



Institute of Public
Administration Australia
South Australian Division Inc

CONSTITUTION OF THE
SOUTH AUSTRALIAN DIVISION OF THE
INSITUTE OF PUBLIC ADMINISTRATION AUSTRALIA
REVISED: 2014 IN ACCORDANCE WITH THE ASSOCIATIONS INCORPORATION ACT 1985.

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About IPAA South Australia

The Institute of Public Administration Australia South Australian Division Incorporated (IPAA SA) is a non-political, not-for-profit, incorporated organisation which serves as an important source of intellectual capital, information and opinion on issues of government policy, innovation, reform and networking.

IPAA SA is a State body for public sector administrators, tertiary leaders and private sector organisations which support the delivery of government services. IPAA is affiliated with similar organisations interstate and throughout the world.

The public sector plays a vital role in the daily lives of all Australians. Through a range of far-reaching and innovative programs, the South Australian Division is enhancing the work, thinking and influence of the sector throughout the State.

Our Vision

Leadership and innovation in the public sector.

To help build a world-class public sector in South Australia.

Our Mission

Enhancing the reputation, integrity and capacity of the public sector.

To provide leadership in the development of a high quality, professional public sector in South Australia.

What We Value

- **Leadership and innovation in the public sector:** to be a leading facilitator of networking of senior level professionals, encompassing knowledge exchange and policy leadership.
- **High standards of information and opinion:** presenting cutting edge thinking on government policy, innovation and reform.
- **Recognition and promoting excellence:** in public administration.
- **Ethical standards and integrity:** are promoted as usual practice in public administration.
- **Entrepreneurship:** a commitment to the development of innovative, forward looking Member services.

Part 1 Preliminary

1.1. Name

The name of the Association is the Institute of Public Administration Australia South Australian Division Inc. referred to herein as "IPAA SA".

1.2. Definitions

For the purposes of this Constitution, except in so far as the context or subject-matter otherwise indicates or requires:

"**Act**" means the *Associations Incorporation Act 1985 (SA)*, as amended;

"**Advisory Committee**" means a committee established under clause 3.12;

"**Annual General Meeting**" means a meeting held in accordance with clause 4.1;

"**Auditor**" means an auditor appointed under clause 5.5;

"**Bank Account**" means an account opened in the name of IPAA SA in accordance with clause 5.3(b);

"**Casual Vacancy**" means a vacancy in accordance with clause 3.6;

"**Commission**" has the same meaning as in the Act;

"**Constitution**" means this Constitution as amended from time to time;

"**Council**" means the governing and policy making body of IPAA SA;

"**Council Appointed Councillor**" means a person appointed in accordance with clause 3.5;

"**Councillor**" means a member of the Council as defined in clause 3.3;

"**Executive Committee**" means the committee established in accordance with clause 3.11;

"**Executive Officer**" means the person appointed by the Council in accordance with clause 3.8;

"**Financial Member**" means a person who has paid all money due and payable by that member to IPAA SA;

"**General Meeting**" means an Annual General Meeting or a Special General Meeting;

"**IPAA SA**" means the Institute of Public Administration Australia South Australian Division Inc.;

"**Member**" means a person accepted by the Council as a professional member of IPAA under clause 2.1;

"**Member Elected Councillor**" means a person elected in accordance with clause 3.4;

"**Office-bearers**" means the persons holding the offices of President, Vice-President, Secretary and Treasurer from time to time in accordance with clause 3.3(b);

"**President**" means the person elected to that role in accordance with clause 3.3(b);

"**Public Officer**" is the Secretary of the Executive Committee elected by the Council;

"**Returning Officer**" is a person appointed in accordance with clause 3.4(a);

"**Secretary**" means the person elected to that role in accordance with clause 3.3(b);

"**Special General Meeting**" means a meeting in accordance with clause 4.2;

"**Treasurer**" means the person elected to that role in accordance with clause 3.3(b);

"**Vice-President**" means the person elected to that role in accordance with clause 3.3(b).

