

1. Name

The name of the incorporated association is Women in Business and Regional Development referred to herein as ‘the Association’

2. Definitions

Committee

- means the Committee of management of the association also referred to in this Constitution as the “Board”

General Meeting

- means a general meeting of members of the association

Member

- means a member of the association

The Act

- means the Associations Incorporation Act 1985 (SA) and Association Incorporation Regulations 2008 (SA)

Special Resolution

- means a special resolution defined in the Act

Month

- means a calendar month

Region

- means Limestone Coast South Australia

Executive Officer

- holds the duties of the Secretary of the association unless otherwise stated

Regional Women

- means women living in the region

Organisation

- means an Australian Incorporated body excluding WIRBD.

3. Objects or purposes of the association

The objects of the association are:

- 3.1. Advance regional women through knowledge, education and employment opportunities
- 3.2. Identify and encourage regional women who have the potential to stimulate creativity leadership and business.
- 3.3. Provide potential leaders with skills, motivation and confidence to identify and promote opportunities for growth.
- 3.4. Support individual regional women who wish to establish a new business or to expand an existing business to access information, advice and opportunities for skills development
- 3.5. Initiate actions that ignite innovation and entrepreneurship
- 3.6. Lead a series of inclusive networks for regional women in a supportive and professional environment.
- 3.7. Recognise and celebrate the achievements of women in our community
- 3.8. Empower the potential of regional women
- 3.9. Encourage provision of services by government agencies and private organisations for regional women

4. Powers of the association

The association shall have all the powers conferred by section 25 of the Act.

5. Membership

Any person or organisation who supports the objects of the association and agrees to be bound by its rules and who applies for membership of the association shall be eligible for membership of the association. The application of membership shall be made in writing. Upon acceptance of the application by the Board and upon payment of the first annual fees, the applicant shall become a member of the association .

5.1.Subscriptions

- 5.1.1. The subscription fees for membership (individual or organisation) shall be such sum as the Board shall determine from time to time in a Board meeting.
- 5.1.2. The subscription fees shall be payable annually on 1 January or at a time that the Board determines.
- 5.1.3. Any member whose subscription is outstanding for more than 60 days 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.

5.2.Proxies

- 5.2.1. A member may appoint another member as proxy to vote and speak on their behalf at any meeting other than at a disciplinary appeal meeting.
- 5.2.2. The appointment of a proxy must be in writing and signed by the member making the appointment.
- 5.2.3. The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- 5.2.4. A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- 5.2.5. A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.
- 5.2.6. A proxy is entitled to a separate vote for each member the proxy represents in addition to any vote the proxy may have as a member in their own right

5.3.Resignations

A member may resign from membership of the association by giving written notice to the executive officer or public officer of the association. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association.

5.4.Expulsion of a member

- 5.4.1. 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 charge of misconduct detrimental to the interests of the association.
- 5.4.2. Particulars of the charge shall be communicated to the member at least one month before the meeting of the Board at which the matter will be determined.
- 5.4.3. The determination of the Board shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.3.4 below), cease to be a member 14 days after the Board has communicated its determination to the member.
- 5.4.4. It shall be open to a member to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the Executive Officer or

public officer of the association within 14 days after the determination of the Board has been communicated to the member.

- 5.4.5. In the event of an appeal under 5.3.4 above, 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 a general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the Board is upheld.

5.5. Register of members

A register of members must be kept and contain:

- 5.5.1. the name, address and other contact details of each member and,
5.5.2. if applicable, the date of and reason(s) for termination of membership.

6. The Board

6.1. Powers and duties

- 6.1.1. The affairs of the association shall be managed and controlled by a Board which, 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 a general meeting.
- 6.1.2. The Board has the management and control of the funds and other property of the association.
- 6.1.3. The Board must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).
- 6.1.4. The Board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- 6.1.5. Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- 6.1.6. Board members must exercise their powers and discharge their duties in good faith in the best interests of the Association; and for proper purposes.
- 6.1.7. The Board shall appoint a public officer as required by the Act. Notice of appointment and any change in the identity or address of the public officer are to be lodged within one month after the change as required by the Act

6.2. Eligibility

A member is eligible to be elected or appointed as a Board member if the member—

- 6.2.1. is 18 years or over;
6.2.2. Holds an individual membership
6.2.3. is a natural person.

6.3. Appointment

- 6.3.1. The Board consists of a Chairperson, a Deputy Chairperson, a Treasurer and a Secretary; as delegated to the Executive Officer (non-voting); and no less than five (5) members and no more than seven (7) members.
- 6.3.2. All Board members are appointed for two year terms, with one half of the Board retiring each two years. In the first year, one half of the Board will retire and those who are to retire will be determined by lot. Thereafter, those board members who have served two year terms, or have been appointed to replace members who are serving a two year term, will retire at the expiration of that two year term. No Board Member will serve more than 6 years continuously.

