

South Australian Skills Alliance Inc. By-Laws

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1. Name

The name of the incorporated Association is the "South Australian Skills Alliance Incorporated," referred to herein as "the Association."

2. Definitions

- **"Association"**: South Australian Skills Alliance.
- **"Board"**: The committee of management of the Association.
- **"Member"**: A Non-Government Registered Training Organisation or industry-affiliated entity operating in South Australia.
- **"Directors"**: Members of the Board.
- **"Industry"**: The Vocational Education and Training sector in SA.
- **"The Act"**: The Associations Incorporation Act 1985.
- **"Special resolution"**: A special resolution as defined in the Act.
- **"Month"**: A calendar month.
- **"RTO"**: A Registered Training Organisation.
- **"SASA"**: South Australian Skills Alliance Incorporated.
- **"SA"**: South Australia.

3. Membership

3.1 Criteria for Membership

Membership is open to:

- Non-Government Registered Training Organisations (RTOs), both for-profit and not-for-profit, operating in South Australia.
- Allied organisations or professionals working with/for or having a vested interest in the Vocational Education and Training (VET) sector. Examples include consultants, independent trainers and assessors, resource developers, industry Associations/peak bodies, employers, Group Training Organisations (GTOs), and Apprenticeship Centres.
- Members outside the above criteria can be considered and approved by the Board.

3.2 Ineligibility

- A person or organisation shall be ineligible for membership of the Association if they:
 - Have been convicted of an indictable offence involving dishonesty, fraud, or breach of trust, and such conviction has not been annulled or expunged; or
 - Are currently declared bankrupt or, in the case of an organisation, are subject to a liquidation, winding-up, or similar insolvency proceeding or arrangement for the benefit of creditors; or
 - Have, within the past five (5) years, been expelled from any other professional association for a serious breach of ethical or professional standards, where such expulsion remains in force; or
 - Fail to meet the eligibility criteria for membership as outlined in Clause 3.1 of these By-Laws; or
 - Engage in conduct or publicly represent positions that are inconsistent or in direct opposition with the purposes, objectives, or ethical standards of the Association, as determined by the Board in its absolute discretion; or

- Fail to pay membership fees when due or in accordance with any arrangement offered by the Association; or
- Are otherwise prohibited by law from holding membership in a professional association or similar body; or
- Are banned by ASIC to be a Director of a company; or
- Are or have been a Director of a training provider with a registration cancelled by ASQA (AUS), VRQA (VIC), TAC (WA) or TEQSA (AUS).

3.3 Application for Membership

- Applications for membership must be submitted in writing in the form prescribed by the Board.
- The Board will consider each application and notify the applicant of the outcome within a reasonable time.
- The Board may refuse any application for membership without assigning any reason.

3.4 Membership Fees

- The Board shall determine the membership fee, which is payable annually in advance.
- If a member fails to pay the membership fee within three (3) months of the due date, their membership may be terminated by the Board.

3.5 Rights and Obligations of Members

- Members are entitled to attend and vote at general meetings, nominate and be nominated for election to the Board, and participate in all activities organised by the Association.
- Members must comply with the rules of the Association and support its objects.

3.6 Termination of Membership

- A member may resign from the Association by giving written notice to the Board.
- The Board may terminate the membership of any member who fails to comply with the By-Laws of the Association or acts in a manner detrimental to the interests of the Association, provided the member is given an opportunity to be heard.

3.7 Member Nomination to the Board

- Any member of the Association is entitled to apply for nomination to the Board.
- Nominees must have a solid understanding of the VET sector and an appreciation of the role and functions of Government in relation to the industry, specifically in SA.
- The Board will be selected to ensure a cross-section of Training Packages are represented, with reference to the nine (9) Jobs and Skills Councils (JSC). At least one RTO will represent the Training Packages of each JSC, and at least two CRICOS providers will be included.

4. The Board

4.1 Powers and Duties

The affairs of the Association shall be managed and controlled by the Board, which may exercise all powers and perform all acts that further the objects of the Association, except those required by law or these rules to be exercised or performed by the Association in a general meeting.

4.2 Composition of the Board

- The Board shall consist of a minimum of three (3) and a maximum of twelve (12) Directors, including the office bearers.
- Directors shall be elected at the AGM and hold office for a term of two (2) years, after which they are eligible for re-election for a maximum of two (2) additional terms.
- The inaugural Board shall comprise half (50%) of Directors appointed for a one (1) year term, to ensure appropriate refreshing of the Board at each Annual General Meeting.

4.3 Office Bearers

- At the completion of the term of the inaugural Chair, the Board shall elect from among its members a Chair, a Deputy Chair, a Treasurer, a Secretary, and a Spokesperson.
- Office bearers shall hold office until the next AGM and are eligible for re-appointment.