1.3. Objects

The objects of IPAA SA are to:

- (a) Promote debate on public administration issues affecting government and non-government sectors.
- (b) Be the association of choice for all thought leaders, executives, managers and practitioners, and for those with professional, academic or personal interest in public administration.
- (c) Undertake leading edge public awareness and communication programs which raise the profile of IPAA SA and the work of the public sector in South Australia.
- (d) Encourage research and debate on public administration issues.
- (e) Promote ethical standards and integrity in the practice of public administration.
- (f) Act as a primary resource for information and opinion on issues concerning interpretation and impact of changes in government policy, innovation and reform.
- (g) Promote national and international exchange of ideas, networking and best practice in public administration and management.
- (h) Provide high quality conferences and seminars which equip Members with the knowledge to meet the demands of their role in the government sector.
- (i) Provide innovative training and development programs which equip Members with the skills to meet the demands of their role in the public sector.
- (j) Provide a diverse membership program which supports the professional and personal ambitions of Members, the policy objectives and service delivery of Corporate Members and the development of strategic partnerships and alliances.

1.4. Powers of IPAA SA

IPAA SA shall have all the powers conferred by section 25 of the Act.

Part 2 Membership

2.1. Membership

- (a) Membership is open to all public sector employees, other individuals and organisations who agree to be bound by the objects and Constitution of IPAA SA, and who meet the criteria prescribed by the Council from time to time.
- (b) Membership of IPAA SA shall become effective upon acceptance of a completed application form and the receipt of the relevant subscription fee. The Council may reject an application for membership in its absolute discretion.

2.2. Membership Categories

The Council may determine membership categories and the criteria and benefits of each category from time to time.

2.3. Fees and Subscriptions

The annual subscription of the various categories of membership shall be determined by the Council from time to time.

2.4. Members' Liabilities

The liability of a Member to contribute towards the payment of debts and liabilities of IPAA SA is limited to the amount, if any, unpaid by the Member in respect of membership of IPAA SA.

2.5. Register of Members

- (a) The Executive Officer shall establish and maintain a register of Members listing the name and address of each person who is a Member, the date on which the person became a Member, the category of membership and financial standing.
- (b) Members are responsible for advising the Executive Officer of changes to the information contained on the register such as a change in name, employment, and address or membership status.

2.6. Cessation of Membership

Membership ceases if the Member:

- (a) dies;
- (b) resigns membership;
- (c) has not paid their annual membership fee by the due date; or
- (d) is expelled from IPAA SA.

2.7. Resignation of Membership

- (a) A Member may resign from membership of IPAA SA provided that notice of resignation is given in writing to the Executive Officer.
- (b) Any resigning Member shall be liable for any outstanding subscriptions which may be recovered as a debt due to IPAA SA.

2.8. Expulsion of a Member

- (a) Subject to giving a Member an opportunity to be heard or to make a written submission, the Council may resolve to expel a Member upon a charge of misconduct detrimental to the interests of IPAA SA.
- (b) Particulars of the charge shall be communicated to the Member at least one month before the meeting of the Council at which the matter will be determined.
- (c) The determination of the Council shall be communicated to the Member, and in the event of an adverse determination the Member shall, subject to clause 2.8(d), cease to be a Member fourteen days after the Council has communicated its determination to the Member.
- (d) It shall be open to a Member to appeal the expulsion to IPAA SA at a General Meeting. The intention to appeal shall be communicated to the Executive Officer of IPAA SA within fourteen days after the determination of the Council has been communicated to the Member.
- (e) In the event of an appeal under clause 2.8(d), the appellant's membership of IPAA SA shall not be terminated unless the determination of the Council to expel the Member is upheld by the Members of

IPAA SA at a General Meeting after the appellant has had an opportunity to address the General Meeting.

