



The professional  
excellence pathway

# *By-Laws of*

## FINANCIAL SERVICES INSTITUTE OF AUSTRALASIA

ACN 066 027 389

*A company limited by guarantee not having a share capital.*

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## Interpretation

Unless contrary to or inconsistent with the context, terms defined in Clause 1 of the Constitution of the Institute have the same meaning in these By-Laws, and:

“Fees” means the annual subscription payable by a Member or applicant and any fee payable for commencing membership; and

“Returning Officer” means the person appointed as returning officer under Clause 15.

## Membership criteria

1. The Institute has three classes of membership:
  - (a) Professional membership, which gives the right to use post nominals and to vote. Categories of professional membership are based on an individual’s qualifications and career participation in the financial services industry or associated fields of endeavour:
    - (i) Associate
    - (ii) Senior Associate
    - (iii) Fellow
    - (iv) Senior Fellow (by Board approval only)
    - (v) Life Member (by Board invitation only)
  - (b) Affiliate membership, which does not confer post nominals or voting rights, is open to individuals with an interest in the financial services industry. Although not entitled to vote, they may attend general meetings of the Institute.
  - (c) Student membership, which does not confer post nominals or voting rights, is open to full time students who are studying at a recognised tertiary institution and who pay the student membership fee.

### Professional Membership

2. An individual will be admitted to
  - (a) Associate
  - (b) Senior Associate
  - (c) Fellowbased on meeting the criteria required for each category of membership, which will be posted on the Finsia website.
3. An individual may be approved by the Board as a Senior Fellow, if the Board is satisfied with the:
  - (a) evidence provided by the applicant; and
  - (b) outcome of such other enquiries as the Board deems reasonable.

### Criteria

4. The criteria to be satisfied for each membership category will be approved by the Board and made available on the Finsia website to members and potential members.

Recognition will be given for an individual's:

- (i) academic and professional education and qualifications
  - (ii) Completion of the Financial Services Associate (FSA) program
  - (iii) professional experience
  - (iv) contribution to the financial services industry
  - (v) contribution to Finsia.
5. A Senior Fellow may be elevated by the Board to Life Member if they have given distinguished service to the Institute and the financial services industry

#### **Affiliate membership**

6. This membership is open to individuals who do not meet the criteria for Professional Membership but have a personal, occupational or educational interest in the financial services industry.
7. Student membership
- An individual may be admitted as a student member if they are:
- (a) a full time student, and
  - (b) enrolled at a recognised tertiary institution, and
  - (c) pays the student membership fee.

#### **Applications generally**

8. To be eligible for membership (other than as a Life Member) an applicant must:
- (a) submit a completed application
  - (b) provide evidence of the applicant's eligibility for membership of the relevant category
  - (c) at the time of submitting their application, pay any associated Fees for the applicable category of membership.
9. Entry to each category of membership is subject to approval by the Institute in accordance with the Constitution. Matters of suitability, contribution, relevance, recognition and other judgment are at the sole and absolute discretion of the Institute.

#### **Post Nominals**

10. The post nominals for each of the categories of Professional Membership are:
- (a) Life Member: continues to use SF Fin with no additional post nominals
  - (b) Senior Fellow: SF Fin
  - (c) Fellow: F Fin
  - (d) Senior Associate: SA Fin
  - (e) Associate: A Fin

#### **Membership fees**

11. The Institute will publish on their website and make available in hard copy the Fees for each class of membership, along with available discounted fees.
12. Fees may be discounted where an applicant or Member is a full time student, retired, or in other circumstances at the Institute's discretion. Applicants or Members wishing to receive or renew a discounted rate must produce evidence of the relevant circumstances. Members who are receiving a discounted rate, other than retired and student members, will revert to the full rate at the time

of renewal of membership, unless the Member has submitted a request for continuation of discount in the renewal year.

Fees may be paid on a monthly basis via a direct debit facility agreement.

