



NETWORK of PROCUREMENT PROFESSIONALS

S O U T H A U S T R A L I A

THE SOUTH AUSTRALIAN LOCAL GOVERNMENT NETWORK OF PROCUREMENT PROFESSIONALS GROUP

1. NAME

The name of the Group shall be The South Australian Local Government Network of Procurement Professionals Group.

To be known as the Network of Procurement Professionals (NPP), referred to herein as “the Group”.

2. OBJECTIVES

The objectives of the Group are:

- 2.1 To unite in a common organisation, persons who have a professional interest in Local Government in South Australia, including but not limited to the following functions:
 - Procurement
 - Contract Management
 - Matters relating to the sourcing of goods, works & services
 - Logistics and supply chain
 - Supplier relationship management
 - Category management
 - Industry trends
 - Communication and liaison with other professional organisations and strategic bodies
- 2.2 To provide a forum for discussion of Procurement issues relevant to the local government industry.
- 2.3 To promote and facilitate the interchange of information to support continuous improvement in the areas of interest of the Group.
- 2.4 To promote procurement professionals and facilitate appropriate education/professional development for persons operating in the sphere of the Group's professional activities.
- 2.5 To provide a forum for discussion of best practice Procurement principles.
- 2.6 To provide leadership, representation and advocacy on behalf of its members in relation to key matters relevant to the Procurement function of Local Government.
- 2.7 Promote and advocate the significance of the Procurement discipline within Local Government as a satisfying and rewarding career path.

3. MEMBERSHIP

3.1 Membership

- 3.1.1 Membership is open to persons directly employed in South Australian Councils and the Local Government Association of SA who have a role, or professional interest in procurement.
- 3.1.2 Individuals/Organisations outside of Local Government may be invited to attend meetings either as presenters or participants where identified as appropriate by the Network.
- 3.1.3 A Member who is directly employed in the Local Government who has a professional interest in Procurement.
- 3.1.4 Life Member - a Member who has rendered such services to the Group in an exemplary or long standing manner or who has provided special knowledge and experience to the Group. The granting of Life Membership requires resolution of the Committee for presentation and endorsement by the membership at a General Meeting.
- 3.1.5 No membership fees will be applicable for membership to the Network.

3.2 Professional Conduct

A member must display high standards of integrity, objectivity and confidentiality and must not:

- Breach the constitution;
- Hold no vested interest, or use the membership or Group for political benefit or other, which may give rise to the integrity or intent of the Group as a Local Government industry body;
- Be guilty of dishonourable practice in any profession or undertaking;
- Be guilty of conduct which is derogatory to or not in the best interests of the Group;
- Fail to observe a proper standard of professional care, skill or competence.

4. MANAGEMENT

- 4.1 Management of the Group shall be vested in a Committee of not more than ten (10) who shall be elected at the Annual General Meeting:
 - 4.1.1 The Committee membership is to be comprised of representatives directly employed in Local Government.
 - 4.1.2 Membership is to be elected annually at the AGM, and shall comprise:
maximum of 6 representatives employed directly in a metropolitan Council
minimum of 3 representatives employed directly in a regional Council
1 representative of the Local Government Association
- 4.2 The Office Bearers of the Group shall be the President, Vice President, Secretary who shall be elected by the Committee at the first meeting following Members at the Annual General Meeting, to be convened within 30 days of the AGM.
- 4.3 The Office Bearers shall have at least twelve (12) months standing as a Member of the Group, with the exception of the inaugural year of establishment.
- 4.4 The Committee shall meet as often as may be required to conduct the business of the Group but not less than six (6) times in each calendar year.
- 4.5 The quorum of a Committee shall be half the number of current Committee Members plus one (1).
- 4.6 The President or any three (3) other Members of the Committee shall have power to call a meeting of the Committee. Notice of meetings shall be given at the previous Committee Meeting or by seven (7) days written notice distributed to all Committee Members, or in an emergency, by such other notice as shall be ratified by the Committee.
- 4.7 An Office Bearer or Member of the Committee shall cease to hold such Office upon:-

