

CONSTITUTION

Business Victor Harbor Incorporated

BUSINESS VICTOR HARBOR INCORPORATED
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1. NAME

The name of the Association shall be BUSINESS VICTOR HARBOR (hereinafter referred to as "the Association").

2. INTERPRETATION

In this Constitution unless the contrary intention appears:

"Commission" means the Corporate Affairs Commission;

"Board" means the Board of Management of the Association;

"Member" means a financial member of the Association;

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

"the Regulations" means the Associations Regulations 1985 (as amended).

3. OBJECTS

(a) To foster the continuing development of the economic & social resources of Victor Harbor and surrounding districts and the improvement of their facilities for the benefit of both businesses and residents and the enjoyment of visitors.

(b) To promote and develop business and commerce for the prosperity of Victor Harbor and surrounding districts and the employment of residents.

(c) To foster civic pride in Victor Harbor and its surrounding districts as befitting their natural beauty and resources.

(d) To promote consultation, co-operation and coordination among members and kindred bodies to achieve the Objects of the Association.

(e) To initiate publicity, activities, raising of funds and all things whatsoever designed to achieve the Objects of the Association and to give Victor Harbor and its surrounding districts, State and National prominence.

(f) To encourage the patronage of local business by residents of, and visitors to Victor Harbor and its surrounding districts

(g) To initiate implement and fund planning and research to assist in accomplishing the Objects of the Association wherever possible.

(h) To do all things which the Association and/or the Board may think necessary or desirable for promoting the Objects of the Association.

4. POWERS

(a) To do all such things as are incidental or conducive to the attainment of the Objects of the Association.

(b) Without limiting the generality of the foregoing the Association shall have all the powers conferred by the Act.

5. MEMBERSHIP

(a) Membership of the Association shall be divided into the following

FULL MEMBERSHIP

Full Members eligibility shall be limited to current operating businesses with an active Australian Business Number (ABN) and this class confers full voting rights at Annual and Special General Meetings.

ASSOCIATE MEMBERSHIP

Associate Membership eligibility shall include former business owners and others as determined by the Board and this category has no voting rights at Annual General Meeting or Special General Meetings.

Only one representative of any Full Member business or organisation, eligible to vote (nominated by the Owner or CEO of that business or organisation) , shall have voting rights at any formal meeting.

- (b) Any applicant who applies for Membership of the Association shall be proposed by one Financial Member and seconded by another Financial Member. The application for Membership shall be made in writing, signed by the Applicant and the Proposer and Secunder, and such be in such form as the Board may prescribe from time to time. Upon acceptance of the application by the Board and upon payment of the subscription (Annual or pro rata if in between annual membership billing periods), the Applicant shall become a member in the Membership category applied for of the Association.
- (c) A member may resign from membership of the Association by giving written notice thereof to the Administrator or Public Officer of the Association.
- (d) Upon any member ceasing to be a member of the Association for any reason whatsoever, the member shall not be entitled to the return of his or her membership subscription or any portion thereof, and shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Association PROVIDED, that the Board may at its discretion accept a resignation tendered prior to the 1st February in any year, and release that member from his obligation to pay that year's subscription.
- (e) Expulsion of a Member:
 - (i) Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member upon a grounds or grounds of misconduct detrimental, discreditable or injurious to the character or interests of the Association;
 - (ii) Particulars of the ground or grounds shall be communicated to the member at least one calendar month before the meeting of the Board at which the matter will be determined;
 - (iii) The determination of the Board shall be communicated to the member, and in the event of an adverse determination the member shall subject to sub-rule (iv), cease to be a member 14 days after the Board has communicated its determination to him;
 - (iv) It shall be open to a member to appeal to the Association in General Meeting against the expulsion. The intention to appeal shall be communicated to the Administrator or Public Officer of the Association within 14 days after the determination of the Board has been communicated to the member;
 - (v) In the event of an appeal under sub-rule (iv), the appellant's membership of the Association shall not be terminated unless the determination of the Board to expel the member is upheld by the members of the Association in General Meeting, after the appellant has been heard, and in such event, membership will be terminated at the date of the General Meeting at which the determination of the Board is upheld.