- 6.3.3. A retiring Board member shall be eligible to stand for re-election without nomination.
- 6.3.4. Notice of all persons seeking election to the Board shall be given to all members of the association
- 6.3.5. The Board may appoint a person to fill a casual vacancy, and such a Board member shall hold office until the next annual general meeting of the association at which time they shall be eligible for election or appointment to the Board without nomination.
- 6.3.6. As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act

6.4. Term of Office

- 6.4.1. A term of office for Board members is two years
- 6.4.2. Board members can only serve three consecutive terms in a row ie 3 x 2 year term subject to the provisions of clause 6.3.3

6.5. Proceeding of nominations and appointments

- 6.5.1. No less than 30 days prior to the election or appointment of each Board position, the executive Officer or Chairperson of the nomination sub committee must call for nominations to fill that position.
- 6.5.2. An eligible member of the Association may self-nominate or with the member's consent, be nominated by another member.
- 6.5.3. Nominations are made on the application form provided by the Board and forwarded to the Nomination Subcommittee by the due date.
- 6.5.4. The Nomination Subcommittee shall meet no less than 14 days prior to the AGM to decide on the composition of the Board and make the recommendation to the Board.
- 6.5.5. If only one member is recommended by the Nomination Subcommittee for the position, the Chairperson of the next Board meeting must declare the member appointed to the position.
- 6.5.6. If more than one member is recommended by the Nomination Subcommittee, a ballot must be held at the next Board meeting for that position.
- 6.5.7. The announcement of the composition of the board will take place at the AGM.
- 6.5.8. On their election, the new Chairperson may take over as Chairperson of the Annual General meeting.

6.6. Vacation of office

A Board member may resign from the Board by written notice addressed to the Board.

A person ceases to be a Board member if he or she—

- 6.6.1. ceases to be a member of the Association; or
- 6.6.2. fails to pay by their annual subscription by the due date
- 6.6.3. fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence; or
- 6.6.4. otherwise ceases to be a Board member by operation of section 30 of the Act.

6.7. Disqualification of Board members

The office of a Board member shall become vacant if a Board member is:

- 6.7.1. disqualified from being a Board member by the Act
- 6.7.2. expelled as a member under these rules
- 6.7.3. permanently incapacitated by ill health
- 6.7.4. absent without apology from more than two meetings in an elected year
- 6.7.5. absent for greater than three consecutive meetings
- 6.7.6. no longer the duly appointed representative of a corporate member.

6.8. Filling casual vacancies

The Board may appoint an eligible individual member of the Association to fill a position on the Board that—

- 6.8.1. has become vacant under rule 6.6; (vacation of office) or
- 6.8.2. If the position of Executive Officer becomes vacant, the Board must appoint a member to be secretary within 14 days after the vacancy arises.
- 6.8.3. The Board may continue to act despite any vacancy in its membership.

6.9. Use of technology

- 6.9.1. A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
- 6.9.2. For the purposes of this part, a Board member participating in a Board meeting as permitted is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

6.10. Proxies

- 6.10.1. A Board member may appoint another Association member as proxy to vote and speak on their behalf at any meeting other than at a disciplinary appeal meeting.
- 6.10.2. The appointment of a proxy must be in writing and signed by the Board member making the appointment.
- 6.10.3. The Board member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the Board member in any matter as he or she sees fit.
- 6.10.4. A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- 6.10.5. A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Executive Officer no later than 24 hours before the commencement of the meeting.
- 6.10.6. A proxy is entitled to a separate vote for each Board member the proxy represents in addition to any vote the proxy may have as a member in their own right

6.11. Delegation to sub Committees and subsidiary offices

To help the Board in the conduct of the Association's business, the Board may, in writing, do either or both of the following —

- a) appoint one or more Subcommittees;
 - b) create one or more subsidiary offices and appoint people to those offices
- 6.11.1. A Subcommittee may consist of the number of people, whether or not members, that the Board considers appropriate.
 - 6.11.2. A person may be appointed to a subsidiary office whether or not the person is a member.
 - 6.11.3. Subject to any directions given by the Board a Subcommittee may meet and conduct business as it considers appropriate; and the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.
 - 6.11.4. The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.
 - 6.11.5. The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.

- 6.11.6. Any act or thing done by a Subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Board.
- 6.11.7. The Board may, in writing, amend or revoke the delegation.

6.11. Proceedings

- 6.11.1. The Board shall meet together for the dispatch of business at least four (4) times per year and no more than twelve (12) times per year.
- 6.11.2. Questions arising at any meeting of the Board shall be decided by a majority of votes, and in the event of equality of votes the Chairperson shall only have a deliberative vote. In the event of equality of votes the motion is deemed to be defeated
- 6.11.3. A quorum for a meeting of the Board shall be one half of the members of the Board, if an odd number $\frac{1}{2}$ is rounded up to nearest whole number
- 6.11.4. A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Board must disclose the nature and extent of their interest in the contract at the next annual general meeting of the association.