- (f) If clause 2.8(e) applies then the membership will terminate at the date of the General Meeting at which the determination of the Council is upheld.

2.9. Dispute Resolution

If a dispute arises between Members (in their capacity as Members), or between a Member and IPAA SA, or a Member and the Council, the following procedure will apply:

- (a) Each disputing side shall nominate a voluntary representative who is not a solicitor and who is not directly involved in the dispute. Those representatives must attempt to settle the dispute by negotiation.
- (b) Should the nominated representatives be unable to resolve the dispute within fourteen days (or such other period as they may agree on), the dispute must be referred to a mediator prepared to act at no charge to the parties.

Part 3 Council and Committees

3.1. The Council

The affairs of IPAA SA shall be managed and controlled by the Council 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 IPAA SA, and are not by the Act or by this constitution required to be done by IPAA SA in General Meeting.

3.2. The Powers and Duties of the Council

The powers and duties of the Council include, but are not limited to:

- (a) determining policy to advance the objectives of IPAA SA and the best interests of the Members;
- (b) presenting a report at each Annual General Meeting on the financial position and performance of IPAA SA and on the activities during the past year;
- (c) appointing or dismissing the Executive Officer;
- (d) appointing persons to committees or advisory bodies;
- (e) subject to clause 2.8, suspending or expelling Members;
- (f) interpreting the meaning of these rules and other matter relating to the affairs of IPAA SA on which these rules are silent;
- (g) appointing an Auditor and a Public Officer as required by the Act; and
- (h) from time to time, inviting eminent persons, not necessarily being Members, to be patrons or vice-patrons of IPAA SA. Such person(s) shall have no voting powers and shall hold office for such period as the Council determines.

3.3. Composition of the Council

- (a) The Council shall consist of up to ten Councillors made up as follows:
- (i) seven Councillors elected by Members (**Member Elected Councillors**) in accordance with clause 3.4;

- (ii) two Councillors appointed by the Council (**Council Appointed Councillors**) in accordance with clause 3.5; and
 - (iii) the Executive Officer (ex-officio).
- (b) At the first meeting of the Council after the Annual General Meeting, the Council shall elect from among its number a President, a Vice-President, a Secretary and a Treasurer.

3.4. Member Elected Councillors

- (a) The Executive Officer shall invite nominations for election of candidates for the Council, not less than forty five days prior to the date fixed for the Annual General Meeting, at which the results of the election are announced;
- (b) Subject to the provisions of this Constitution any Professional Member, who has paid all fees owed to IPAA SA and is in good standing, is eligible to serve on the Council;
- (c) All nominations shall be in writing and shall be signed by the proposer and seconder and by the person nominated. The proposer, the seconder, and the person nominated must be Financial Members of IPAA SA.
- (d) All such nominations shall be delivered to the Treasurer or Executive Officer not later than thirty days prior to the date fixed for the Annual General Meeting.
- (e) If the number of nominations received is equal to or less than the number of positions available on the Council, the candidates nominated shall be deemed to be elected.
- (f) If insufficient nominations are received 30 days prior to the Annual General Meeting to fill all vacancies on the Council, the vacant positions may be filled by the elected and nominated Councillors appointing Members outside a normal voting forum. Any Councillor so appointed shall hold office until the next Annual General Meeting when their term will expire.
- (g) If the number of nominations received exceeds the number of vacancies to be filled, a ballot of Financial Members shall be held.
- (h) Prior to each ballot, the Council shall appoint a Returning Officer to be responsible for the conduct of the ballot. The Returning Officer may be any person, provided that they are not a person contesting a position at the election. The Council may also appoint any other person to assist the Returning Officer, but in the case of an election ballot such person must not be contesting a position at the election.
- (i) The Executive Officer shall:
 - (i) send ballot papers, listing the candidates in alphabetical order, together with instructions for return to 'The Returning Officer', to Members at the address nominated by the Member at least twenty one days prior to the Annual General Meeting;
 - (ii) nominate a closing date of return for the ballot paper which is not more than five business days prior to the date fixed for the Annual General Meeting.
- (j) Ballot papers must not be opened except in the presence of the Returning Officer and may not be opened before the closing date of return for the ballot papers nominated under clause 3.4(d).
- (k) Members may vote for any number of candidates up to the number of vacancies by placing a number or a mark in the relevant box adjacent the candidate's name. Each candidate who receives a number or a