6. BOARD

- (a) The affairs and business of the Association and all its funds and property shall be under the management and control of the Board.
- (b) The Board 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.

- (c) The Board shall have the power to appoint such officers and employees as are required to carry out the objects of the Association, including a Public Officer required by the Act, and may delegate any of its powers to such officers and employees.
- (d) The Board shall be comprised of the Chairperson, Deputy Chairperson, Administrator, Treasurer and eight other members, all of whom shall be natural persons, and subject to sub-rule (e) herein, shall be elected for a period of two (2) years.
- (e) The Board **Executive** shall consist of the Chairperson, and such Board members nominated by the full Board at the first general meeting after the Annual General Meeting. The purpose of the Executive is to be able to make decisions as may need to be made in between full Board meetings that cannot be held up until the next available Board Meeting.
- (f) All members of the Board including the Administrator (unless the Administrator is a paid employee/contractor) must be financial members of the Association”
- (g) The Committee elected at the 2016 Annual General Meeting, upon acceptance of this revised Constitution, shall continue until the election of Board Members at the 2017 Annual General meeting where all positions shall be declared vacant. This revised Constitution shall take effect from the moment all positions are declared vacant.
- (h) The election of Board Members at the 2017 Annual General Meeting (not withstanding 6. (d) of this Constitution) shall be as follows:
 - 1. The Chairperson shall be elected for a period of 2 years
 - 2. The Deputy Chairperson shall be elected for a period of 1 Year
 - 3. The Administrator shall be elected for a period of 2 years
 - 4. The Treasurer shall be elected for a period of 1 year
 - 5. Qty 4 Board members shall be elected for a period of 2 years
 - 6. Qty 4 Board members shall be elected for a period of 1 year.
- (i) Should any vacancy occur in the Board or office-bearers of the Association, other than in the normal course of elections, the Board shall fill such vacancy from the financial members of the Association and such member duly elected shall hold office for the unexpired portion of his or her predecessors’ term.
- (j) Any Board member whose term is expiring shall be eligible to stand for re-election provided they have a nominator and a second from other financial members of the Association, but no other financial member of the Association shall be eligible to stand for election unless a member of the Association has nominated him or her on the appropriate nomination form at least seven days before the meeting by delivering via electronic or physical means, the nomination of that person to the Administrator of the Association or the Chairperson or their nominee.
- (k) If there is more than one nomination for the positions of Chairperson, Deputy Chairperson, Treasurer and Administrator (if that position is not a paid position), and those nominated are prepared to stand, a secret ballot shall be conducted by a stand in Chairperson if the Chairperson’s position is up for re-election. The nomination shall be signed by the nominator and a seconder (both must be Financial Full Members) and also by the nominee to signify a willingness to stand for election.
- (l) If more nominations are received for the vacant Board member positions than the number of positions up for election, then a secret ballot shall be held.

- (m) Notice of all persons seeking election to the Board shall be given to all members of the Association with the notice calling the meeting at which the election is to take place.
- (n) If only the required numbers of persons are nominated to fill existing vacancies, the Administrator shall report accordingly to the Annual General Meeting, and the Chairperson shall declare such persons duly elected as Board members.
- (o) If less than the required numbers of persons are nominated to fill existing vacancies, nominations may be called from the floor at the Board meeting.
- (p) The office of Board members shall become vacant if a Board member is:
 - (i) disqualified by the Act;
 - (ii) expelled under these Rules;
 - (iii) permanently incapacitated by ill health;
 - (iv) absent without apology from more than three consecutive Board meetings, or more than five Board meetings in a financial year.
 - (v) The Board shall meet as often as may be required (currently monthly) to conduct the business and affairs of the Association, and in any event not less than twice per quarter.
 - (vi) The Chairperson of the Association shall take the Chair at all Board Meetings and in his or her absence the Deputy Chairperson. Should the Deputy Chairperson not be present, the Board shall elect one of its members to take the Chair.
- (p) Questions arising at any Board meeting 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;
- (q) A quorum for a general meeting of the Board shall be 50% plus one Board members present in person.
- (r) A quorum of the Executive for a meeting of the Executive shall be 3 Executive members present at the meeting. (Telephone conference meetings can be used for Executive meetings)
- (s) A member of the Board having a pecuniary interest in a Contract with the Association must disclose that interest to the Board as required by the Act, and shall not vote with respect to that Contract. (At the Boards discretion, such member or members may be asked to vacate the meeting whilst the issue with which they have a pecuniary interest is discussed)

