

# North West Business Alliance CONSTITUTION

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## **1.0 NAME:**

The name of the Association is North West Business Alliance (Inc.) hereinafter referred to as the “Association”.

**2.0 OBJECTS:** We are a neutral, not for profit organisation, free from religious, political and personal agendas, that is dedicated to working with local business members and organisations as well as key stakeholders from all levels of Government.

The objects of the Association are

- 2.1 To become a membership based organisation and act as the collective “voice” of our membership
- 2.2 To consult with our members and encourage them to actively promote their own businesses in events and on a day to day basis
- 2.3 To form “clusters” of like minded businesses.
- 2.4 To assist members enhance their business opportunities
- 2.5 To promote members’ businesses through a register
- 2.6 To inform local businesses of events and opportunities through newsletters, radio and social media
- 2.7 To assist member businesses to access government funding
- 2.8 To attract new businesses into the area
- 2.9 To encourage the creation of local jobs and thereby reduce the unemployment rate in our catchment area
- 2.10 Conduct or be involved in such fund raising and other initiatives as may be considered necessary or desirable for the advancement of the Objectives

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2.11 To liaise with Local, State and Federal Authorities on matters of interest or concern, and related to any member's business activities.

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## 3.0 Definitions

- 'Act' means the Associations Incorporations Act 1985 (SA)
- 'Administration Officer' means the administration officer of the Association for the time being.
- 'Annual General Meeting' means an annual general meeting of Members of the Association convened in accordance with this Constitution
- 'Association' means North West Business Alliance
- 'Board' means the board of management of the Association
- 'Board Member' means a Member of the Board
- 'Chairperson' means the Chairperson of the Association for the time being
- 'clause' means a clause of this Constitution
- 'Constitution' means this Constitution
- 'Enterprise' means any business, non -for- profit organization or government organization which satisfies the eligibility criteria in clause
- 'Finance Officer' means the finance officer of the Association for the time being
- 'General Meeting' means a general meeting of Members of the Association convened in accordance with this Constitution
- 'Meeting' means either a General Meeting or a Special General Meeting
- 'Member' means and Enterprise member of the Association and 'Membership' has a corresponding meaning
- 'Month' shall mean a calendar month
- 'Objectives' means the objectives described in clause 4
- 'Officer' means the Chairperson, Secretary or Treasurer (together or individually, as the context requires),
- 'Promoters' means the original founding members of the North West Business Alliance group described in the preamble of this Constitution
- 'Public Officer; means the Public Officer Of the Association as appointed by the Board
- 'Register' means the register of current and former Members
- 'Secretary' means an Officer of the Association;
- 'Special General Meeting' means a special general meeting of Members of the Association convened in accordance with the Constitution in the Act
- 'Special Resolution' means a special resolution defined
- 'Casual Member' means a Board Member appointed by the Board to fill a casual vacancy.

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- 'Expert Board Member' means a Board Member appointed by the Board, who brings a specific set of skills required by the Board for a period of time. Not an 'Ordinary Board Member'
- 'Subscription Fee' means the fee payable by a Member to be a Member of the Association
- 'Treasurer' means the Treasurer of the Association for the time being

## 4.0 OBJECTIVES OF THE ASSOCIATION

### The objectives of the Association are:

- Bringing local business together to showcase success, share information and support each other
- Offer advice on economic and community issues of importance and advocating for North West Business Alliance
- Improving regional industry development and business performance for its Members for the benefit of the North West Adelaide region
- Building the region's global competitiveness by promoting innovation, encouraging cooperation between businesses, industries, government and universities
- Stimulate leadership development and promoting best practice
- Conduct or be involved in such fund raising and other initiatives as may be considered necessary or desirable for the advancement of the Objectives

## 5.0 ATTAINING OBJECTS

The Association shall be empowered to do all things necessary which are incidental to and necessary for the attainment of the objects of the Association.

## 6.0 PROPERTY OF THE ASSOCIATION

The Association must apply all property and income of the association towards the promotion of the objects or purposes of the association and no part of that property or income to be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects or purposes.

