

**SOUTH AUSTRALIAN ACCREDITED
PROFESSIONALS ASSOCIATION
INCORPORATED**

CONSTITUTION

Adopted 5 November 2021

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THE CONSTITUTION OF SOUTH AUSTRALIAN ACCREDITED PROFESSIONALS ASSOCIATION INCORPORATED

1. PRELIMINARY

1.1 Name

The name of the incorporated association is South Australian Accredited Professionals Association Incorporated ("**SAAPA**").

1.2 Address

The office of SAAPA will be Level 1, Darling Building, 28 Franklin Street Adelaide SA 5000, or at another address as determined by the Committee.

1.3 Definitions

In this Constitution:

Accredited Professional means an accredited professional as defined for the purposes of the *Planning, Development and Infrastructure Act 2016* (SA);

Act means the *Associations Incorporation Act 1985* (SA);

Annual General Meeting (or AGM) means an annual general meeting of Members held in accordance with this Act;

Chairperson means:

- (a) in respect of the conduct or proceedings of any meeting of SAAPA (other than a determination about who will preside), the person presiding at that meeting;
- (b) in all other respects, the person elected chairperson of the Committee under clause 5.2 from time to time;

Committee means the committee of Members of SAAPA vested with power to administer the affairs of SAAPA for the purposes of section 29 of the Act;

Constitution means this Constitution as amended from time to time;

General Meeting means a general meeting of Members other than an Annual General Meeting;

Member means a member of SAAPA;

PDI Act means the *Planning, Development and Infrastructure Act 2016* (SA) as amended from time to time;

PDI Regulations means Regulations made under the *PDI Act* as amended from time to time;

Public Officer means the person appointed as public officer of SAAPA from time to time;

Regulations mean the *Associations Incorporation Regulations 2008* (SA);

Secretary means the person elected as secretary of the Committee from time to time;

Treasurer means the person elected as treasurer of the Committee from time to time.

1.4 In this Constitution, unless the context otherwise requires:

- 1.4.1 words defined in the Act which are used in this Constitution have the meanings given to them in the Act (unless the contrary intention is expressly stated);
- 1.4.2 headings do not affect interpretation;
- 1.4.3 singular includes plural and plural includes singular;
- 1.4.4 words of one gender include any gender;
- 1.4.5 a reference to legislation includes any amendment to it, any legislation substituted for it, and any subordinate legislation made under it;
- 1.4.6 the meaning of general words is not limited by specific examples introduced by 'including', 'for example' or similar expression; and
- 1.4.7 if any provision is contrary to or inconsistent with the Act, the Act prevails, but only to the extent of the inconsistency.

2. OBJECTS

The objects of SAAPA are to:

- 2.1 represent, promote, serve and safeguard the interests of Accredited Professionals;
- 2.2 promote the advancement and improvement in professional and ethical standards of Accredited Professionals;
- 2.3 advocate for the interests of Accredited Professionals;
- 2.4 provide or procure the provision of a forum for the support of Accredited Professionals in the conduct of their functions under the PDI Act;
- 2.5 provide or procure the provision of education and training on matters relevant to the role of Accredited Professionals under the PDI Act;
- 2.6 develop standards, principles, guidelines, codes and other such resources or measures for the sound and ethical performance of the duties and functions of Accredited Professionals;
- 2.7 communicate to Members information on matters affecting or of interest to Accredited Professionals or SAAPA and to issue such publications as may seem conducive to any of the objects of SAAPA;
- 2.8 do all other lawful things incidental or conducive to the attainment of the objects of SAAPA.

3. POWERS

SAAPA has all of the powers and legal capacity available at law and as conferred by section 25 of the Act and (without limiting section 25 of the Act) has the power:

- 3.1 to make and enforce by-laws for the control and management of SAAPA;
- 3.2 to aid, establish or support any body of similar aims and to convey to any such body aided established or supported such property of SAAPA as it thinks fit;
- 3.3 to appoint work groups or committees to discuss, investigate and report to SAAPA on matters of relevance to SAAPA..

4. MEMBERSHIP

4.1 Membership conditions

The Committee may determine all conditions of membership of SAAPA and may vary those conditions from time to time.

4.2 Types of Members

SAAPA will have the following types of membership:

4.2.1 Professional Member

A person may be a Professional Member if they are a natural person.