The members of the Board shall have the following powers and duties:

(i) Chairperson

The Chairperson shall preside as Chairperson at all meetings of the Association and the Board which he or she attends and provide advice and assistance to the Administrator and the Treasurer.

(ii) Deputy Chairperson

The Deputy Chairperson shall in the absence of the Chairperson exercise and discharge the responsibilities of the Chairperson.

(iii) Administrator

The Administrator shall:

- (a) Keep a Register of Members including, full Names and Addresses;
- (b) Record minutes of all Annual General, Board, Executive and Special General meetings;

- (c) Notify members of all Annual General and Special General meetings of the Association;
- (d) Conduct and keep a record of all correspondence on behalf of the Association;
- (iv) Treasurer
The Treasurer shall:
 - (a) Pay all moneys received on behalf of the Association into the Association's bank account as soon as practicable after receiving the same;
 - (b) Make all payments on behalf of the Association;
 - (c) Maintain books of account on behalf of the Association and produce current financial reports to each Annual General Meeting and Board Meeting and at other times as directed by the Board;
 - (d) Maintain records of all other property of the Association.
- (v) Board Members
All members of the Board shall:
 - (a) Endeavour to attend and participate in all Board meetings and other meetings of the Association (and in any event, comply with the minimum attendance requirements in Rule 6(o) (iv)).
 - (b) Assist generally in the administration of the Association and the achievement of its objects.

7. BY-LAWS

Notwithstanding the provisions of these Rules the Board shall have the power to make, amend or repeal By-laws not inconsistent with these Rules for the management of the Association and in furtherance of its aims and objectives.

8. MEETINGS

- (a) The Board may call a Special General Meeting of the Association at any time, and shall call an Annual General Meeting in accordance with the Act.
- (b) The first Annual General Meeting shall be held within eighteen (18) months after the incorporation of the Association, and thereafter within three (3) months after the end of its financial year.
- (c) Upon a requisition in writing of not less than twenty per centum (20%), of the total number of members of the Association, the Board shall within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- (d) Every requisition for a Special General Meeting shall be signed by the members making the same and shall state the purpose of the meeting.
- (e) If a Special General Meeting is not convened within one month as required by sub-rule (c) herein, the requisitionists may convene a Special General Meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Board, and for this purpose the Board shall ensure that the requisitionists are supplied free of charge full 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.
- (f) Subject to sub-rule (g), at least fourteen days' notice of any Special 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 conducted at the meeting. In the case of an Annual General Meeting, the order of business shall be the consideration of the accounts and reports of the Board and the auditors, the appointment of auditors, office-bearers and Board members (if

required), and any other business requiring consideration by the Association at the Annual General Meeting.

- (g) Notice of a meeting at which a Special Resolution is to be proposed, shall be given at least 21 days prior to the date of the meeting.
- (h) A Notice may be given by the Association to any member by serving the member with the Notice personally, or by sending it by post to the address appearing in the Register of Members.
- (i) Where a Notice is sent by post, service of the Notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail.