## 7.0 POWERS OF THE ASSOCIATION: (as conferred by Section 13 of the Act).

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- 7.1 To acquire, hold, deal with, and dispose of any real or personal property;
- 7.2 To open and operate bank accounts;
- 7.3 To invest its money –
  - (i) in any security in which trust moneys may be invested; or
  - (ii) in any other manner authorised by the rules of the Association;
- 7.4 To appoint agents to undertake specific tasks at the direction of the Board;
- 7.5 To build construct erect maintain alter and repair any premises building or other structure of any kind and to furnish equip and improve the same for use by the Association;
- 7.6 Accept donations and gifts in accordance with the objects of the Association;
- 7.7 Print and publish any information by any media including newsletters, newspapers, articles or leaflets for promotion of the Association;
- 7.8 Provide gifts and prizes in accordance with the objects of the Association;
- 7.9 Organise social events for Members and the promotion of the Association; and
- 7.10 To enter into any other contract the Association considers necessary or desirable
- 7.11 Conduct or be involved in such fund raising and other initiatives as may be considered necessary or desirable for the advancement of the Objectives

## **8.0 MEMBERSHIP:**

- 8.1 Membership shall be open to any person, Business, Incorporated Associations, Not for Profit Organisations and Affiliated Associations, within the Council areas of City of Salisbury, City of Playford and City of Port Adelaide Enfield who wish to further the interests of the Association.
- 8.2 Any person seeking membership shall make application to the Management Committee, and the Management Committee shall determine whether the application is successful or not.
- 8.3 Each person admitted to membership shall be;
  - 8.3.1 Bound by the Constitution and By-laws of the Association.
  - 8.3.2 Come liable for such fees and subscriptions as may be fixed by the Association.
  - 8.3.3 Entitled to all advantages and privileges of membership.

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- 8.4 Membership Categories:
  - 8.4.1 ORDINARY MEMBER  
Any person who is a financial member of the Association is entitled to hold any office and enjoy the privileges of the Association.
  - 8.4.2 CASUAL MEMBER  
A Casual Member appointed by the Board to fill a casual vacancy. Casual Members can fill a position until the next AGM at which stage their position will be up for nomination.
  - 8.4.3 EXPERT BOARD MEMBER  
The Board may recruit up to 2 additional Board Members, above the number of Ordinary Members, who can be brought onto the Board for a maximum period of 12 months. Expert Members will be people who bring specific skill sets required by the Board.
  - 8.4.4 LIFE MEMBERSHIP  
The Management Committee as a Life Member may elect any member who has given outstanding service to the Association. Any member may nominate a person to the Management Committee for consideration for Life Membership.
  - 8.4.5 PATRON  
The Association may, at its discretion, elect a patron/s or vice patron/s of the Association for such period as may be deemed necessary. Such patron/s or vice patron/s shall not be eligible to vote unless they are current members of the Association under another category of membership.
  - 8.4.6 AFFILIATED ASSOCIATIONS CLUB'S OR TEAMS  
A club or team desirous of becoming an affiliated club or team must take application in accordance with the by-laws of the Association. Such application must be lodged with the Association Secretary on or before a date as determined by the Management Committee of the Association. Each affiliated club or team shall appoint or elect a delegate as his or her representative to meetings of the Management Committee.
- 8.5 The Management Committee shall appoint a member of the Management Committee to maintain an up to date register of members of the Association.

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8.6 A member may at any reasonable time inspect the records and documents of the Association.

## **9.0 MANAGEMENT COMMITTEE**

- N.B (1) Sometimes called Executive Committee.  
(2) Committee persons are sometimes referred to as Office Bearers.  
(3) The main Office Bearers are often referred to as The Executive.
- 9.1 Management of the Association shall be vested in the Management Committee elected by the members at the Annual General Meeting and consisting of;
- 9.1.1 President
  - 9.1.2 Vice President
  - 9.1.3 Secretary
  - 9.1.4 Treasurer
  - 9.1.5 6 additional Committee Members
  - 9.1.6 Association, Club or Team delegates shall be at the discretion of the Management Committee
- 9.2 No person shall hold more than one position on the Management Committee at any one time. A person shall cease to be a member of the Management Committee at the conclusion of the Annual General Meeting which follows his/her election and he will be eligible for re-election.
- 9.3 A quorum of the Management Committee shall be half of its members plus one.
- 9.4 If the President or Vice President is unable to attend, then a chairperson nominated by the meeting shall chair that meeting.
- 9.5 A member of the management committee may lose his or her seat on the committee for either of the following;
- Absence from three or more meetings without leave of absence, within a 12 month financial year.
  - Found not to be a financial member.