13. Paid student membership is available to full time tertiary students who pay the membership fee in full. Student membership will run on an anniversary billing basis, calculated from the date of joining.
14. The Institute may in cases of ill health, misfortune, advanced age or on other grounds, refund fees.

## Board elections

### Conduct of ballot

15. Each Board election shall be conducted under the supervision of a Returning Officer appointed by the Board. The Returning Officer may appoint assistants. Neither the Returning Officer nor their assistants can be a Director or a candidate.
16. For the purposes of Board elections, a ballot will normally be conducted electronically using a computer software package approved by the Board. The electronic system will use a computer program that transfers individual votes into a count or tally.
17. If it is not practicable to conduct an electronic election for any given election, for that election the ballot will be conducted using a manual election process consistent with the principles outlined in these By-Laws.
18. An election website will be constructed and managed by or under the supervision of the Returning Officer. Information on how to access the election website will be provided to Members via Institute publications and where Members' email addresses are available to the Institute, by way of email notification to Members.
19. The election website will provide voters with candidate statements, electronic ballot forms and instructions on how to cast a vote.

### Election procedure

20. Nominations for election to the Board must be in writing on the prescribed nomination form, addressed to the Secretary and deposited at the Registered Office of the Institute or sent via email to the email address notified on the nomination form, not later than 12 weeks before the day fixed for an annual general meeting.
21. A candidate must furnish at the same time as the nomination form is lodged pursuant to clause 20, a maximum of 200 words setting out the candidate's qualifications and experience in the financial services industry and any other relevant information. The Board may in its discretion amend the statement to protect the Institute's interests.
22. Candidates must be willing to meet with the Nominations Committee established by the Board, or their representative, for an interview no later than a date nominated in the call for nominations. The Nomination committee will:
  - (a) Make themselves, or one or more of their number, reasonably available to talk face to face or by telephone with candidates and persons who

- are considering seeking election;
- (b) Consider the suitability of the candidates for election to the Board taking into account the criteria published by the Board from time to time in the Board Charter; and
  - (c) Advise the Board whether or not the Board should recommend each candidate to the membership for election as a director.
23. If the number of nominations received exceeds the number of positions to be filled, the Secretary or Returning Officer will arrange for notification to be sent to Members in accordance with By-law 18 and electronic access be given to the election website containing:
- (a) a list of candidates' names in alphabetical order showing their nominators' names, the information provided under clause 21, a note as to whether the candidate has met with the Nominations and Remuneration subcommittee or their delegate, and, if the Board wishes, an indication as to whether the Board recommends the candidate for election as a Director;
  - (b) A method for voting for, against, or abstaining from voting for each candidate if the Member so chooses;
  - (c) instructions concerning the method of voting and the lodgement of the ballot using the electronic voting procedure.
24. A Member may vote once only but for as many candidates, once per candidate, as the Member wishes, not exceeding the number of vacancies.
25. To be valid, each Member who wishes to record a vote will lodge his or her votes before the close of elections, in accordance with the electronic lodgement process instructions provided to Members. Members may cast an informal vote if they wish to, but to ensure that this is not done unwittingly, they will be alerted when they create a ballot that will be informal.

#### **Election vote counting**

26. After the close of the ballot, votes will be counted electronically by computer. The Returning Officer will be provided with information about the electronic counting process and will be informed of the outcome of the vote.
27. Only the ballots of current Members will be included in the count. Voter validation will be achieved by using 2 personal identifiers (e.g. his or her allocated Membership number and his or her date of birth) to log into the voting site.
28. A computer file will directly record the vote and it will not be linked to the Member's vote. Following validation of the Member, identifying information will automatically be removed from the cast ballot to ensure voter anonymity and privacy. Once a Member logs off the website the ballot will be permanently cast and cannot be altered.
29. Prior to the poll closing, the Returning Officer may authorise the casting of votes in an alternative manner by a current Member who, for technical or other reasons, was unable to vote on the website. However, the Returning Officer is not obliged to provide for postal ballots.
30. In the event that polling is interrupted by a temporary breakdown or temporary

unavailability of the server, there will be no extension of the polling period, except if the interruption occurs on the final day. In the latter event, the polling period will be extended to 6.00pm on the next business day. Where a serious breakdown occurs, the Returning Officer will seek from the Board, approval to arrange for the whole or part of the election process to be run again either electronically or manually.