4.2.2 Corporate Member

A person may be a Corporate Member if they are a company, incorporated association, partnership, government department or agency, local government or local government subsidiary that employs one or more Accredited Professionals.

4.2.3 Associate Member

A person may be an associate member if they are professionally associated with the Accredited Professionals

4.2.4 Retired member

4.3 Eligibility to be a Professional Member

4.3.1 To be eligible for membership of SAAPA as a Professional Member a person shall be:

- 4.3.1.1 an Accredited Professional under the PDI Act;
- 4.3.1.2 of good character and standing; and
- 4.3.1.3 prepared to adhere to and seek to advance the objects of SAAPA.

4.4 Eligibility to be a Corporate Member

4.4.1 To be eligible for membership of SAAPA as a Corporate Member a person shall be:

4.4.1.1 the employer of one or more Accredited Professionals under the PDI Act who satisfy the criteria for membership applicable to Professional Members; and

4.4.1.2 prepared to adhere to and seek to advance the objects of SAAPA.

4.4.2 Eligibility for an associate member.

4.4.2.1 To be eligible to be an Associate Member a person must be: -

4.4.2.2 an employer or employee that uses the services of an Accredited Professional, or

4.4.2.3 A member of an association, organisation which is professionally associated with Accredited Professional

4.4.3 Eligibility to be a retired member.

4.4.3.1 A member or associate member who has retired from the profession and is no longer: -

(i) A registered accredited professional, or

(ii) An employer or employee that uses the services of an Accredited Professional

(ii) A member of an association, organisation which is professionally associated with Accredited Professional.

4.5 Membership fees

4.5.1 The fee for membership shall be such sum (if any) as determined by the Committee annually on 1 March or at a meeting of the Committee held closest to that date.

4.5.2 The Committee may determine different fees to be payable based on the type of membership or any other matter;

4.5.3 The membership fee shall be payable annually on 1 July or at another as determined by the Committee.

4.5.4 Any Member whose membership fee is outstanding for more than three months after the due date for payment shall cease to be a Member of SAAPA. The Committee may reinstate such a person's membership on such terms as it thinks fit.

4.6 Resignation of Members

4.6.1 A Member may resign at any time by written notice of resignation delivered to the Public Officer.

4.6.2 A resigning Member is liable for any outstanding membership fees to the date of resignation which outstanding sums may be recovered by SAAPA as a debt.

4.7 Expulsion of Members

- 4.7.1 Subject to first observing the rules of procedural fairness, the Committee may on its own initiative or on the application of another Member resolve to expel any Member who:
- 4.7.1.1 engages in conduct (including any action, inaction, statements or words in any form) substantially contrary to the objects of SAAPA;
 - 4.7.1.2 disparages SAAPA or the Committee;
 - 4.7.1.3 brings (or attempts to seek to bring) SAAPA into disrepute;
 - 4.7.1.4 is not a fit and proper person of good character and standing;
 - 4.7.1.5 renounces the objects of SAAPA;
 - 4.7.1.6 ceases to be an Accredited Professional under the PDI Act;
- 4.7.2 The Committee must forthwith communicate its determination and the reasons for its decision in writing to the expelled Member whose membership will cease 14 days after the decision of the Committee.

4.8 Register of Members

- 4.8.1 A register of Members must be kept and contain:
- 4.8.1.1 the name, address, email address and contact number for each Member;
 - 4.8.1.2 the date on which the Member's name was entered in the Register; and
 - 4.8.1.3 if applicable, the date on which the Member resigned from or was expelled from membership and the reasons for expulsion.

5. THE COMMITTEE

5.1 Powers and duties of the Committee

- 5.1.1 The affairs of SAAPA shall be managed and controlled by the Committee which, in addition to any powers and authorities conferred by this Constitution, may exercise all such powers and do all such things as are within the objects of SAAPA, and are not by the Act or under this Constitution required to be done in a General Meeting or by special resolution.
- 5.1.2 The Committee has the management and control of the funds and other property of SAAPA.
- 5.1.3 The Committee shall have authority to interpret the meaning of this Constitution and any other matter relating to the affairs of SAAPA on which this Constitution is silent.
- 5.1.4 The Committee shall appoint a Public Officer as required by the Act.