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## **10.0 POWERS OF THE MANAGEMENT COMMITTEE**

- 10.1 The Management Committee shall carry out the day-to-day running of the Association, be covered by Professional Indemnity Insurance and shall have the power to:
  - 10.1.1 Administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account;
  - 10.1.2 Fix the manner in which such banking accounts shall be operated upon, providing the Management Committee passes all payments;
  - 10.1.3 Fix fees and subscriptions payable by members and decide such levies, fines and charges as is deemed necessary and advisable, and to enforce payment thereof;
  - 10.1.4 Adjudicate on all matters brought before it which in any way affect the Association.
  - 10.1.5 Cause minutes to be made of all proceedings at meetings of the Committee and General Meetings of members;
  - 10.1.6 Make, amend and rescind rulings and By-laws;
  - 10.1.7 Have the power to form and appoint any sub-committee/s as required for specific purposes;
  - 10.1.8 May at their discretion employ a person or persons to carry out certain duties required by the Association, at salaries or remunerations for such period of time, as may be deemed necessary.
  - 10.1.9 Should a vacancy occur on the Management Committee during the season, the Management Committee shall appoint a successor until the next scheduled Annual General Meeting.
  - 10.1.10 Appoint an officer/s or agent of the Management Committee to have custody of the Association's records, documents and securities.

## **11.0 APPLICATIONS**

- 11.1 To apply to be a Member, Membership application forms must be submitted electronically unless otherwise indicated. As a condition of lodgement, any applying Member must, through a duly authorized officer or delegate, signify its agreement to the terms of this Constitution.



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## **12.0 SUBSCRIPTIONS:**

12.1 Are (to be paid by different classes as and when they are due) as directed/set by the Board and reviewed annually. They will be governed by the rules of the NWBA.

## **13.0 TERMINATION OF MEMBERSHIP**

13.1 Any person's membership may be terminated by the following events;

13.1.1 Resignation

13.1.2 Expulsion

13.1.3 a Member's annual membership fee remains unpaid after 90 days falling due;

13.2 The Management Committee shall have the power to suspend or expel any member of the Association for:

13.2.1 any of the events in Item 8.1

13.2.2 False or inaccurate statements made in the member's application for membership of the Association,

13.2.3 breach of any rule, regulation or by-law of the Association and

13.2.4 by any act detrimental to the Association.  
After having undertaken due inquiry.

13.3 Any member who is expelled, suspended or has their membership terminated, shall have the right to appeal against their suspension or expulsion by presenting their case, in a 2 tier process, to an appropriate Appeal Board at a special meeting of 15% membership, and the decision of that Appeal Board shall be final.

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## **14.0 MANAGEMENT COMMITTEE**

- N.B (1) Sometimes called Executive Committee.  
(2) Committee persons are sometimes referred to as Office Bearers.  
(3) The main Office Bearers are often referred to as The Executive.
- 14.1 Management of the Association shall be vested in the Management Committee elected by the members at the Annual General Meeting and consisting of;
- 14.1.1 President
  - 14.1.2 Public Officer
  - 14.1.3 Secretary
  - 14.1.4 Treasurer
  - 14.1.5 6 additional Committee Members
- 14.2 No person shall hold more than one position on the Management Committee at any one time. A person shall cease to be a member of the Management Committee at the conclusion of the Annual General Meeting which follows his/her election and he will be eligible for re-election.
- 14.3 A quorum of the Management Committee shall be half of its members plus one.
- 14.4 If the President is unable to attend, then a chairperson nominated by the meeting shall chair that meeting.
- 14.5 A member of the management committee may lose his or her seat on the committee for any of the following;
- Absence from three or more meetings without leave of absence, within a 12 month financial year.
  - Incapacitated by ill health
  - Found not to be a financial member
  - Entered into Bankruptcy or Part 10 of Bankruptcy Act, the effect of which is derived to be insolvency