4.4 Casual Vacancies

- The Board may appoint a member to fill a casual vacancy on the Board until the next Annual General Meeting (AGM).

4.5 Removal of Directors

- The Association may, by special resolution, remove any Director before the expiration of their term of office and appoint another member in their stead.

5. Proceedings of the Board

5.1 Meetings of the Board

- The Board shall meet at least five (5) times per year or as otherwise determined by the availability of Directors.
- Meetings may be convened by the Chair or any two (2) Directors.

5.2 Quorum and Voting

- A quorum for a Board meeting is at least half (50%) of the members of the Board.
- Each Director has one vote. Decisions are made by a majority of votes. In case of a tie, the motion is defeated unless the Chair exercises their casting vote.
- Voting may be conducted outside of scheduled meetings by circular motion / flying minute. Matters decided by this method require consensus (100%) of all Directors.

5.3 Use of Technology

- Board meetings may be conducted using any technology that allows all participants to communicate simultaneously.

5.4 Conflict of Interest

- Directors must disclose any potential conflict of interest and refrain from voting on any matter in which they have a personal interest.

6. Sub-Committees

6.1 Establishment of Sub-Committees

- The Board may establish sub-committees to assist in achieving the objects of the Association.
- Sub-committees shall report to the Board and act in accordance with the directions given by the Board.

6.2 Membership of Sub-Committees

- Members of sub-committees may include Directors and other members of the Association.
- The Board shall appoint the Chair of each sub-committee.

7. General Meetings

7.1 Annual General Meetings (AGM)

- The AGM shall be held within five months after the end of the financial year.
- Business at the AGM shall include confirmation of previous meeting minutes, consideration of accounts and reports, appointment of Board Directors and Office Bearers, appointment of auditors if required, and any other business requiring the Association's consideration.

7.2 Special General Meetings

The Board may call a special general meeting at any time. Upon a written requisition signed by at least three quarters (75%) of Directors, a special general meeting must be convened within one (1) month for the purpose specified in the requisition.

7.3 Notice of General Meetings

At least fourteen (14) days' notice must be given for any general meeting, including details of the meeting's time, place, and business.

7.4 Proceedings at Meetings

- A quorum for general meetings is at least half (50%) of members present.

- Decisions at meetings are made by a majority of votes unless a poll is demanded by at least five (5) members.
- A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be their proxy, who may attend and vote at any general meeting of the Association.

7.5 Minutes

- Proper minutes of all proceedings of general meetings of the Association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- The minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the committee (as relevant) at a subsequent meeting.
- The minutes kept pursuant to this rule shall be signed by the Chair of the meeting at which the proceedings took place or by the Chair of the next succeeding meeting at which the minutes are confirmed.
- Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

8. Dispute Resolution

- The dispute resolution procedure set out in this rule applies to disputes under these Rules between:
 - a member and another member
 - a member and the Association
- The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all the parties
- If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

9. Financial Management

9.1 Financial Year

The financial year of the Association begins on 1 July and ends on 30 June each year.

9.2 Accounts and Audits

- The Board must ensure proper accounting records are kept.
- The accounts and auditor's report must be presented at the AGM.
- An auditor shall be appointed at each AGM to hold office until the next AGM.

9.3 Banking and Finance

- The Board shall open one or more bank accounts in the name of the Association.

- All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments must be signed by two (2) authorised signatories appointed by the Board.

10. Indemnity

Members and employees shall be indemnified by the Association against all losses and expenses incurred in the discharge of their duties, except in cases of negligence or wilful default.

11. Prohibition Against Securing Profits for Members

The assets and income of the Association shall be applied solely towards its objects. No portion shall be distributed to members except as compensation for services rendered or expenses incurred.

12. Dissolution

The Association may be dissolved by a resolution passed by a majority of not less than three-quarters of members present at a special general meeting called for that purpose. Upon dissolution, surplus assets shall be transferred to another not-for-profit organisation with similar purposes.

13. Alteration of Rules

These rules may be altered by special resolution of the members, and any changes must be registered with the Office of Consumer and Business Affairs (SA).

14. Funds and Property

- The funds and property of the Association shall be used solely to further its objects and in accordance with these rules.
- The Board shall have the power to invest the funds of the Association in any manner it sees fit, provided such investment is consistent with the objects of the Association.

15. Winding Up

- In the event of the winding up of the Association, any property remaining after satisfaction of all debts and liabilities shall not be distributed to members but shall be transferred to another not-for-profit organisation with similar purposes.

These by-laws are designed to ensure compliance with South Australian and Australian Commonwealth laws, and they align with the provisions of the draft constitution provided.