



Infor Public Sector User Forum

Constitution

(Updated 11 September 2019)

Infor Public Sector Forum Incorporated Constitution

1. Name

- 1.1 The name of the group shall be 'Infor Public Sector User Forum Incorporated', hereinafter referred to as The Forum.

2. Objectives

- 2.1 To provide for the mutual exchange of ideas, interests and experience for users of the Infor Public Sector products.
- 2.2 To promote the standardisation of the principles of the Infor Public Sector products.
- 2.3 To assist, advice, research and recommend on improvements and enhancements to the Infor Public Sector products.
- 2.4 To liaise and assist other relevant user groups.
- 2.5 To promote the standardisation of the common interests in order that costs may be spread over all users.

3. Powers

- 3.1 The powers conferred by Section 25 of the Associations Incorporation Act 1985, South Australia (“the Act”) to the extent that such powers are not excluded or modified by implication by the provision of this clause.
- 3.2 The Forum shall be entitled to hold real or personal property, open and operate bank accounts, invest in any manner determined by the Executive Committee, borrow money upon terms and conditions approved by the Forum in a general meeting provided that the borrowing is solely for the purposes of the Forum in carrying its objectives, and enter into any necessary or desirable contract, including a contract of employment.
- 3.3 The Forum shall subject to Section 53 of the Act invite and accept deposits of money from any person on such terms and conditions as may be determined by the Executive Committee from time to time.
- 3.4 The Forum is able to pay all expenses and outgoings incidental to the Forum’s objectives.
- 3.5 The Forum shall have the power to improve, repair and maintain and insure against loss or damage of the Forum’s property and to pay all outgoings properly payable in respect of the Forum’s property.
- 3.6 The Forum shall do all things necessary or considered desirable for the purposes of implementing the Forum’s objectives.

4. Membership

- 4.1 Membership of The Forum shall be open to any organisation or group which has installed or contracted to install or uses bureau facilities utilising any portion of the Infor Public Sector products, but which are not suppliers of goods or services that supplement or compliment the relevant Infor products.
- 4.2 Membership shall become effective when accepted by the Executive Committee and the requisite membership fee has been paid.
- 4.3 Ex-Officio membership shall be granted to Infor.
- 4.4 Associate Membership, of non voting status, shall be offered to any interested organisation or any other body who does not qualify for membership, subject to approval of The Forum by a simple majority vote of full members present and entitled to vote.

- 4.5 Membership may be terminated as follows:
 - 4.5.1 Any member may withdraw from The Forum at any time by giving two months notice in writing of their intention.
 - 4.5.2 Any membership may be terminated by a two-thirds majority vote of all members eligible to vote.
 - 4.5.3 Membership will be terminated when a member remains unfinancial in excess of a twelve (12) month period in which membership fees are due and payable.
 - 4.5.4 Membership will be terminated when a member ceases to qualify for membership under clause 4.1.
- 4.6 A Membership list will be maintained showing the name and address of each member.

5. General Meetings

- 5.1 General Meetings shall include the Annual General Meeting and any Special General Meeting.
- 5.2 Meetings of The Forum shall be held at least once per year or at such other times as agreed by majority of members. The Annual General Meeting shall be held no later than fifteen (15) months after the preceeding Annual General Meeting.
- 5.3 Notice of such meetings shall be forwarded to all members with a minimum of seven (7) days and no more than twenty eight (28) days notice of the intention to hold a meeting. 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.
- 5.4 Minutes of all meetings shall be forwarded to all members and associates of The Forum within one month of such meeting.
- 5.5 Members may submit items to be considered at meetings by giving notice to the Secretary of The Forum.
- 5.6 Members may be represented by more than one delegate to any meeting.
- 5.7 Procedures of meetings shall be held in accordance with common business procedures.
- 5.8 The Chairperson may call a meeting of the office bearers prior to each meeting of members for the purpose of determining items for the agenda.
- 5.9 Special Interest Groups for individuals or groups of applications can be convened as necessary.

6. Voting

- 6.1 Each financial member organisation shall nominate a delegate to vote on all matters voted upon at meetings and shall be by show of hands unless a secret ballot is deemed appropriate by the Chairperson of The Forum.
- 6.2 Ex-Officio and Associate members may take part in any discussion but shall not be entitled to vote at any meeting of The Forum.
- 6.3 Proxy votes may be cast by members by notification in writing or electronic means to the Chairperson of The Forum.
- 6.4 The Chairperson of the meetings shall have a deliberate member vote only and in the event of equal votes may have a casting vote.
- 6.5 A quorum for a meeting shall be one more than 50% of financial members (rounded up).

- 6.6 Changes to the constitution shall require a two - thirds majority of financial members eligible to vote.
- 6.7 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.

7. Election of Officers

7.1 Financial members shall elect the following office bearers to the Executive Committee among its full members.

1. Chairperson
2. Deputy Chairperson
3. Secretary
4. Treasurer
5. ANZ Pathway Special Interest Group (SIG) Coordinator
6. Australian IPS Special Interest Group (SIG) Coordinator
7. New Zealand IPS Special Interest Group (SIG) Coordinator

7.2 Financial members shall elect Pathway Special Interest Group (SIG) Coordinators to the following SIGs amongst its full members.

1. New South Wales SIG
2. New Zealand SIG
3. Queensland SIG
4. South Australia / Western Australia SIG
5. Victoria / Tasmania SIG

7.3 Such other office bearers shall be appointed from time to time by the Executive Committee as deemed necessary for the suitable functioning of The Forum.