mark receives one vote. If numbers are used and they exceed the number of vacancies, the votes up to the number of vacancies will be counted. If marks are used, and the number of marks exceeds the number of vacancies the vote will be invalid.

- (l) The counting of votes is to take place at the Annual General Meeting by the Returning Officer. Any Financial Member is entitled to attend the counting of votes.
- (m) Each Member Elected Councillor is elected for a term of two years:
 - (i) commencing at the conclusion of the Annual General Meeting at which the Councillor is elected; and
 - (ii) ending at the election for Councillors held at second Annual General Meeting after their election.
- (n) A Member Elected Councillor whose term is expiring shall be eligible for re-election, but must comply with the nomination process described in clause 3.4(c).

3.5. Council Appointed Councillors

- (a) The Council may from time to time, at its discretion, appoint a maximum of two Members of IPAA SA to perform the functions of a Councillor for a period not exceeding two years.
- (b) Any Member who has skills that the Council regards as being useful to IPAA SA may be appointed by the Council.
- (c) If there are more candidates than vacancies a ballot will be held. The candidate receiving the largest number of votes will be elected to the relevant position. In the event of a tied vote a secret ballot involving the candidates with the tied result will be held at the Annual General Meeting.

3.6. Casual Vacancies

- (a) In this Constitution, a Casual Vacancy in the Council occurs if an elected Councillor:
 - (i) dies;
 - (ii) ceases to be a Member;
 - (iii) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
 - (iv) resigns as a Councillor by notice in writing given to the Executive Officer;
 - (v) is removed from office;
 - (vi) 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; or
 - (vii) is absent from three consecutive Council meetings without leave granted by the Council.
- (b) A Casual Vacancy occurring during the year may be filled by the Council and such a Councillor so appointed shall hold office until the next Annual General Meeting when the Casual Vacancy term expires, they shall be eligible for election to the Council without nomination.

3.7. Removal of Councillors

The Members at a General Meeting may by resolution, notice of which has been given in terms of clause 4.3, remove any Councillor from the office of Councillor before the expiration of the Councillor's term of office and

may by resolution appoint another person to hold office until the expiration of the term of office of the Councillor so removed.

3.8. Executive Officer

The Council shall appoint an Executive Officer (using this or any other designation it so chooses) for the period and on the terms as they think fit and may revoke and renew the appointment. The Executive Officer shall continue in office until he or she vacates his or her position as Executive Officer or is removed as Executive Officer by the Council subject to provisions of the law.

3.9. Council Meetings

- (a) The Council shall meet at least six times in each year at such times and places or such a manner as it shall determine.
- (b) Additional meetings of the Council may be convened by the President or in the President's absence by a Vice-President and shall be convened by that Office-bearer at the request of any Councillors.
- (c) Oral or written notice of a meeting of the Council shall be given by the Executive Officer to each Councillor at least seven business days prior to the meeting date (or such other period as unanimously agreed upon by the Councillors) prior to the time appointed for holding of the meeting.
- (d) Notice of a meeting given under clause 3.9(c) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Councillors present at the meeting unanimously agree to treat as urgent business.
- (e) One half of the Council shall constitute a quorum and must include one Office-bearer.
- (f) No business shall be transacted by the Council unless a quorum is present. If a quorum is not present, the meeting stands adjourned. The presiding officer and Councillors present shall specify a date and time for a subsequent meeting.
- (g) At a meeting of the Council:
 - (i) the President or, in the President's absence, a Vice-President shall preside; or
 - (ii) if the President and the Vice-President are absent or unwilling to act, such one of the remaining Councillors as may be chosen by the Councillors present at the meeting shall preside.
- (h) Without limiting the discretion of the Councillors to regulate their meetings, a meeting may be held by the Councillors communicating with each other by any technological means, and if some or all of whom are in different places provided that each Councillor is able:
 - (i) to hear each of the other participating Councillors;
 - (ii) and, if he or she wishes, to address each of the other participating Councillors simultaneously, whether directly, by conference telephone or by any other form of communications equipment (whether in use when this clause is adopted or developed subsequently) or by a combination of these methods; and all of the other provisions of this clause 3.9 apply to a meeting held in accordance with this clause.

