interests of the Institute as a whole and may not act in the interests of any one or more Members or stakeholders who might have assisted their appointment to the Board (except to the extent that such interests coincide with the interests of the Institute as a whole).

16.11 Process for Divisional Director Election

(a) Not less than 90 days prior to the Annual General Meeting of the Institute, the Secretary shall circulate to the Members a request for nominations to stand for election to the office of Director for the Divisions in which the position falls vacant, directing nominations to be sent to the Office, allowing not more than 21 days for a return of those nominations.

(b) The Secretary shall, by written notice, circulate a list of the candidates for appointment by that Division to the office of Director and must do so not less than 56 clear days prior to the Annual General Meeting of the Institute.

(c) Each Divisional Director Election must be complete not less than 28 clear days prior to the Annual General Meeting of the Institute.

(d) Such election of the Director as is described by this clause 16.11 shall be by postal ballot and may utilize any form of available Technology to allow votes to be cast, as the Board may determine, and shall be conducted as provided by this Constitution.

(e) The Secretary using available Technology, shall:

(i) Cause ballots to be prepared with the names of the candidates listed in a random order determined by the Chief Executive Officer and a box next to each name to mark a voter’s intention.

(ii) Not less than 45 days prior to the Annual General Meeting make a ballot available to each Member entitled to vote in an election pertaining to the Division.

(iii) Advise all voters of the closing date for the receipt of returned vote which shall be fixed and which shall not be less than 14 days and not more than 21 days from the date the ballots are made available.

(iv) Provide instruction to voters on the method of voting when the ballot (electronic or otherwise) is distributed. A voter will be required to indicate a preference for every candidate on the ballot by placing a whole number in the box next to the candidate’s name. The whole number “1” must be placed in the box next to the name of the candidate who is the voter’s first
preference, the whole number “2” must be placed in the box next to the name of the candidate who is the voter’s second preference, and so on until, following that sequence, there is a whole number in every box next to every candidate’s name.

16.12 Counting votes

(a) Ballots not in accordance with method published under clause 16.11 will be deemed to be invalid and will not be counted.

(b) The Secretary shall appoint a Returning Officer who shall be responsible for counting the votes.

(c) Votes shall be counted as follows:

(i) The number of votes for each candidate from each ballot shall be added together;

(ii) The candidate with the lowest total will be elected;

(iii) Where the votes received by two or more candidates for the one position are equal, the candidates with the higher number of first preference votes will be elected;

(iv) In the event of the process producing a tied result the successful candidates will be elected on the basis of second preferences and so on until a result has been determined;

(v) Where a result cannot be determined in accordance with clause 16.12(c)(iv), then the Divisional Committee President shall be given a casting vote to determine a result.

16.13 Vacancies

(a) If any vacancy occurs in the Board for any reason, that vacancy must be filled within three calendar months (or such longer period as the Directors may otherwise resolve) by the Board unless a scheduled election in accordance with Clause 16.5 is anticipated to occur within six calendar months of the vacancy arising. The person filling the vacancy shall retire at the annual general meeting in a year that is consistent with Clause 16.5, but subject to clauses 16.3, 16.4(a) and 16.4(aa) may stand for re-election for a second term.

(b) An individual appointed to fill a vacancy shall be appointed and hold office from the time the resolution is passed by the Board appointing that individual.

(c) All such appointments must be made by instrument signed by all of the surviving or continuing Directors or the legal personal representatives of the last surviving or continuing Director.

(d) The continuing Directors may act despite any vacancy in the Board. If however the number of Directors falls below the minimum number fixed under the Corporations Act, the Directors may only act:

(i) for the purpose of increasing the number of Directors to the minimum by summoning a general meeting of the Institute; or

(ii) in emergencies,
but for no other purpose.

17 REMOVAL OF DIRECTORS

17.1 Removal of Directors

(a) The Members in general meeting may by resolution remove any Director from office subject to clause (b) of this clause.

(b) No resolution for the removal of a Director from office is to be put to a general meeting unless the requirements for the removal of a Director under the Corporations Act have been met.

18 DISQUALIFICATION OF DIRECTORS

The office of a Director must ipso facto be vacated if:

(a) the Director ceases to be or is removed as a Director pursuant to the Corporations Act;

(b) the Director becomes an insolvent under administration or makes any composition or arrangement with his or her creditors or any class of them;

(c) the Director 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;

(d) the Director resigns from office by notice in writing to the Institute;

(e) the Director is no longer a Member or Associate of the Institute;

(f) the period for which the Director is appointed expires;

(g) the Director, without the permission of the other Directors, is absent from the meetings of the Directors for three consecutive Directors’ meetings; or

(h) the Director is directly or indirectly interested in any contract or proposed contract with the Institute and fails to declare the nature of that interest as required by the Corporations Act.