## **15.0 POWERS OF THE MANAGEMENT COMMITTEE**

- 15.1 The Management Committee shall carry out the day-to-day running of the Association, be covered by Professional Indemnity Insurance and shall have the power to:
- 15.1.1 Administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to

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- transfer funds from one account to another, and to close any such account;
- 15.1.2 Fix the manner in which such banking accounts shall be operated upon, providing the Management Committee passes all payments;
  - 15.1.3 Fix fees and subscriptions payable by members and decide such levies, fines and charges as is deemed necessary and advisable, and to enforce payment thereof;
  - 15.1.4 Adjudicate on all matters brought before it which in any way affect the Association.
  - 15.1.5 Cause minutes to be made of all proceedings at meetings of the Committee and General Meetings of members;
  - 15.1.6 Make, amend and rescind rulings and By-laws;
  - 15.1.7 Have the power to form and appoint any sub committee/s as required for specific purposes;
  - 15.1.8 May at their discretion employ a person or persons to carry out certain duties required by the Association, at salaries or remunerations for such period of time, as may be deemed necessary.
  - 15.1.9 Should a vacancy occur on the Management Committee during the season, the Management Committee shall appoint a successor until the next scheduled Annual General Meeting.
  - 15.1.10 Appoint an officer/s or agent of the Management Committee to have custody of the Association's records, documents and securities.
  - 15.1.11 The Board shall meet at least 6 times a year, to discuss matters that affect the Association PROVIDED that any 5 members of the Board may cause a meeting to be convened, by giving of no less than seven (7) days written notice to all other Members of the Board.

## **16.0 AUDITOR**

- 16.1 The Board may appoint an Auditor in its absolute discretion.
- 16.2 The Auditor shall examine and audit all the books and accounts of the Association annually, and have the power to call for all books, papers, accounts, receipts etc., of the Association and report thereon to the Annual General Meeting.

## **17.0 GENERAL MEETINGS:**

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## 17.1 Annual General Meeting

17.1.1 The Annual General Meeting of the Association must be held within four months of the end of the club's financial year.

17.1.2 The Secretary shall give at least thirty (30) days notice of the date of the Annual General Meeting, to members.

17.1.3 All financial members may attend the Annual General Meeting.

17.1.4 The quorum at the Annual General Meeting, shall be a minimum of 6 members. If, at the end of 30 minutes after the time appointed in the notice for the opening of the Meeting, there be no quorum the meeting shall stand and adjourn for one week. If at such meeting there is no quorum those members present shall be competent to discharge the business of the meeting.

17.1.5 The agenda for an Annual General Meeting shall be;

- Opening of Meeting
- Apologies
- Confirmation of Minutes of previous Annual General Meeting
- Presentation of Annual Report
- Adoption of Annual Report
- Presentation of Treasurer's statement
- Election of New Executive and appointment of Auditor
- Vote of thanks to outgoing Executive
- Determination of Annual Membership Fee
- Notice/s of Motion
- General business
- Closure

## 17.2 Special General Meetings

17.2.1 General Meetings may be called by the Management Committee or at the request of the President and Secretary or on the written request of 20 members of the Association.

17.2.2 The Secretary shall give at least seven (7) days notice, in writing, of the date of the General Meeting to the members. Notice of General Meetings shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that General Meeting.

17.2.3 The quorum at the General Meeting shall be a minimum of 6 members.

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17.2.4 The Board may elect to co-opt from the existing Membership, further members of the Board as may be needed as a result of the retirement of current Board Members.

17.2.5 Board Members will be elected for a period of 2 years, with half of the Board up for election at the annual AGM each year.

## **18.0 VOTING**

18.1 Voting powers at the Annual General Meeting and General Meetings:

18.1.1 The President shall be entitled to a deliberate vote and, in the event of a tied vote, the President shall exercise a casting vote.

18.1.2 Each individual financial member present shall have one (1) vote.

18.1.3 Voting powers at Management Committee Meetings;

18.1.4 The President shall be entitled to a deliberate vote, and, in the event of a tied vote, the President shall exercise a casting vote.