5.2 Appointment of Committee

- 5.2.1 The Committee shall be made up of no less than three and no more than five Professional Members of which one may be an Associate member elected by a majority of Professional Members at the Annual General Meeting.
- 5.2.2 The Members of the Committee elected at the AGM may (with the consent of the person) appoint up to three other persons who are not Members to the Committee on the basis of their knowledge experience or skills of relevance to SAAPA (but the Committee shall not exceed seven Committee members in any configuration).
- 5.2.3 The Committee shall appoint a Chairperson, Secretary and Treasurer.
- 5.2.4 A Committee member may self-nominate to be Chairperson, Secretary or Treasurer and election will be by way of a majority of votes of the Committee.
- 5.2.5 Membership of the Committee shall be for a term commencing at the election at the AGM until immediately before the vote on the Committee at the next AGM.
- 5.2.6 To be elected to the Committee at the AGM a Professional Member must nominate no less than 10 business days before the AGM.
- 5.2.7 Notice of all nominations shall be given by the Public Officer to all Members.
- 5.2.8 In the event of disqualification of a member of the Committee, the Committee may appoint a Member (or a person under clause 5.2.2) to be a member of the Committee until the next Annual General Meeting without nomination or a vote of the Members.

5.3 Proceedings of Committee

- 5.3.1 The Committee shall meet for the dispatch of business every eight (8) weeks or as otherwise agreed by the Committee from time to time.
- 5.3.2 The Committee shall determine its own procedures but in the absence of any procedure to the contrary, matters arising for determination at any meeting of the Committee shall be decided by a majority of votes, and in the event of equality of votes the Chairperson shall have a casting vote in addition to a deliberative vote.
- 5.3.3 The quorum for a meeting of the Committee shall be one half of the Committee members plus one.

5.4 Disqualification of a member of the Committee

The office of a Committee member shall become vacant if the Committee member is:

- 5.4.1 disqualified from being a member of the Committee by the Act;
- 5.4.2 ceases to be a Member under these rules;
- 5.4.3 permanently incapacitated by ill health; or
- 5.4.4 absent without apology for more than four meetings in a financial year.

6. SUB-COMMITTEES

- 6.1 The Committee may establish such sub-committees or working groups as it sees fit.
- 6.2 The Committee shall determine the size, composition, membership and terms of reference and tasks of each sub-committee.
- 6.3 Members of sub-committees may be persons outside of SAAPA but unless otherwise determined by the Committee in respect of any specific sub-committee, the members of each such sub-committee shall include at least one Member.

7. COMMON SEAL

- 7.1 SAAPA shall have a common seal upon which its corporate name shall appear in legible characters.
- 7.2 The seal shall not be used without the express authorisation of the Committee and every use of the seal shall be recorded in the minute book of SAAPA.
- 7.3 The affixing of the seal shall be witnessed by the Chairperson and the Secretary.

8. MEETINGS

8.1 Annual General Meeting

- 8.1.1 The Committee shall call an Annual General Meeting in accordance with the Act and this Constitution.
- 8.1.2 The first Annual General Meeting shall be held within 18 months after the incorporation of SAAPA, and thereafter within five months after the end of each financial year.
- 8.1.3 Any Member may provide to the Public Officer notice of any motion the Member proposes to move at the Annual General Meeting no less than twenty eight (28) days prior to the proposed date of the meeting.
- 8.1.4 The order of business at the Annual General Meeting shall be as follows:
 - 8.1.4.1 confirmation of the minutes of the previous Annual General Meeting and of any General Meeting held in the interim;
 - 8.1.4.2 the consideration of the accounts and reports of the Committee;
 - 8.1.4.3 the retirement and election of Committee members;
 - 8.1.4.4 any other business requiring consideration by SAAPA in a General Meeting.
- 8.1.5 The Chairperson shall chair an Annual General Meeting and if the Chairperson is absent another Committee member chosen by the Members will preside at the meeting.

8.2 General Meetings

- 8.2.1 A General Meeting of Members:
 - 8.2.1.1 may be convened by the Committee as it sees fit; and
 - 8.2.1.2 upon request by not less than 20% of the total number of Members, must be convened by the Public Officer within one month of receipt of the request for the purpose specified in the request.

