



SA Skills Alliance

South Australian Skills Alliance Inc.

Constitution

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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" means South Australian Skills Alliance Incorporated.

"Board" means the committee of management of the Association.

"Member" of the Association means a Non-Government Registered Training Organisation or industry-affiliated entity operating in South Australia.

"Directors" are members of the Board.

"Industry" means the Vocational Education and Training sector in SA.

"The Act" means the Associations Incorporation Act 1985.

"Special resolution" means a special resolution as defined in the Act.

"Month" shall mean a calendar month.

"RTO" means a Registered Training Organisation.

"SASA" means South Australian Skills Alliance Incorporated.

"SA" means the state of South Australia.

3. OBJECTS

The objects of the Association are to:

- a. Facilitate, collate and communicate accurate intelligence and strategic advice on current and emerging needs and future priorities from and to members
- b. Identify generic and emerging industry needs to support the sector
- c. Articulate and advocate the perspective of the Non-Government RTO sector in the development, implementation and continuous improvement of the sector
- d. Represent the interests of the Non-Government RTO sector through participation with peak industry sector bodies and through regular dialogue and advocacy with the South Australian Government and the Commonwealth Government
- e. Do all such things as are incidental or conducive to the Objects contained in this clause.

4. POWERS

The powers of the Association are to:

- a. Negotiate with Governments, industry bodies and other relevant organisations to undertake activities consistent with the objects of the Association.
- b. Enter into any contracts or agreements as are deemed necessary or expedient to further the objects of the Association.
- c. Engage professional or other assistance of any kind and remunerate any such person or persons for the provision of services rendered in accordance with the objects of the Association or the conduct of its affairs.
- d. Employ such persons as required to carry out the functions of the Association.
- e. Raise and accept any money by way of membership fees, grants, subsidies, levy's, donations or appeals to carry into effect all or any of the objects of the Association.
- f. Purchase, accept, lease, exchange, hire or otherwise deal with or dispose of any property of the Association.
- g. Expend funds for the purpose of meeting any or all of the objects of the Association.
- h. Exercise any power conferred on the Board by the South Australian Associations Incorporations Act.
- i. Raise money by such means as the Directors may see fit.
- j. Undertake any activity that furthers the objects of the Association and any activity that is ancillary, incidental or conducive to those objects.

5. MEMBERSHIP

5.1 Membership

The criteria for membership will be based on the following:

- a. Non-Government Registered Training Organisation operating in South Australia.
- b. Allied organisations or professionals working with/for or having a vested interest in the VET/Skills sector. Examples include but are not limited to: consultants, independent trainers and assessors, resource developers, industry associations/peak bodies, employers, Group Training Organisations (GTOs), Apprenticeship Centres.

Members outside of the above criteria can be considered and approved by the Board.

5.2 Member Nomination to the Board

- a. Any Member of the Association is entitled to apply for nomination to the Board in accordance with Section 6.3 of these Rules.

- b. The Association will require any such nominees to have a solid understanding of the functions and workings of the Vocational Education and Training sector and an appreciation of the role and functions of Government with respect to the Industry, particularly in SA.
- c. The Board will be selected to ensure a strong cross section of Training Packages are represented.

6. THE BOARD

6.1 Powers and Duties

- a. The affairs of the Association shall be managed and controlled by the Board which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association and are not by the Act or by these rules required to be done by the Association in general meeting.
- b. The Board has the management and control of the funds and other property of the Association and shall have proper corporate governance provisions in the exercise of this power.
- c. The Board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.

6.2 Directors

The Association shall appoint Directors to the Board.

- a. A Director must be a Member.
- b. A Director shall be a natural person.

6.3 Number of Directors

- a. The Association will have seven (7) Directors or such number as the Board determines from time to time, but not less than three (3) Directors.
- b. The Board may only be appointed as follows:
 - i. Seven (7) representatives of the Non-Government Registered Training Organisation sector.
 - ii. Half (50%) of Directors must retire from the Board at the Annual General Meeting for the odd years, with the other half (50%) of Directors retiring from the Board at the Annual General Meeting for the even years. A retiring

Director may be re-appointed subject to a new nomination in accordance with Sub section 6.3 (d) below.

- iii. In respect of the nomination of Directors, all nominations for appointment to the Board must be made in writing on the prescribed nomination form prior to the Annual General Meeting.

6.4 Amending Clause 6.3

Clause 6.3 of this Constitution cannot be modified or repealed unless approval is given by three quarters (75%) of Members present and voting at an Annual General Meeting or a Special General Meeting.