18.1.5 Each individual committee member present shall have one (1) vote.

18.1.6 Proxies: A Member shall be entitled to appoint in writing and in advance of the meeting, a Member of the Association to be their proxy, otherwise they can nominate from within their own Enterprise they represent and attend and vote at any General Meeting of the Association

## **19.0 ACCOUNTS and FINANCIAL REQUIREMENTS of the ASSOCIATION:**

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

19.2 The Association's Financial Year shall be from the period commencing 1<sup>st</sup> July at the end of the previous financial year, and concluding on the next succeeding 30<sup>th</sup> day of June.

19.3 All funds of the Association shall be deposited into the Association's accounts at such bank or recognised financial institution as the Management Committee may determine.

19.4 All accounts due by the Association shall be paid by cheque or appropriate authenticated electronic transfer process by Treasurer

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and one other, after having being passed for payment at the Management Committee Meeting and when immediate payment is necessary, account/s shall be paid and the action endorsed at the next Management Committee Meeting.

- 19.5 The Secretary shall not spend more than a set amount Petty Cash without the consent of the Management Committee, and shall keep a record of such expenditure in a Petty Cash Book.
- 19.6 A statement showing the financial position of the Association shall be tabled at each Management Committee Meeting by the Treasurer.
- 19.7 A statement of Income and Expenditure, Assets and Liabilities shall be prepared and submitted to the Annual General Meeting. The auditor's report shall be attached to such financial report.
- 19.8 The financial year of the Association shall commence on 1<sup>st</sup> July each year. The accounts, books and all financial records of the Association shall be audited each year, if Auditor is approved by the Board.
- 19.9 The signatories to the Association's account/s will be the Treasurer and any other one (1) Member of the Board
- 19.10 All property and income of the Association will apply solely to the promotion of the objects of the Association and no part of that property or income shall be paid or otherwise distributed, directly, or indirectly, to members, except in good faith in the promotion of these objects.

### **20.0 ALTERATIONS TO THE CONSTITUTION AND BY-LAWS:**

- 20.1 No alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting, or General Meeting, called for that purpose and notice of all motions to alter, repeal or add to the Constitution shall be given to members thirty (30) days prior to the Annual General Meeting, or seven (7) days prior to a General Meeting called for such purpose.
- 20.2 The Secretary shall forward such notices of motion to each Management Committee member at least thirty (30) days prior to the Annual General Meeting or seven (7) days prior to a General Meeting.
- 20.3 Alterations to the By-laws can be made only at Management Committee Meetings provided notice of the proposed alteration/s has been duly notified to Committee Members.

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20.4 Such motions, or any part thereof, shall be of no effect unless passed by a seventy five percent (75%) majority (Special Resolution) of those present and entitled to a vote at the Annual General Meeting, General Meeting or Management Committee Meeting, as the case may be.

20.5 Within one month of the passing of a Special Resolution, the Secretary shall notify the Department of Consumer and Employment Protection of the amendment.

(In the case of a licensed club, the Director of Liquor Licensing must also be notified.)

## **21.0 DISSOLUTION**

If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed

(a) for charitable or benevolent purposes, which incorporated Association or purposes, as the case requires, shall be determined by resolution of 65% of the membership.

## **20.0 MINUTES**

20.1 Proper minutes of all proceedings of General Meetings of the Association and of meetings of the Board, shall be entered within one month after the relevant meeting in minute books kept for the purpose.

20.2 The minutes must be confirmed by Members of the Association or Board Members at a subsequent meeting

20.3 The minutes shall be signed by the Chairperson

20.4 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.

## **21.0 PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS**

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

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## **22.0 LIABILITY OF MEMBERS**

22.1 Any contractual or other civil liability incurred by any Member (including a Member of the Board) when acting in accordance with these Rules, a lawful resolution of the Board, or any lawful direction of any Member of the Board, or when participating in any activity which has been authorised by the Board, shall be vicariously assumed to be a liability of the Association, and satisfaction for any claim or any legal proceedings or judgement obtained shall be made from funds held in the name of the Association.

22.2 Board Members to be covered by Directors' Indemnity insurance.

## **23.0 CIRCUMSTANCES NOT PROVIDED FOR**

23.1 If any circumstance as to which this Constitution is silent or incapable of taking effect or is being implemented according to its strict provisions, the Board will, subject to any direction from time to time given to them by resolution of a meeting of the Members, have power to determine what action may be taken to best effect to the objects of the network.