3.10. Voting and Decisions

- (a) Questions arising at a meeting of the Council, the Executive Committee or any Advisory Committee shall be determined by a majority of the votes of the Councillors, the Executive Committee or members of the Advisory Committee present at the meeting (as relevant).
- (b) Each Councillor, member of the Executive Committee, or member of the Advisory Committee (as relevant) present at a meeting is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (c) Any act or thing done, or purporting to have been done, by the Council, by the Executive Committee or by an Advisory Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualifications of any Councillor or the members of the Executive Committee or Advisory Committee.
- (d) Subject to clause 3.9 the Council may act notwithstanding any vacancy on the Council.
- (e) A resolution or declaration in writing shall be as valid and effectual as if it had been passed at a meeting of the Council duly called and constituted if it is signed by all of the Councillors entitled to vote on the resolution. Any such resolution or declaration may consist of several documents in the same form and each signed by one or more Councillors.
- (f) A written Council resolution is passed on a majority basis when:
 - (i) A majority of Councillors have signed that they are in favour;
 - (ii) The last Councillor signs; and
 - (iii) The chair confirms that Clause 3.10 (f)(i) and clause 3.10 (f)(ii) above have been satisfied.

3.11. Executive Committee

- (a) There shall be a standing committee of the Council named the 'Executive Committee'.
- (b) The Executive Committee shall consist of the President, Vice-President, the Secretary and the Treasurer.
- (c) The major functions of the Executive Committee are to ensure the Council fulfils all statutory requirements under the Act, to assist the Council in fulfilling its financial responsibilities and accountability to the Members and to evaluate the financial and overall performance of IPAA SA.
- (d) The Council shall determine the terms of reference for the Executive Committee and may make changes as they see fit from time to time.

3.12. Advisory Committees

- (a) The Council may, as it sees fit, convene Advisory Committees to assist the Council carry out its functions.
- (b) An Advisory Committee shall have the powers, authorities and discretions which are delegated to them by the Council and shall operate within the terms of reference, limits and timeframes set by the Council.
- (c) Every Advisory Committee shall regulate its own procedures. Notices of all meetings and records of proceedings of Advisory Committees shall be provided to the Executive Committee and made part of the record of IPAA SA.

- (d) The fact that an Advisory Committee is not properly constituted does not invalidate the proceedings at meetings of that committee or resolutions passed by that committee.

3.13. Conflict of Interest

- (a) Councillors must disclose any real or potential conflict of interest in the performance of their duties and responsibilities as Councillors of IPAA SA.
- (b) A Councillor having a direct or indirect pecuniary interest in a contract or proposed contract with IPAA SA must disclose the nature and extent of that interest to the Council as required by the Act, and shall not vote with respect to that contract or proposed contract.
- (c) The Councillor must disclose the nature and extent of his or her interest in the contract at the next Annual General Meeting of IPAA SA.