6.5 Directors' Term

- a. A Director shall be appointed for a term of two (2) years, subject to Clause 6.5 and any ineligibility criteria as might be determined by the Association from time to time.
- b. A Director may be re-appointed up to two (2) times, for a maximum of three (3) Terms being six (6) years in total.
- c. Only for the inaugural Board will Directors' terms be applied as one (1) year for half (50%) of Directors, with the other half (50%) appointed for a two (2) year term.

6.6 Cessation of Director's Appointment

- a. A person automatically ceases to be a Director if:
 - i) the person is not permitted by the Act (or an order made under the Act) to be a Director.
 - ii) the person becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
 - iii) the person fails to attend Board meetings for three (3) consecutive Board meetings without leave of absence of the Board;
 - v) the person resigns by notice in writing to the Association;
 - vi) the person no longer fulfils the requirements for nomination;
 - vii) the person is appointed to the inaugural Board and is subject to a Term of one (1) year per Clause 6.5c, with such cessation to occur at the first Annual General Meeting to be held after that person's appointment to the Board.

6.7 Office Bearers

- a. The Board shall have a Chair, a Deputy Chair, a Treasurer, a Secretary, and a Spokesperson.
- b. All office bearers shall be elected by the Directors from amongst the Directors.
- c. All office bearers shall hold office until nominations are considered and determined by resolution at the next Annual General Meeting but shall be eligible for re-appointment.

6.8 Proceedings of Board

- a. The Board shall meet together for the dispatch of business at least five (5) times per annum but may determine to vary this requirement subject to the availability of Directors.
- b. Each Director has only one vote per resolution or matter to be decided in Board Meetings.
- c. Questions arising at any meeting of the Board shall be decided by a majority of votes of Members present and voting and in the event of an equality of votes the question will be decided in the negative. A determination by a simple majority of the Board shall for all purposes be deemed a determination of the Board.
- d. Matters may be decided by circular motion, in which case consensus (100%) of Directors is required to decide such matters in the positive. The Chair does not hold a casting vote for circular motions.
- e. The Chair will not have a deliberative vote but will retain the right to exercise a casting vote only for matters decided at properly convened meetings of the Board.
- f. Unless a poll is demanded by at least four (4) Directors, a question for decision at a Board Meeting must be determined by a show of hands.
- g. A quorum for a meeting of the Board shall be not less than one half (50%) of Directors.
- h. A Director having a direct or indirect pecuniary interest in a contract or proposed contract with the Association or any potential conflict of interest in the matter being voted on, must disclose the nature and extent of that interest to the Board as required by the Act, and shall not speak to the matter nor vote with respect to that contract, proposed contract or interest in the matter.
- i. A Board meeting may be held using any means of audio or audio-visual communication by which each Director participating can hear and be heard by each other Director participating.
- j. A Board meeting held solely or partly by technology is treated as held at the registered office of the Association.

- k. A Director shall be entitled to appoint in writing a natural person who is also a member of the Association to be their proxy, and who may attend and vote at any meeting of the Board.
- l. A resolution or document containing a resolution in writing signed by all the members of the Board shall be as valid and effective as if it had been passed at a meeting of the Board. The Directors may sign separate copies of the resolution or a single document containing the resolution. A facsimile transmission, electronic mail or any other form of electronic transmission addressed to and received by the Board and purporting to be a document in writing signed by a Director shall for the purpose of this rule be deemed to be a document in writing signed by the Director.

7. SUB-COMMITTEES

The Board may establish sub-committees for the attainment of the Objects of the Association. Sub-committees may be required to by the Board to formally report to the Board on any matter relevant to the Objects of the Association.

The Board may assign any Director as a member of any sub-committee.

8. GENERAL MEETINGS

8.1 Annual General Meetings (AGM)

- a. The Board shall call an annual general meeting (AGM) in accordance with the Act and these rules.
- b. The AGM shall be held within five months after the end of the financial year.
- c. The order of the business at the AGM shall be:
 - i) The confirmation of the minutes of the previous AGM and of any special general meeting held since that meeting;
 - ii) The consideration of the accounts and reports of the Board and the auditor's report;
 - iii) The appointment and naming of Board Directors;
 - iv) The appointment of Office Bearers;
 - v) The appointment of auditors if required;
 - vi) The adoption, amendment/modification of the rules as appropriate;
 - vii) Any other business requiring consideration by the Association in general meeting.