31. The system will be auditable and will be subject, as appropriate, to scrutiny by the Returning Officer and scrutineers.
32. At the request of the Returning Officer, hard copy reports will be produced at each step in the electronic voting process to enable the Returning Officer and scrutineers to monitor the accuracy of the roll, the balloting data and the count, and to enable the reports to be reconciled to ensure that all ballots are accounted for.

### **Election Results**

33. At the completion of the tally, the tally reports will be forwarded to the Returning Officer, who will:
  - (a) review the reports
  - (b) prepare and sign a declaration of the ballot as to the:
    - (i) number of Members who voted
    - (ii) number of formal votes
    - (iii) number of informal votes
    - (iv) number of votes cast for each candidate
    - (v) the names of those persons elected
  - (c) provide the declaration to the Company Secretary or Chief Executive Officer.
34. A candidate or the Board may appoint an independent scrutineer.
35. Any dispute between a scrutineer appointed by a candidate and the Returning Officer or a scrutineer appointed by the Board will be conclusively resolved by the most senior elected Director who is not a candidate.
36. The Returning Officer must preserve the hard copy reports referred to in clause 32 for at least 3 months after the declaration of the ballot.
37. No election shall be voided on account of any error or omission of the Returning Officer, which did not affect the results of the election.
38. The Secretary must retain all nominations, including every candidate's written consent, in the Institute's records for at least 7 years.

## **Disciplinary procedures**

### **Disciplinary matters to be dealt with by the Board**

39. Where the Institute becomes aware that a Member:
  - (a) has been convicted under the law of any jurisdiction of any offence in connection with corporations, involving fraud or dishonesty punishable on conviction by imprisonment;
  - (b) is disqualified or suspended from managing corporations;

- (c) has had a financial services licence revoked or cancelled, has been suspended as a financial services licensee, or has been banned from acting as a representative of a licensed dealer or investment adviser; or
- (d) has:
  - (i) been expelled or suspended from membership of any body conducting a stock market or futures exchange in Australia or elsewhere; or
  - (ii) had disciplinary action taken against them which has resulted in the banning of direct participation in the activities of such a body,
 or the banning of employment by an entity that directly participates in such activities;

the Chief Executive Officer, or another Officer nominated by the Board for that purpose, may refer the matter to the Board.

40. Where the Board has been referred a matter under Clause 39, the Board may, without the Member being entitled to make submissions except as to mitigating circumstances affecting the type of sanction;
- (a) expel the Member from membership
  - (b) suspend the membership of the Member
  - (c) demote the Member to a lower category of membership
  - (d) reprimand the Member in such other manner as the Board deems appropriate at the time.
41. The Board may nominate persons to gather evidence confirming or denying that a Member falls within one or more of the categories specified in Clause 39.
42. Where the Board is considering making a decision under Clause 40 to impose a sanction (except where the action arises from a criminal conviction under Clause 39 (a)) the Board must inform the Member of that fact and invite the Member to make a written submission as to whether there are any circumstances which the Member believes may affect whether a sanction should be imposed and/or the type of sanction that should be imposed.
43. Where the Board has expelled or suspended a Member under Clause 40, the Board may, in its absolute discretion, revoke any such suspension or expulsion and reinstate or re-admit the Member to the extent it thinks fit.