19 POWERS AND DUTIES OF DIRECTORS

19.1 Management of the Institute

(a) The management of the business and affairs of the Institute is vested in the Directors. In addition to the powers and authorities conferred on the Directors by this Constitution or otherwise, the Directors may exercise all the powers and do everything that the Institute may exercise or do and not required to be exercised or done by the Institute in general meeting.

(b) The powers of the Directors are subject to the Corporations Act and this Constitution.

19.2 Cheques, etc.

All cheques and other negotiable instruments and receipts for money paid to the Institute must be signed, drawn, accepted endorsed or otherwise executed by the persons and in the manner as the Board determines.
19.3 Sale of undertaking

The decision of the Board to merge the operations of the Institute with any other body or to transfer the operations of the Institute to any other body shall be conditional upon ratification of any such decision by the Institute in general meeting. At the meeting to ratify any merger or disposal, any person who may benefit from the sale or disposal must not vote on the resolution.

20 DIRECTORS’ CONTRACTS

20.1 Directors’ interests

Subject to the Corporations Act:

(a) No Director or proposed Director is disqualified by that office from:

(i) entering into a contract, agreement or arrangement with the Institute;

(ii) becoming or remaining a Director of any company in which the Institute is in any way interested or which is in any way interested in the Institute;

(b) No contract, agreement or arrangement in which a Director is in any way interested, entered into by or on behalf of the Institute can be avoided merely because of that Director’s interest; and

(c) No Director who:

(i) enters into a contract, agreement or arrangement in which the Director has an interest; or

(ii) is a director of the other company with which the Institute has entered into the contract, agreement or arrangement,

is liable to account to the Institute for any profits or remuneration realised by that Director as a result of his or her being interested or being a director of the other company.

20.2 Declaration of interest

The nature of a Director’s interest in any contract, agreement or arrangement must be declared by that Director at a meeting of the Directors in accordance with the Corporations Act as soon as practicable after the relevant facts have come to his or her knowledge. A general notice that a Director is a member of any specified firm or corporation and is to be regarded as interested in all transactions with that firm or corporation is a sufficient declaration under this clause as regards the Director and the transactions. After giving the general notice it is not necessary for the Director to give any special notice relating to any particular transaction with that firm or corporation. The Secretary must record in the minutes any declaration made or any general notice given by a Director under this clause.

20.3 Votes by interested Directors

Subject to the Corporations Act, a Director who has a material personal interest in a matter that is being considered at a meeting of Directors:

(a) must not vote on the matter (or in relation to a proposed resolution under clause 20.3(c)(ii) in relation to the matter, whether in relation to that or a different Director); and
(b) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting,

unless:

(c)

(i) the matter applies to an interest that the Director has as a Member in common with the other Members; or

(ii) the Directors have passed a resolution that specifies the Director, the interest and the matter, and states that the Directors voting for the resolution are satisfied that the interest does not disqualify the Director from considering or voting on the matter.

21 DIRECTORS’ CONFLICTS OF INTEREST

If a Director holds an office or possesses a property such that he or she might have duties or interests which directly or indirectly conflict with his or her duties or interest as Director, that Director must declare at a meeting of the Directors the fact, nature, character and extent of the conflict. A general notice that a Director holds an office or possesses a property such that he or she might have duties or interests which directly or indirectly conflict with his or her duties or interest as Director is a sufficient declaration under this clause as regards the Director and the office or property, as the case may be. After giving the general notice, it is not necessary for the Director to give any special notice relating to any particular transaction which concerns that office or property. The Secretary must record in the minutes any declaration made or any general notice given by a Director under this clause.

22 PROCEEDINGS OF DIRECTORS

22.1 Procedure generally

The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.

22.2 Quorum

The quorum for a meeting of the Board is the next whole number after one-half of the number of Directors in office, or such higher number as determined by the Board from time to time.

22.3 Calling of meetings

A Director may at any time convene a meeting of the Board by notice to the other Directors. Notice may be given to a Director either personally, by electronic mail or by posting it in a prepaid envelope or wrapper addressed to the Director at any address within Australia to be supplied by him or her for that purpose.