Part 4 General Meetings

4.1. Annual General Meeting

- (a) In accordance with the Act, the Annual General Meeting shall be held within five months after the end of the financial year of IPAA SA.
- (b) The main business of an Annual General Meeting shall be to:
 - (i) confirm the minutes from the previous Annual General Meeting and of any subsequent Special General Meeting;
 - (ii) receive a report on the activities of IPAA SA during the preceding financial year;
 - (iii) announce or elect Members of the Council (as relevant);
 - (iv) receive and consider the audited financial and related statements; and
 - (v) appoint an Auditor (see clause 3.2(g)).

4.2. Special General Meeting

- (a) The Council may convene a Special General Meeting of IPAA SA at any time.
- (b) The Council shall, on the requisition in writing of not less than 5% of the total number of Members, convene a Special General Meeting of IPAA SA.
- (c) A requisition of Members for a Special General Meeting:
 - (i) shall state the purpose or purposes of the meeting;
 - (ii) shall be signed by the Members making the requisitions;
 - (iii) shall be lodged with the Executive Officer; and
 - (iv) may consist of several documents in the same form, each signed by one or more of the Members making the requisition.
- (d) If the Council fails to convene a Special General Meeting to be held within 1 month after the date on which a requisition of Members for the meeting is lodged with the Executive Officer, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than three months after that date.
- (e) A Special General Meeting convened by a Member or Members as referred to in clause 4.2(d) shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the

Council and any Member who thereby incurs expense is entitled to be reimbursed by IPAA SA for any expense so incurred.

4.3. Notice of General Meetings

- (a) Subject to clause 4.3(b), at least fourteen 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 to be transacted at the meeting.
- (b) In accordance with the Act, notice of a meeting at which a special resolution is to be proposed shall be given at least twenty one days prior to the date of the meeting.
- (c) A notice may be given by IPAA SA to any Member by serving the Member with the notice personally, electronically, or by sending it by post to the address appearing in the register of Members.
- (d) Where a notice is sent by post :
 - (i) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and
 - (ii) unless the contrary is proved, service will be taken to have been effected at the time at which the letter or pack would be delivered in the ordinary course of post.

4.4. Procedure at General Meetings

- (a) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (b) Eleven Members present personally or by proxy shall constitute a quorum for the transaction of business at any General Meeting.
- (c) If a quorum is not present within half an hour after the time specified for the meeting to begin, the meeting shall be adjourned to a date and time specified by the presiding officer.
- (d) If the meeting was convened upon the requisition of Members, and if a quorum is not present, the meeting shall be dissolved.
- (e) Minutes shall be kept of all General Meetings (including accounting records and financial statements) and shall be freely accessible to Members via IPAA SA website.

4.5. Presiding Member at General Meetings

- (a) The President, or in the President's absence, the Vice-President, shall preside at each General Meeting of IPAA SA.
- (b) If the President and the Vice-President are not able to preside, the Members present shall elect one of their Members to preside as presiding officer at the meeting.
- (c) In the case of an equality of votes on a question at a General Meeting, the presiding officer of the meeting is entitled to exercise a second or casting vote.
- (d) The results shall be officially recorded by the Executive Officer and declared by the presiding officer.

4.6. Voting at General Meetings

- (a) Subject to these rules every Professional Member of IPAA SA has only one vote at a meeting of IPAA SA. Subject to these rules, a question for decision at a General Meeting, other than a special resolution, must be determined by a majority of Members who vote in person or, where proxies are allowed, by proxy at that meeting.
- (b) Unless a poll is demanded by at least five Members, a question for decision at a General Meeting must be determined by a show of hands.

4.7. Poll at General Meetings

- (a) If a poll is demanded by at least five Members, it must be conducted in a manner specified by the presiding officer, 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.

4.8. Special Resolution

A special resolution, as defined in the Act, must be passed by the Members to effect the following changes:

- (a) a change of IPAA SA's name;
- (b) a change in the Constitution of IPAA SA;
- (c) an amalgamation with another incorporated association;
- (d) to voluntarily wind up IPAA SA and distribute its property; or
- (e) to apply for registration as a company or co-operative.