#### **Disciplinary Matters to be dealt with by a Disciplinary Committee**

44. Where the Institute becomes aware that a Member may:
- (a) have become bankrupt or insolvent or made any arrangement with creditors; or
  - (b) have become of unsound mind; or
  - (c) have been convicted of an offence which may be discreditable to, or against the interests of, the Institute; or
  - (d) have engaged in conduct which is in breach of the Constitution or any By-Law; or
  - (e) have engaged in conduct which is discreditable to, against the interests of, or brings disrepute to the Institute; or



- (f) not be a fit and proper person to be a Member, Clauses 45 to 51 apply.
45. The Chief Executive Officer or another Officer nominated by the Board for that purpose, (“Investigating Officer”) may investigate any Member who is suspected of being in one or more of the situations in Clause 44. If the Investigating Officer determines on the evidence before them that the Member could reasonably be in one or more of the situations in Clause 44 the Investigating Officer may:
- (a) request the Board to convene a Disciplinary Committee; and
  - (b) refer the matter to the Disciplinary Committee.
46. A Disciplinary Committee convened by the Board must have 3 members, including at least 1 Director, all of whom must be present to constitute a quorum. The Investigating Officer may not form part of the Disciplinary Committee, nor may a person with a conflict of interest.
47. The Disciplinary Committee must within a reasonable time investigate a matter of discipline referred to it by the Investigating Officer and determine, on the evidence before it and by at least a majority of committee members, whether or not the Member is in one or more of the situations in Clause 44 and the kind of sanction that is appropriate. The Disciplinary Committee’s decision shall be reported to the Board.
48. The Disciplinary Committee must give any Member who has been referred to it:
- (a) written notice
    - (i) of the circumstances under Clause 44 which are believed to have occurred
    - (ii) that the Disciplinary Committee is considering whether these circumstances have occurred and if so what action should be taken
  - (b) an invitation to
    - (i) provide additional written information or comments of a reasonable length
    - (ii) (if the Disciplinary Committee decides in its discretion) appear before it either personally or by telephone or electronic means of communication to give evidence or present arguments regarding matters under consideration.
49. The Disciplinary Committee must give such an invitation at least 14 days before the date the disciplinary matter will be considered by the Disciplinary Committee. If the Member fails to give written submissions at least 48 hours before the time specified for the Disciplinary Committee’s deliberations, or does not take up an invitation to appear, the Disciplinary Committee may make a decision without taking any further action to allow or enable the Member to participate. Where, after investigation and deliberation, a Disciplinary Committee determines that a Member falls within one or more of the disciplinary categories set out in Clause 44, the Disciplinary Committee may, upon passing a resolution specifying the reason for its action:
- (a) terminate the Member’s membership of the Institute and remove the Member’s name from the Register; or
  - (b) suspend all or any of the Member’s rights of membership; or
  - (c) demote the Member to a lower class of membership; and/or

- (d) reprimand the Member in such other manner as the Disciplinary Committee deems appropriate at the time; and
- (e) must notify the Member in writing of the resolution.

50. Any action taken pursuant to Clause 42 or 49 shall not affect the rights of the Institute to recover any Fees or other moneys owing to the Institute from the Member.

51. A Member who has been the subject of a decision by the Disciplinary Committee may, by serving written notice on the Institute at the Registered Office within 14 days of notice of the decision being sent, appeal the decision. Where a Member appeals the decision, the Board must convene a further committee ("The Review Committee") of 3 members (one of whom must be a Director, and none of whom must have served on the original Disciplinary Committee) to review the matter. The Review Committee must give the same notice of meeting and opportunity for the Member to appear or make submissions as the Disciplinary Committee.

## Meetings of members

52. Members with at least 5% of the votes that may be cast at an extraordinary general meeting of the Institute may call, and arrange to hold, an extraordinary general meeting in accordance with the Act.

53. The Board must call an extraordinary general meeting validly requested by either

- (a) Members with at least 5% of the votes that may be cast at the extraordinary general meeting; or
- (b) at least 100 Members who are entitled to vote at the extraordinary general meeting, in accordance with the Act.

54. The percentage of votes that Members have under Clauses 52 or 53 are to be worked out as at midnight before the meeting is called.