22.4 Notice of meetings

Notice of a meeting of the Board is to be given to all Directors except to a Director whom the Secretary when giving notice to other Directors reasonably believes to be outside Australia.
22.5 Chairperson of meetings

If the President is not present within 30 minutes of the time appointed for the holding of the meeting without explanation or is unable or unwilling or refuses to act, the Directors present must elect a chairperson of their meeting from among themselves.

22.6 Determinations

Subject to clause 22.8, questions arising at any meeting of the Board are to be decided by a majority of votes. Each Director has one vote and a determination by a majority of the Directors will for all purposes be deemed a determination of the Directors. If there is equality of votes at a meeting at which a quorum is present the chairperson has a second or casting vote in addition to a deliberative vote.

22.7 Validation of irregular acts

Any act done by any meeting of the Board or by a Committee or by any person acting as a Director will be valid even if it is later discovered:

(a) that there was some defect in the appointment or continuance in office of a Director or such other person; or

(b) that any of them was disqualified or had vacated office or were not entitled to vote.

22.8 Written resolutions

A resolution in writing signed by all the Directors or other written evidence of consent given by all Directors for the time being in Australia (not being less than a quorum) is as valid and effectual as if it had been passed at a meeting of Directors duly held. That resolution may consist of several copies of a document each signed (including by “email” under the account of a Director) by one or more Directors.

22.9 Voting authority

A Director who is unable to attend a meeting of the Board may authorise another Director to vote at that meeting and the Director authorised will have one vote for each Director by whom he or she is so authorised in addition to his or her own vote. Any such authority must be in writing (including technology) and must be produced at the meeting at which it is to be used and be left with the Secretary for retention with the Institute’s records.

23 AMENDMENT OF THIS CONSTITUTION

The Constitution of the Institute may only be added to, or amended, rescinded or replaced by a special resolution of the Members.

24 BORROWING POWERS

The Directors may exercise all the powers of the Institute to:

(a) borrow money;

(b) mortgage or charge all or part of its undertaking and assets; and

(c) issue debentures, debenture stock and other securities outright or as security for any debt, contract, guarantee, engagement, obligation or liability of the Institute or of any third party,
on the terms and conditions as the Directors think fit.

25 MINUTES

The Directors must cause minutes to be kept in accordance with the Corporations Act:

(a) of the names of the Directors present at each meeting of the Board and of any Committee; and

(b) of all resolutions and proceedings of general meetings and of meetings of the Board and of Committees.

The minutes must be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next meeting.

26 FINANCIAL RECORDS

26.1 Financial and other records

The Directors must cause proper financial and other records to be kept and provide annual financial reporting to Members as required by the Corporations Act and as required by reason of the Institute’s access and use of the Commonwealth Funds and Authorities. The Directors must from time to time determine whether and to what extent and at what times and places and under what conditions or regulations any financial or other records of the Institute are to be open to the inspection of Members who are not Directors. No Member (who is not a Director) has the right to inspect any records of the Institute except as conferred by statute or authorised by the Directors or by the Institute in general meeting.

26.2 Time for financial reports

The interval between the end of a Financial Year of the Institute and the annual financial reporting to Members must not exceed the period (if any) prescribed by the Corporations Act.

27 INSTITUTE NATIONAL ADMINISTRATION

27.1 Chief Executive Officer

The Board shall appoint a Chief Executive Officer of the Institute and they shall be appointed the Institute’s Secretary provided that such appointment is made in accordance with the Corporations Act

27.2 Powers of the CEO

Subject to the Law and to this Constitution, the Board of Directors may vest in the Chief Executive Officer such powers and authorities as it may from time to time determine and the Chief Executive Officer shall exercise all such powers and authorities subject at all times to the control of the Board of Directors.

27.3 Attendance at Meetings

The Chief Executive Officer shall not be a member of the Board of Directors but shall be entitled, subject to conflicts of interest and directions by the Board, to attend all meetings thereof, meetings of its Committees and approved Sub-Committees and all general meetings of the Institute and may be heard on any matter but shall not be entitled to vote.
27.4 Delegation to Committees

The Board may delegate any of its powers to Committees consisting of Directors or other persons as the Board thinks fit. Any Committee formed must comply with the regulations that may be imposed on it by the Board in exercising the Committee’s delegated power.

27.5 Procedure of Committees

The meetings of Committees consisting of more than one person are governed by the clauses of this Constitution regulating the meetings of the Directors so far as they are applicable and are not superseded by any regulations made by the Directors under this Constitution.