9. PROCEEDINGS AT ANNUAL GENERAL (AGM) and SPECIAL GENERAL MEETINGS (SGM)

- (a) Twenty per centum (20%) of eligible voting Members (including proxies) of the Association present personally at the AGM or SGM shall constitute a quorum at any AGM and SGM.
- (b) A quorum at a Board Meeting shall be half of the Board Members plus one.
- (c) If within thirty 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 and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the members present shall form a quorum.
- (d) If the Chairperson or Deputy Chairperson is not present within fifteen minutes after the time appointed for holding the Board Meeting, the members present may choose one of their number to be the Chairperson.
- (e) At any Board Meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the Chairperson of the meeting that a resolution has been carried or lost, shall, unless a poll is demanded, be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- (f) Only members present in person together with proxies held by the member's present shall be entitled to vote.
- (g) Each voting member present in person shall be entitled to one vote plus those votes of proxies held by the member, except that in the case of an equality of votes, the Chairperson shall have a deliberative and casting vote.
- (h) Every resolution passed at any meeting shall be binding on all members whether present or not.

10. ALTERATIONS OF RULES

- (a) These rules may be altered, varied, added to, substituted or repealed at an Annual General Meeting provided that not less than two-thirds of the members present (including proxies held) and voting at such Annual General Meeting are in favour of such alteration, variation, addition, substitution or repeal.
- (b) Such alteration, variation, addition, substitution or repeal shall be registered with Commission as required by the Act.
- (c) The rules of the Association shall bind the Association and every member to the same extent as if they had respectively signed and sealed the same and agreed to be bound by all of the provisions thereof.

11. FINANCE

- (a) The financial year of the Association shall be for a period of twelve months ending on 30 June in each year.
- (b) All moneys of the Association shall be paid into an account or accounts in the name of the Association at such bank or banks as the Board may from time to time direct.
- (c) No moneys shall be drawn from an Association account save by cheque signed by the bank signatories authorised by the Board. No cheque shall be signed or money withdrawn unless such withdrawal has been approved by the Board, or in the case of urgency, by the Chairperson and the Administrator.
- (d) In regard to electronic banking transactions, a signed payment requisition must be completed and authorised by the bank signatories authorised by the Board and such payments must be approved by the Board or made within the delegated authority rules approved by the Board.

12. INCOME AND PROPERTY

The income and property of the Association wheresoever derived shall be applied solely towards the promotion of the objects and purposes of the Association as set forth in this Constitution. No portion of the income and property shall be paid or transferred directly or indirectly by way of a dividend or bonus, or otherwise howsoever by way of forfeit to a person, or persons who at any time are, or have been members of the Association, or as a member of a constituted affiliated member organisation, or to any of them, or any person claiming through any of them.

Nothing herein shall prevent the payment in good faith of a remuneration to any servants of the Association, or to any members thereof, or to any other person or persons, in return for any services actually rendered to the Association, nor prevent the payment of interest at such rate as may be determined by the Board on money borrowed for any of the purposes of the Association, or reasonable and proper rent on premises demised, let or leased to the Association.

13. BORROWING POWERS

- (a) Subject to this Rule, the Association may borrow money from banks or other financial institutions upon such terms and conditions as the Board sees fit, and may secure the repayment thereof by charging the property of the Association.
- (b) Subject to Section 53 of the Act, the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Board from time to time.

14. SUBSCRIPTIONS

- (a) The subscription fees for each class of membership shall be such sum as the Board shall determine from time to time in Board Meeting.
- (b) The subscription fees of each class of membership shall be payable annually on 1 July, or at such other time as the Board shall determine from time to time.
- (c) Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Association, provided always that the Board may reinstate such a person's membership on such terms as it thinks fit.

15. MINUTES

- (a) Minutes of all proceedings of all Annual General Meetings and Special General Meetings of the Association and of meetings of the Board, shall be entered within one week after the relevant meeting in Minute Register kept for the purpose.
- (b) The Minutes kept pursuant to this Rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting once the minutes have been approved by the Board.
- (c) 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.

16. ACCOUNTS

The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

17. WINDING UP

The Association may be wound up in the manner provided for in the Act.

18. APPLICATION OF SURPLUS ASSETS

In the event of the winding up of the Association, the surplus assets (as defined in the Act), shall be applied to such other Associations, or institutions, having objects similar wholly, or in part, to the objects of the Association, as the Association in Special General Meeting may decide.