- 8.2.2 The Chairperson shall chair a General Meeting and if the Chairperson is absent another Committee member chosen by the Members will preside at the meeting.
- 8.2.3 A Member may bring forward any business in the form of a written notice of motion.
- 8.2.4 A Member may also bring forward any business by way of a motion without notice.
- 8.2.5 The Chairperson of the General Meeting may refuse to accept a motion without notice if the subject matter is, in his or her opinion, beyond the power of the Committee or SAAPA.

8.3 Notice of meetings

- 8.3.1 No less than fifteen (15) days prior to the proposed date of an Annual General Meeting the Public Officer shall give notice to Members advising of the date, time and place of the Annual General Meeting.
- 8.3.2 No less than five (5) days prior to the proposed date of an Annual General Meeting the Public Officer shall send a notice to Members of the:
 - 8.3.2.1 agenda for the Annual General Meeting;
 - 8.3.2.2 motions and any other business for consideration; and
 - 8.3.2.3** nominations for election to the Committee.
- 8.3.3 Subject to clause 7.3.4, no less than fourteen (14) days prior to the proposed date of a General Meeting the Public Officer shall give notice to Members advising of the date, time and place of the General Meeting and including an agenda of the motions to be considered at the meeting.
- 8.3.4 Notice of a General Meeting at which a special resolution is to be proposed shall be given at least twenty one (21) days prior to the date of the meeting.
- 8.3.5 Notice may be given to Members by way of email to the address appearing in the Register of Members.

8.4 Quorum at meetings

- 8.4.1 The quorum for a meeting of SAAPA is one half of all Professional Members.
- 8.4.2 If at the expiration of thirty (30) minutes from the time of commencement of a meeting a quorum is not present, the Chairperson will adjourn the meeting to a specified date and time.
- 8.4.3 If the meeting is adjourned for want of quorum the date and time of the adjourned meeting will be recorded in the minutes and the Public Officer must give notice of the adjourned meeting to each Member setting out the date, time and place of the meeting.

8.5 Voting at meetings

- 8.5.1 Every Professional Member has one vote at a meeting of SAAPA.
- 8.5.2 Corporate and Associate Members do not have an entitlement to vote.
- 8.5.3 A question for decision at a meeting, other than a special resolution, must be determined by a majority of Members by way of a show of hands and in the

event of equality of votes the Chairperson shall have a casting vote in addition to a deliberative vote.

8.5.4 An ordinary resolution is a resolution passed by a simple majority.

8.5.5 A special resolution is as defined in the Act.

8.5.6 A Member shall be entitled to appoint in writing a natural person who is also a Member of SAAPA to be their proxy, and attend and vote on their behalf at any general meeting of SAAPA.

8.6 Minutes of meetings

8.6.1 The Secretary must ensure that proper minutes of all meetings of SAAPA and of meeting of the Committee are entered within one month after the relevant meeting in minute books kept for that purpose.

8.6.2 The minutes kept pursuant to this rule must be confirmed by the Members or the Committee (as relevant) at a subsequent meeting and signed by the Chairperson of the relevant or subsequent meeting.

8.6.3 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 the meeting shall be deemed to be valid.

9. FINANCIAL REPORTING

9.1 Financial year

The first financial year of SAAPA shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June each year.

9.2 Accounts to be kept

SAAPA shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of SAAPA in accordance with the Act.

10. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of SAAPA shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to Members of SAAPA except as a bona fide remuneration of a Member for services rendered or expenses incurred on behalf of SAAPA.

11. AMENDMENTS TO CONSTITUTION

- 11.1 This Constitution may be altered, rescinded or replaced by special resolution of the Members.
- 11.2 Any altered Constitution shall be registered with Consumer and Business Services as required by the Act.
- 11.3 The registered Constitution shall bind SAAPA and every member to the same extent as if they have respectively signed and sealed the Constitution, and agreed to be bound by all of the provisions thereof.

12. WINDING UP

SAAPA may be wound up in the manner provided for under the Act.

13. APPLICATION OF SURPLUS ASSETS

If after the winding up of SAAPA there remains surplus assets as defined in the Act, such surplus assets shall be distributed to an organisation which has similar objects to be determined by a resolution of Members at a General Meeting.