55. The Board may postpone, cancel or change the venue for an extraordinary general meeting but a general meeting called pursuant to section 249D, 249E or 249F of the Act may not be cancelled or postponed in breach of any of those provisions or may only be postponed or cancelled with such consents of Members of the Institute as enable the general meeting to be lawfully postponed or cancelled.

56. A person's attendance at a general meeting:

- (a) waives any objection that the person may have to a failure to give notice, or the giving of an effective notice, of the meeting; and
- (b) waives any objection that the person may have to the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting.

57. The Chair of a general meeting may refuse admission to, or require to leave and remain out of, the meeting, any person:

- (a) in possession of a pictorial-recording or sound-recording device
- (b) in possession of an article considered by the Chair to be dangerous, offensive or liable to cause disruption
- (c) who refuses to produce or permit examination of any article, or the contents of

- any article, in the person's possession
- (d) who behaves or threatens to behave in a dangerous, offensive or disruptive manner
  - (e) who disrupts the meeting or demands to be heard for a period beyond what the Chair reasonably considers to be a reasonable period
  - (f) who is not a member, or a proxy, attorney or representative of a Member, or an auditor of the Institute.

An instrument appointing a proxy must be made in accordance with the Act.

58. The instrument appointing a proxy may be submitted to the Institute electronically via a website nominated in the notice of meeting, no later than the deadline specified in the notice of meeting.

**59. Continuing Professional Development**

**Definitions:**

**Annual Renewal Date** means the date on which a member's annual renewal of their membership of FINSIA falls due.

**Compliance Audit** means an audit in respect of a member conducted by FINSIA before the end of the relevant membership year to determine whether that member, having been identified either by FINSIA on a Random Audit or by themselves at the time of the renewal of their membership as not fulfilling the Mandatory CPD Requirement at the last renewal date.

**CPD** means Continuing Professional Development.

**CPD Activities** means those workshops, events, briefings, programs or activities prescribed by the CPD Policy

**CPD Policy** means the guidelines relating to CPD published by FINSIA from time to time.

**CPD Make Good Requirement** means, in respect of a member, obtaining sufficient CPD hours to address the deficiency in their Mandatory CPD Requirement for the period ending on the last date of renewal of that member's membership prior to that point in time, together with obtaining such additional CPD hours to meet the Mandatory CPD Requirement for the relevant membership class to permit the member to obtain renewal in that class.

**CPD hours** means the number of hours ascribed to a particular CPD Activity by the CPD Guidelines.

**Mandatory CPD Requirement** means the minimum number of CPD hours to be completed for admission into, and membership renewal within, a membership class prescribed by the CPD Policy.

**Random Audit** means an audit conducted under By-Law 59.3

### 59.1 Mandatory CPD Requirement

- (a) Subject to By-Law 59.7 each member of FINSIA (other than a member admitted to the class of Affiliate Member, Life Member or Retired Member) must fulfil the Mandatory CPD Requirement as a prerequisite to their admission into a different membership class (where applied for by the member) or the renewal of their membership into their existing membership class.
- (b) A member may fulfil their Mandatory CPD Requirement by obtaining the requisite number of CPD hours from any combination of FINSIA CPD Activities as well as External CPD related directly to the members role.
- (c) A member must fulfil a certain CPD requirement in Ethics as outlined in the CPD Policy depending on membership level.
- (d) Each member required to fulfil the Mandatory CPD Requirement is:
  - (i) Responsible for keeping their own records evidencing their compliance with the Mandatory CPD Requirement; and
  - (ii) Required to indicate at the time of the renewal of their membership that they have fulfilled the Mandatory CPD Requirement prior to the Annual Renewal Date for the purpose of their admission into a different membership class or the renewal of their membership into their existing membership class.

### 59.2 Failure to Fulfil the Mandatory CPD Requirement

Subject to By-Law 59.7, if at the time of the renewal of their membership a member indicates that they have not fulfilled the Mandatory CPD Requirement, then the member will be ineligible to renew their membership into their existing membership class and will instead be eligible to apply only for renewal into the class of Affiliate Member.