8.2 Special General Meetings

- a. The Board may call a special general meeting of the Association at any time.
- b. Upon a requisition in writing signed by at least 75% of Board Directors, the Board shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d. If a special general meeting is not convened within one month, as required by Clause 8.2b above, at least 50% of the Directors signing the requisition may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Board, and for this purpose the Board shall ensure that the persons requisitioning the meeting are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.
- e. If the Chair is not present within ten (10) minutes after the time appointed for holding the meeting, or they are present but retire from or decline to take the Chair role, the members may choose a Board member or one of their own numbers to be the Chair of that meeting.

8.3 Notice of General Meetings

- a. Subject to Clause 8.3a at least fourteen (14) days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b. Notice of a meeting at which a special resolution is to be proposed shall be given at least fourteen (14) days prior to the date of the meeting.
- c. Notice may be given by the Association to any member by serving the member with the notice personally, or by sending it by email to the address appearing in the register of members or by electronic communication.

8.4 Proceedings at Meetings

- a. Not less than half (50%) of the members present personally shall constitute a quorum for the transaction of business at any general meeting.
- b. If within thirty (30) minutes after the time appointed for the meeting, a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place or at a time when a quorum of members is likely to be achieved. If at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting the members present shall form a quorum.

- c. Subject to Clause 8.4d, the Chair shall preside as chairman at a general meeting of the association.
- d. If the Chair is not present within ten (10) minutes after the time appointed for holding the meeting, or they are present but decline to take or retire from the Chair, the members may choose a Board member or one of their own numbers to be the Chair of that meeting.

8.5 Voting at Annual and Special General Meetings

- a. Subject to this Constitution, every member of the Association has only one vote at a meeting of the Association.
- b. Subject to this Constitution, a question for decision at an Annual and Special General Meeting, other than a special resolution, must be determined by a majority of members who vote in person or by proxy at that meeting.
- c. Unless a poll is demanded by at least five (5) members, a question for decision at a general meeting must be determined by a show of hands.
- d. A member being a body corporate shall be entitled to appoint one person, who may or may not be a member of the Association, to represent it at a particular general meeting or at all general meetings of the Association.

8.6 Poll at General Meetings

- a. If a poll is demanded by at least five (5) members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.7 Special and Ordinary Resolutions

- a. A special resolution is a special resolution as defined in the Act.
- b. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

9. MINUTES

- a. Proper minutes of all proceedings of meetings of the Association and of the Board shall be entered within one month after the relevant meeting in minute books kept for the purpose. The minutes shall include:
 - i) Proceedings and resolutions of meetings of the Association members;

- ii) The names of Directors present at each Board meeting or sub-committee meeting;
 - iii) Proceedings and resolutions of Board meetings including meetings of a committee to which Board powers are delegated under Clause 6.7; and
 - iv) Disclosures and notices of Directors' interests.
- b. The minutes kept pursuant to this rule must be confirmed by the members of the Association or the Board (as relevant) at the subsequent meeting.
- c. The minutes kept pursuant to this rule shall be signed by the Chair of the next succeeding meeting at which the minutes are confirmed.
- d. 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.

10. FINANCIAL REPORTING

10.1 Financial Year

The financial year of the Association shall commence on 1 July and end on 30 June of each year.

10.2 Accounts to be Kept

The Board shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association and must allow each Director and the auditor to inspect those records at all reasonable times.

10.3 Accounts and Reports to be laid before Members

The accounts, together with the auditor's report on the accounts shall be laid before members at the annual general meeting.

10.4 Annual Return

The annual (periodic) return shall be lodged with the Office of Consumer and Business Affairs within six (6) months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the committee's statement and the committee's report.

10.5 Appointment of an Auditor

- a. At each annual general meeting, the members shall appoint a person

to be the auditor of the Association, if required.

- b. The auditor shall hold office until the Board determines he or she is no longer to be appointed.
- c. If an appointment is not made at an annual general meeting, the committee shall automatically re-appoint an auditor for the current financial year.

11 INDEMNITIES

Except through their own negligence or wilful default, all members and employees shall be indemnified by the Association against all losses and expenses incurred by them in any action at law arising out of the discharge of their respective duties.

12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The assets and income of the Association shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

13. DISSOLUTION

The Association may be dissolved by a resolution passed by a majority of not less than three quarters (75%) of members present at a special general meeting called for that purpose.

14. APPLICATION OF SURPLUS ASSETS

In the event of the Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another not-for-profit organisation with similar purposes which is not carried on for the profit or gain of its individual members.

15. BY-LAWS

- a. This Constitution may be altered (including an alteration to the Association's name) by special resolution of the Members of the Association subject to Clauses 6.3 and 6.4. This includes rescission or replacement by substitute rules.
- b. The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act.
- c. The registered rules shall bind the Association and every member to the same extent as if they have respectively signed and sealed them and agreed to be bound by all of the provision herein.