4.9. Appointment of Proxies

- (a) Each Member shall be entitled to appoint a natural person who is also a Member to be their proxy, and attend and vote at any General Meeting of IPAA SA.
- (b) Notice of the appointment is to be given to the Executive Officer not later than 48 hours before the time of the meeting in respect of which the proxy is appointed
- (c) The notice appointing the proxy shall be in a form as determined by the Council from time to time.

Part 5 Miscellaneous

5.1. Insurance

IPAA SA may effect and maintain insurances.

5.2. Funds Source

- (a) The funds of IPAA SA shall consist of subscription fees, sponsorship, grants and donations, revenue from programs, products and services provided by IPAA SA, interest from investments, and such other sources as the Council determines.
- (b) IPAA SA is a not-for profit organisation. The income and capital of IPAA SA shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to Members

or their associates except bona fide remuneration for services rendered to, or expenses incurred on behalf of, IPAA SA.

5.3. Funds Management

- (a) The funds of IPAA SA shall be used in pursuance of the objectives of IPAA SA in such manner as the Council determines.
- (b) An account shall be opened at a bank in the name of IPAA SA. Cheques on this Bank Account shall be signed by any two of the following persons:
 - (i) the Treasurer;
 - (ii) the President;
 - (iii) the Secretary/Public Officer;
 - (iv) the Executive Officer;
 - (v) any other person nominated by the Council, whose signature is recorded at the bank on the authority of the President and Secretary of IPAA SA.
- (c) All money received by IPAA SA shall be deposited as soon as practicable in the Bank Account or accounts established for IPAA SA either in person or through electronic funds transfer.
- (d) The Council may invest monies not immediately required.
- (e) Cheques, drafts, letters of exchange, promissory notes and other negotiable instruments shall be signed by the Executive Officer or other authorised officers in accordance with policies determined by the Council. Amounts over the threshold prescribed by the Council shall be signed by the Executive Officer and at least one Councillor authorised by the Council.

5.4. Financial Reporting

- (a) The financial year of IPAA SA shall be a period of twelve months commencing on 1 July and ending on 30 June of each year.
- (b) IPAA SA shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of IPAA SA in accordance with the Act.
- (c) The annual accounts, together with the Auditor's report on the accounts, the Council's statement and the Council's report, shall be laid before Members at the Annual General Meeting.
- (d) The periodic returns required by the Act shall be lodged with the Commission within six months after the end of each financial year.

5.5. Appointment of Auditor

- (a) At each Annual General Meeting, the Council shall appoint a qualified auditor to examine and report on the finances and accounts of IPAA SA.
- (b) The Auditor shall hold office until the next Annual General Meeting, and is eligible for re-appointment.

5.6. Inspection of Records

Subject to any privacy legislation, the inspection of records and other documents of IPAA SA, subject to reasonable notice, shall be open to inspection, free of charge, by any Member of IPAA SA at any reasonable hour.

5.7. Signatures

Any document which is of a legal or business nature requiring to be signed on behalf of IPAA SA, to which a commitment or contractual obligation attaches, shall be attested by two signatures of any of the following:

- (a) the Treasurer
- (b) the President;
- (c) the Public Officer;
- (d) the Executive Officer, or
- (e) any person nominated by the Council, whose signature is recorded on the authority of the President and Public Officer of IPAA SA.

5.8. Common Seal

- (a) The common seal of IPAA SA shall be kept in the custody of the Executive Officer.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Council. The affixing of the common seal shall be attested by the signatures of the Executive Officer and one other Member of the Council, or where the Executive Officer is unable to attest the affixing of the common seal, by two Members of the Council, as determined by the Council.

5.9 Winding Up

- (a) IPAA SA may be wound up in the manner provided for in the Act.

5.10 Application of Surplus Assets

- (a) If after the winding up of IPAA SA there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its Members.
- (b) Such organisation or organisations shall be identified and determined by a resolution of Members in a General Meeting.