### 59.3 Random Audit

- (a) FINSIA may, in its absolute discretion, make enquiries of any member to which the Mandatory CPD Requirement applies to determine whether the member has fulfilled the Mandatory CPD Requirement.
- (b) Any Random Audit will be conducted according to the procedure set out in the CPD policy
- (c) Subject to clause 59.4, if, following a Random Audit, a member is found not to have fulfilled the Mandatory CPD Requirement, then the member will be ineligible to renew their membership into their existing membership class and will instead be eligible to apply only for renewal into the class of Affiliate Member.

### 59.4 Period of Grace

- (a) If:
  - (i) On their Renewal Form, a member indicates that they have not fulfilled the Mandatory CPD Requirement; or
  - (ii) Following a Random Audit, a member is found not to have fulfilled the Mandatory CPD Requirement, then (subject to By-Law 59.4 (c));
  - (iii) A period of grace will apply during which the member will be renewed into their existing membership class and will have the opportunity to accrue additional CPD hours to address the shortfall;

- (iv) A Compliance Audit will be performed; and
  - (v) The period of grace referred to above will continue until the Compliance Audit is performed.
- (b) If as a result of the Compliance Audit referred to in By-Law 59.4(a) the member is found to have:
- (i) Fulfilled the CPD Make Good Requirement, then their membership will be renewed into their existing membership class;
  - (ii) Not fulfilled the CPD Make Good Requirement, then the member will be ineligible to renew their membership into their existing membership class and will instead be eligible to apply only for renewal into the class of Affiliate Member.
- (c) Each member is entitled to only one period of grace under By-Law 59.4(a) during their membership of FINSIA

#### 59.6 Elevation to a Different Membership Class

Where a person who has been renewed as an Affiliate Member under By-Law 59.2 or By-Law 59.3(c) seeks elevation to a different membership class, that member must fulfil the Mandatory CPD Requirement that would apply to a member seeking renewal of membership in that other class (having been a member of the class for not less than three years) before they will be eligible for renewal into that class.

#### 59.7 Lapses of Membership

- (a) A person whose membership has lapsed for more than six months may re-apply for membership of the Institute and in that circumstance the person must satisfy the membership criteria set out in By-Law 1 for the class of membership they wish to apply for.
- (b) If a person's membership lapses for six months or less and is subsequently reinstated, then their CPD history and Mandatory CPD Requirement continues as if no such lapse occurred.

#### 59.8 Foundation Period

The Mandatory CPD Requirement does not apply to a member in any membership class until the later of:

- (a) The Annual Renewal Date for that member's membership occurring after 1 January 2019; or
- (b) The Annual Renewal Date occurring after that member's first admission as a member of a membership class to which the Mandatory CPD Requirement apply.

#### 59.9 Discretion of the Disciplinary Committee

- (a) Administration of the Mandatory CPD Requirement remains wholly at the discretion of the Disciplinary Committee (or, where the Disciplinary Committee delegates some or all of that discretion to the Regional Councils, at the discretion of the relevant Regional Council or any person to whom a Regional Council subsequently delegates that discretion).

- (b) The Disciplinary Committee (or, where the Disciplinary Committee delegates some or all of that discretion to the Regional Council, the Regional Council, or any person to whom a Regional Council subsequently delegates that discretion) may, at any time, waive (in whole or in part) the Mandatory CPD Requirement that would otherwise apply to a member seeking either admission into or renewal into a membership class.
- (c) Any person to whom a Regional Council has delegated discretion under By-Law 59.9(a) or 59.9(b) must:
  - (i) If the discretion has been delegated under By-Law 59.9(a), report regularly to the relevant Regional Council with respect to the administration of the Mandatory CPD Requirement;
  - (ii) If the discretion has been delegated under By-Law 59.9(b), advise the relevant Regional Council of any proposal to waive (in whole or part) the Mandatory CPD Requirement in respect of a member.