27.6 Specific Committees

The Board shall appoint:

(a) A Finance, Audit and Risk Committee comprising not less than three Directors. The Finance Committee shall be responsible for the monitoring of, and regular reporting upon the Institute’s financial position to the Board of Directors;

(b) A Policy and Advocacy Committee comprising at least one Director. The Committee shall be responsible for the monitoring and development of Institute policy including regular reporting to the Board;

(c) An Education Committee comprising at least one Director. The Committee shall be responsible for the monitoring and review of educational matters relating to the Institute including regular reporting to the Board.

28 INSTITUTE STATE AND TERRITORY ADMINISTRATION

28.1 Divisions

The Institute shall have the following Divisions:

(a) New South Wales Division;
(b) Tasmanian Division;
(c) South Australian Division;
(d) Western Australian Division;
(e) Victorian Division;
(f) Northern Territory Division;
(g) Queensland Division;
(h) Australian Capital Territory Division; and
(i) International Division.

28.2 Affairs of the Division

With the exception of the International Division, each Division shall:
29 BY-LAWS

(a) The Board shall have the power to make, amend and repeal By-Laws of the Institute:

(i) for the purpose of giving effect to the objects of the Company, and

(ii) to provide for the governance of the Institute, its Divisions, its Members, and Associates; and

(iii) to provide for fees payable by Members, applicants for membership and for Associates.

(b) Any such By-Laws will be notified in writing to the Members and shall be valid and binding on them, as applying from time to time.

30 SECRETARY

In addition to clause 27.1 the Directors may appoint one or more Secretaries in accordance with the Corporations Act at the remuneration and on the terms and conditions as the Directors think fit. Any Secretary so appointed may be removed by the Directors.

31 COMPANY SEAL

(a) The Institute may have a common seal. If the Institute does have a common seal, the Institute must set out on it:

(i) if the Institute that has an ACN in its name – the Institute’s name: or

(ii) otherwise – the Institute’s name, the expression “Australian Company Number” and the Institute’s ACN provided however if by law the Australian Company Number (ACN) is replaced, repealed or substituted then the Board shall by resolution adopt such features in the common seal as it sees fit to comply with the law.

(b) The Institute may have a duplicate common seal. The duplicate must be a copy of the common seal with the words “duplicate seal”, “share seal” or “certificate seal” added.

(c) A person must not use, or authorise the use of, a seal that purports to be the common seal of the Institute or a duplicate if the seal does not comply with the requirement set out in clauses 31(a) and 31(b).

(d) The Institute may execute a document without using a common seal if the document is signed by:

(i) 2 Directors of the Institute; or

(ii) A Director and a Secretary of the Institute.

(e) The Institute with a common seal may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:
(i) 2 Directors of the Institute; or

(ii) A Director and a Secretary of the Institute.

(f) The Institute may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with clause 31(d) or 31(e) of the Corporations Act.

32 NOTICES

32.1 Notices to Members

The Institute may give notice to a Member:

(a) personally;

(b) by sending it by post to the Member at his or her registered address;

(c) by sending it to the fax number or electronic mail address (if any) nominated by the Member; or

(d) in any other way allowed under the Corporations Act.

32.2 Deemed service

(a) If a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected at the time at which the letter would be delivered in the ordinary course of post;

(b) A notice sent by fax is deemed to be received on production of a transmission report by the machine from which the fax was sent which indicates that the fax was sent in its entirety to the fax number of the recipient if produced before 5pm on a Business Day, otherwise on the next Business Day.

(c) A notice sent by electronic mail is deemed to be received on the day of transmission, if transmitted before 5pm on a Business Day, otherwise on the next Business Day.

(d) A notice sent by electronic mail is deemed not to be served only if the computer system used to send it reports that delivery failed.

32.3 Persons entitled to notice of general meeting

Notice of every general meeting must be given in the manner authorised to:

(a) every Member;

(b) every Honorary Fellow; and

(c) the Auditor for the time being (if any) of the Institute.

No other person is entitled to receive notices of general meetings.
33 INDEMNITY

33.1 Indemnity

Subject to section 199A of the Corporations Act, a person who is or has been an officer (as defined in the Corporation Law) or auditor of the Institute is indemnified, (to the maximum extent permitted by law), out of the assets of the Institute against any liability incurred by the person as such an officer or auditor:

(a) to another person (other than the Institute or a related body corporate) unless the liability:

(i) is for a pecuniary penalty order under section 1317G of the Corporations Act or a compensation order under section 1317H of the Corporations Act; or

(ii) arises out of conduct involving a lack of good faith; and

(b) for legal costs and expenses incurred by the person, unless the costs and expenses are incurred:

(i) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under section 199A(2) of the Corporations Act;

(ii) in defending or resisting criminal proceedings in which the person is found guilty;

(iii) in defending or resisting proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established; or

(iv) in connection with proceedings for relief of the person under the Corporations Act in which the court denies the relief.