- 4.7.1 Resignation in writing
A Committee Member may resign from the Group by giving written notice to the Secretary of the Group.
- 4.7.2 Termination as a Committee member of the Group
The Committee may by resolution, terminate the membership of any Committee Member on the basis that the Committee is satisfied that the Member no longer meets the eligibility criteria.
- 4.7.3 Expulsion as a member of the Group.
 - a) Subject to giving a Committee Member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Group.
 - b) Particulars of the charge shall be communicated to the Committee Member at least one (1) calendar month before the meeting of the Committee at which the matter will be determined.
 - c) The determination of the Committee shall be communicated to the Committee Member, and in the event of an adverse determination the Member shall cease to be a Member fourteen (14) days after the Committee has communicated its determination to him or her.
 - d) The determination of the Committee shall be finding and binding.
- 4.7.4 Absence for three (3) successive Committee Meetings without explanation acceptable to the Committee.
 - a) Attendance is to comprise full and meaningful participation.
 - b) Arrangements for full attendance via phone link are considered acceptable attendance.
- 4.7.5 Becoming ineligible for membership.
- 4.7.6 Being convicted of an indictable offence.
- 4.7.7 Removal of such Office Bearer or Member of the Committee upon a resolution being passed by the members of the Group at a General Meeting removing such Office Bearer or Members of the Committee.
- 4.8 Vacancies unfilled or arising in the Office Bearers or other Committee Members may be filled by the Committee by co-opting Members for the unexpired period of the term, with consideration to the composition as required in 4.1.1 and 4.1.2.
- 4.9 The Committee may function validly notwithstanding any vacancies so long as its number is not reduced below the quorum of six (6).
- 4.10 The Committee shall have the power to appoint such officers and employees or establish such sub-committees as are required to carry out the objects of the Group and may delegate any of its powers to such officers, employees and sub-committees, provided that those officers, employees and sub-committees shall meet as they see fit or as directed by the Committee and shall report to the Committee on a regular basis.
- 4.11 The President, Vice President, and Secretary may meet to attend to urgent business, together with any other business delegated by the Committee and shall report to the subsequent Committee Meeting.
- 4.12 All Committee Members shall assume office on the day following the Annual General Meeting at which they were elected and hold office until the next occurring Annual General Meeting, at which time they will be eligible for re-election to the Committee.
- 4.13 When an Office Bearer or Member of the Committee may directly or indirectly benefit from a resolution or decision of the Committee then he/she must declare an interest in that item and remove himself/herself from the room where the Committee meeting is being convened for the duration of that item.

5. GENERAL MEETINGS

- 5.1 General Meetings shall include the Annual General Meeting and any Special meeting.
- 5.2 Written notice of not more than twenty eight (28) days nor less than seven (7) days, of all General Meetings shall be given to all Members. Such notice shall state the date, place and hour of the Meeting, and in the case of a Special General Meeting, the nature of the business to be conducted at the Meeting.
 - 5.2.1 The Committee will call the Annual General Meeting in accordance with the requirements of this clause.
 - 5.2.2 A Special General Meeting may be called by the President, and Two (2) Committee Members or by three (3) Members of the Group.
- 5.3 The accidental omission to give notice of a meeting to or the non receipt thereof by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 5.4 Members shall each be entitled to one (1) vote at any General Meeting.
- 5.5 A quorum at any General Meeting shall be six (6) persons.
- 5.6 If at any General Meeting there is no quorum within thirty (30) minutes of the time appointed for the meeting then a majority of Members present may decide to adjourn the Meeting to a future date.
- 5.7 The Annual General Meeting shall be held at least once in each calendar year.
- 5.8 The business of the Annual General Meeting shall be:
 - 5.8.1 To confirm the minutes of the previous Annual General Meeting and Special General Meetings if any. No discussion shall be permitted thereon except as to the accuracy of the minutes.
 - 5.8.2 To receive and adopt the Annual Report of the Group.
 - 5.8.3 To elect Committee Members of the Group for the ensuing year.
 - 5.8.4 To transact business of which at least seven (7) days prior notice has been given.

6. VOTING AT GENERAL MEETINGS

- 6.1 Any person meeting the criteria of 3.1 and subclauses and in attendance at the AGM shall be entitled to vote.
- 6.2 Proxy votes shall not be allowed.
- 6.3 Voting shall be by show of hands except that:-
 - 6.3.1 Any contested election at an Annual General Meeting or otherwise shall be conducted by secret ballot.
 - 6.3.2 The meeting may, by a show of hands require any other vote to be by poll or secret ballot.
- 6.4 At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - 6.4.1 by the Chairperson; or
 - 6.4.2 by at least three (3) Members present in person.
- 6.5 A declaration by the Chairperson that a resolution has been carried or lost and an entry to that effect in the Minutes is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 6.6 Demand for a poll may be withdrawn.