7.4 Terms of Officers

7.4.1 All Officers of The Forum shall be elected for the term of twelve (12) months whereupon they will retire and may offer themselves for re-election, however no Officer may serve more than four (4) consecutive terms in the office to which she/he has been elected.

7.4.2 Nothing shall prevent an Officer from being elected to a position on The Forum that is different to the Officer's current position for a period no longer than four (4) consecutive terms.

7.4.3 A financial member can be elected to any position on The Forum that she /he has previously occupied for four (4) consecutive terms, provided that a period of twelve (12) months has elapsed since that person resigned or left office.

7.5 All Officers shall be elected by open ballot to be conducted at the Annual General Meeting.

7.6 The office of an Executive Committee member becomes vacant on advising the Chairperson or the Deputy Chairperson or the Secretary in writing of the member's intention to resign from the office.

7.7 Casual vacancies can be filled by the remaining office bearers until the next meeting of The Forum.

8. Finance

- 8.1 Membership fees recommended by the Executive Committee to be ratified by simple majority of financial members present at the Annual General Meeting. Such membership fees shall become binding to all members of The Forum.
- 8.2 Fees collected shall be used to enhance the development of the objectives of The Forum.
- 8.3 The financial year shall be from 1 July to 30 June.
- 8.4 Membership fees shall become due and payable by 31 August
- 8.5 All monies received shall be banked in an interest bearing account and records kept in accordance with accepted accounting standards.
- 8.6 Any members voluntarily withdrawing from The Forum shall not be entitled to a refund of the membership fees.
- 8.7 New members joining on or after 1 January in any financial year shall only be required to pay half the annual membership fee for that year. New members joining before 1 January in any financial year shall be required to pay the full membership fee for that year.

9. Accounts

- 9.1 Accounts shall be prepared at the conclusion of each year ended 30 June, in an accepted format in accordance with accepted accounting standards.
- 9.2 Financial accounts and statements shall be submitted to an appointed Auditor who shall verify the accuracy of the financial statement and affix a report thereto.
- 9.3 The audited financial statement shall be presented to The Forum for adoption at the first meeting in each calendar year.
- 9.4 An auditor shall be appointed annually by the Executive Committee.

10. Minutes of Meetings

- 10.1 The secretary shall be responsible for the calling of all meetings, recording, safe keeping and distribution of all minutes of meetings of The Forum.

11. Dissolution

- 11.1 The Forum may be dissolved by not less than three quarters majority of financial members voting in person or by proxy at the Annual General Meeting or a Special General Meeting that The Forum be dissolved.
- 11.2 Any proposed dissolution of The Forum shall be in the hands of the secretary no later than eight (8) weeks prior to the date of the Annual General Meeting or a Special General meeting to enable circulation to financial members.
- 11.3 An Annual General Meeting or a Special General Meeting may dissolve The Forum provided that not less than twenty one (21) day notice of any such proposal has been distributed to all financial members.
- 11.4 Any surplus funds of The Forum existing at the time of dissolution shall be refunded to the existing financial members in the same proportion as the last annual contributions payable by those financial members.

12. Amendment of Rules Constitution and Rules

- 12.1 This Constitution may be repealed, altered or amended by resolution of two-thirds of financial members present and voting at the Annual General Meeting or a Special General Meeting.
- 12.2 Any proposed changes to the Constitution shall be in the hands of the secretary no later than eight (8) weeks prior to the date of the Annual General meeting to enable circulation to financial members.
- 12.3 A General Meeting or a Special General Meeting may make, repeal, alter or amend the rules for the proper administration of meetings or business of the Forum provided that not less than seven (7) day notice of any proposed new rules, or the appeal, alteration or amendment of any such rules, or the appeal, alteration or amendment of any such rules has been distributed to all members.

13. Notices

- 13.1 A Notice may be given by the Forum to any Member by sending it by post, fax, and email to the registered addresses of the Member. Where Notice is sent by post, service of the Notice shall be deemed to be effected by properly addressing, prepaying and posting a letter.

14. Common Seal

- 14.1 The common seal of the Forum must not be affixed to a document except to give effect to a resolution of the Forum.
- 14.2 The affixation of the common seal must be attested by the Chairperson or Deputy Chairperson of the Forum and one (1) Committee Member authorised by the Executive Committee.
- 14.3 An apparently genuine document purporting to bear the common seal of the Forum and the signatures of the Chairperson or the Deputy Chairperson of the Forum and an authorized Committee Member attesting the affixation of the seal will, in the absence of proof to the contrary, be taken to have been duly executed by the Forum.

15. Indemnity

- 15.1 Persons who by authority accept or incur any pecuniary liability on behalf of the Forum shall be held indemnified against any personal loss in respect of such liability unless the liability arises out of any negligence, breach of duty or breach of trust of which such member or officer may be guilty in relation to the Forum.
- 15.2 Where a person seeks to rely on the indemnity contained in this clause that person shall:
- 15.2.1 Immediately notify the Forum of any claim which gives rise or could give rise to a liability of the Forum to that person;
 - 15.2.2 Permit the Forum to conduct any negotiations and legal proceeding in respect of a claim in the name of the person and to have the sole arrangement and control of such negotiations or proceedings and to settle or compromise a claim or make any admission or payment in relation thereto;
 - 15.2.3 Not make any admission without the prior written consent of the Forum;
 - 15.2.4 Promptly render all reasonable assurance and co-operation as requested by the Forum.