33.2 Insurance

Except to the extent precluded by the Corporations Act including section 199B, the Institute may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer (as defined in the Corporations Act) or auditor of the Institute or of a related body corporate of the Institute against any liability:

(a) incurred by the person as such an officer or auditor which does not arise out of conduct involving a wilful breach of duty in relation to the Institute or a contravention of sections 182 or 183 of the Corporations Act; or

(b) for costs and expenses incurred by the person in defending proceedings as such an officer, whether civil or criminal and whatever their outcome.

34 INTERPRETATION

34.1 Replaceable rules inapplicable

The replaceable rules in the Corporations Act do not apply to the Institute unless repeated in this Constitution or specifically made applicable to this company by a provision of this Constitution.
34.2 Definitions

In this Constitution, unless the context otherwise requires:

“Associate” means those persons admitted as Associates of the Institute pursuant to clause 8.2.

“Board” means the Board of Directors of the Institute.


“Business Day” means a day that is not a Saturday, Sunday or public holiday in the Australian Capital Territory.

“Code of Membership” means the Code of Membership made under the By-Laws.

“Commonwealth” means the Commonwealth of Australia.

“Constitution” means this constitution and all supplementary constituted or amending Constitutions for the time being in force.

“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.

“Divisional Committee” means a management committee for a Division established for the purpose of clause 28.2(a).

“Divisional Election” means the election of a Director by the Members within a division except for the International Division.

“Divisional Meeting” means a meeting of Members within a Division held according to the rules governing meetings of Members within a Division.

“Division of the Institute” means the geographic divisions of Members set out in clause 28.1.

“Financial Year” means the period of 12 months commencing on 1 July in any year and ending on 30 June in the following year.

“Institute” means Planning Institute of Australia.

“Members” means persons admitted as members of the Institute pursuant to clause 8.1.

“Membership Fees” means such fees as may be imposed by the Institute from time to time under the By-Laws.

“Objects of the Institute” means the objects of the Institute set out in clause 3, as amended from time to time.

“Office” means the principal place of business for the time being of the Institute.
“Person” has the meaning ascribed to that term by s.2C(1) of the Acts Interpretation Act 1901 (Cth)

“Register” means the register of Members to be kept pursuant to the Corporations Act.

“Secretary” means any person appointed to perform the duties of company secretary of the Institute or any person appointed to act temporarily as such.

"Special Majority" means at least 75% of the votes cast by Members entitled to vote on a particular matter.

"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.

“Young Planner” means a person admitted as a Member or Associate, but who is within their fifth anniversary of graduation from the first educational qualifications that entitle the person to become eligible to be a Member.

“Young Planner Director” means the director for the time being appointed under clause 16.7.

34.3 Construction

In this Constitution unless the context otherwise requires:

(a) words in the singular include the plural and vice versa;

(b) any gender include(s) the other genders;

(c) if a word or phrase is defined its other grammatical forms have corresponding meanings;

(d) “includes” means includes without limitation;

(e) a reference to:

(i) a person includes a partnership, joint venture, unincorporated association, corporation and a government or statutory body or authority;

(ii) any legislation or subordinate legislation includes any corresponding later legislation or subordinate legislation;

(iii) writing includes any mode of representing or reproducing words in tangible and permanently visible form, and includes facsimile transmission; and

(iv) month means a period commencing on any day of a calendar month and ending on:

(A) the corresponding day in the next succeeding calendar month; or
(B) (if a corresponding day does not occur in the next succeeding calendar month), the last day of the next succeeding calendar month;

(v) this Constitution includes its schedules and annexures; and

(f) subject to this clause 34.3, Division 10 of Part 1.2 of the Corporations Act applies in relation to this Constitution as if this Constitution were an instrument referred to in section 110B of the Corporations Act.

(g) in the case of any conflict, or inconsistency between the terms of this Constitution and:

(i) the By-laws;

(ii) the Code of Membership; or

(iii) the terms of any other agreement or document relating to or affecting the business or affairs of the Institute,

the terms of this Constitution will prevail to the extent of the inconsistency.