7. PRESIDENT

- 7.1 The President shall be Chairperson of all General Meetings and Committee Meetings, but if he/she shall not be present within five (5) minutes after the time appointed for the same, or shall be unwilling to act, the Vice President or Secretary shall be Chairperson of such meeting, and if no Vice President or Secretary shall be present within five (5) minutes after the time appointed for the Meeting or be unwilling to act, the Members present shall appoint one (1) of their number to be Chairperson.
- 7.2 The President together with the Secretary shall prepare the agenda for Committee and General Meetings.

8. VICE PRESIDENT

- 8.1 The Vice President shall assist the President and the Secretary and deputise for the President when the President is absent.
- 8.2 In the absence of the Secretary, the Vice President shall be appointed as Minute Secretary.
- 8.3 The Vice President shall assist the President to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Group.

9. SECRETARY

- 9.1 The Secretary shall assist the President and deputise for the Vice President when the Vice President is absent.
- 9.2 The Secretary shall call meetings in accordance with the provisions of the Constitution.
- 9.3 The Secretary shall cause records to be kept of the business of the Group, including the Constitution and Policies, records of Members, a register of minutes of meetings and of notices, a file of correspondence and records of submissions or reports made by or on behalf of the Group.
- 9.4 In the absence of the Secretary, the Vice President shall be appointed as Minute Secretary.
- 9.5 In the absence of both the Secretary and Vice President, another Member shall be appointed by the Committee Members as Minute Secretary.

10. ELECTIONS AND DUTIES OF CHAIRPERSON

- 10.1 Voting - The Chairperson at any meeting shall have a casting as well as a deliberative vote.
- 10.2 Balanced Participation - The Chairperson shall encourage full balanced participation in meetings by all Members and shall decide on matters of order.
- 10.3 Dissent - In the event of a motion of dissent being moved and seconded, the Chairperson shall vacate his/her position in favour of an alternative Chairperson for the duration of that item. The Chairperson may then speak in support of the ruling.

11. RULES

The Group may make, alter or repeal such Rules as may be deemed necessary for the conduct and management of the affairs of the Group.

12. AMENDMENT OF CONSTITUTION AND RULES

- 12.1 This Constitution may be repealed, altered or amended by resolution of three-quarters of Members present and voting at a General Meeting. Not less than seven (7) days written notice

including a copy of the proposed repeal, alteration or amendment must be given to all Members at the address listed in the books of the Group.

- 12.2 A General Meeting may make, repeal, alter or amend Rules for the proper administration of meetings or business of the Group provided that not less than seven (7) days written notice, including notice of any proposed new Rules, or the repeal, alteration or amendment of any such Rules has been distributed to all Members.

13. DISSOLUTION OF THE GROUP

- 13.1 The Group may be dissolved in following a special resolution by approval of not less than three quarters of Members present and voting at a General Meeting called for that purpose of which not less than twenty one (21) days written notice specifying the intention to propose the resolution as a special resolution including notice of the proposed dissolution has been given to all Members.

14. NOTICES

A Notice may be given by the Group to any Member by sending it by post to an address advised in writing, as being for the purpose of providing Notices or by email. Where Notice is sent by post, service of the Notice shall be deemed to be effected by properly by addressing, prepaying and posting a letter. Wherever possible, Notices in respect of formal Group gatherings, events, and general meetings shall be published via appropriate electronic medium, including industry newsletters.

Schedule of Amendments

DATE	SUMMARY	CHANGE
<p>21 November 2014 Constitution adopted at the inaugural Annual General Meeting Brighton SA</p>	<p>Inaugural Constitution Adopted</p>	
<p>13 November 2015 Amendments carried at the Annual General Meeting of the NPP, held at LGA Frome Street, Adelaide</p>	<p>Amendments to clauses: Clause 4.2 Clause 4.12 Clause 5.8.3</p>	<p><i>Amendment proposed to Clause 4.2: The Office Bearers of the Group shall be the President, Vice President, Secretary who shall be elected by the Committee at the first meeting following the Annual General Meeting, to be convened within 30 days of the AGM. [Change of the Executive being appointed at the first meeting, not the AGM]</i></p> <p><i>Amendment proposed to Clause 4.12: All Committee Members shall assume office on the day following the Annual General Meeting at which they were elected and hold office until the next occurring Annual General Meeting, at which time they will be eligible for re-election to the Committee. [Removal of the Executive from clause, all Committee appointed for 12 months]</i></p> <p><i>Amendment proposed to Clause 5.8.3: To elect Committee Members of the Group for the ensuing year. [Removal of the requirement for the Executive being appointed at the AGM]</i></p>