7. The seal

The association shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the Board, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the Chairperson and the Executive Officer.

8. General meetings

8.1. Annual general meetings

- 8.1.1. The Board shall call an annual general meeting in accordance with the Act and these rules.
- 8.1.2. The annual general meeting shall be held within five months after the end of its financial year.
- 8.1.3. The order of the business at the meeting shall be:
 - 8.1.3.1. the confirmation of the minutes of the previous annual general meeting and of any special general meetings held since the previous AGM
 - 8.1.3.2. the consideration of the accounts and reports of the Board and the auditor's report (if auditor's report is required)
 - 8.1.3.3. election of the nomination Sub-Committee
 - 8.1.3.4. announcement of the new Board to the membership
 - 8.1.3.5. the appointment of auditors (if required - see rule 10.5)
 - 8.1.3.6. any other business requiring consideration by the association in a general meeting.

8.2. Special general meeting

- 8.2.1. The Board may call a special general meeting of the association at any time.
- 8.2.2. Upon a requisition in writing of not less than 10 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.
- 8.2.3. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- 8.2.4. If a special general meeting is not convened within one month, as required by 8.2.2 above, the requisitionists, or at least 50% of their number, may convene a special

general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Board, and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with 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.

8.3. Notice of general meetings

- 8.3.1. At least 14 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 of the business to be transacted at the meeting.
- 8.3.2. 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.
- 8.3.3. A notice may be given by the association to any member by serving the member with the notice personally, or by sending it by email to the address appearing in the register of members

8.4. Proceedings at general meetings

- 8.4.1. Eight members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting
- 8.4.2. If within 30 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.
- 8.4.3. The Chairperson shall preside as Chairperson at a general meeting of the association.
- 8.4.4. If the Chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a Board member or one of their own number to be the Chairperson of that meeting.

8.5. Voting at general meetings

- 8.5.1. Subject to these rules, every member of the association has only one vote at a meeting of the association.
- 8.5.2. 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.
- 8.5.3. 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.
- 8.5.4. A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the association, to represent it at a particular general meeting or at all general meetings of the association. That person shall be appointed by the corporate member by a resolution of its Board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the association for all purposes until the authority to represent the corporate member is revoked.

8.6. Poll at general meetings

- 8.6.1. If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

8.6.2. 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.

8.7. Special and ordinary resolutions

8.7.1. A special resolution is as defined in the Act, and must be passed in accordance with the provisions of the Act.

8.7.2. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.8. Proxies

A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy, and attend and vote at any general meeting of the association.

9. Minutes

9.1. 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.

9.2. The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the Board (as relevant) at a subsequent meeting.

9.3. 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 at which the minutes are confirmed.

9.4. 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 a meeting shall be deemed to be valid.

10. Financial reporting

10.1. Financial year.

The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

10.2. Accounts to be kept.

The Association must keep financial records that—

10.2.1. Correctly record and explain its transactions, financial position and performance; and

10.2.2. Enable financial statements to be prepared as required by the Act.

10.2.3. The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

10.2.4. The Treasurer must keep in their custody, or under their control the financial records for the current financial year; and any other financial records as authorised by the Board.

10.3. Accounts and reports to be laid before members

10.3.1. The accounts, together with the auditor's report on the accounts, the Board statement and the Board report, shall be laid before members at the annual general meeting. Refer to section 35(6) of the Act.

10.3.2. For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met such as:

- a) the preparation of the financial statements;
- b) the review or auditing of the financial statements;
- c) the certification of the financial statements by the Board;
- d) the submission of the financial statements to the annual general meeting of the Association;
- e) if required, the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

10.4. Annual returns

The annual (periodic) return will not be required to be lodged with CBS unless the association becomes a prescribed association as set out in 3 (1)(a) of the Act.

10.5. Appointment of auditor

- 10.5.1. At each annual general meeting, the members shall appoint a person to be auditor of the association.
- 10.5.2. The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- 10.5.3. If an appointment is not made at an annual general meeting, the Board shall appoint an auditor for the current financial year.

10.6. Management of funds

- 10.6.1. The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- 10.6.2. Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
- 10.6.3. The Board may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended (as long as it is in the approved budget.)
- 10.6.4. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board members.
- 10.6.5. All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- 10.6.6. With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

11. Prohibition against securing profits for members

The income and capital of the association 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 as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association. Section 55 of the Act provides a prohibition against securing profits for members.

12. Winding up and Cancellation

- 12.1. The Association may be wound up voluntarily by special resolution.
- 12.2. In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.

- 12.3. Subject to the Act and any court order made under section 43 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- 12.4. The body to which the surplus assets are to be given must be decided by special resolution.

13. Application of surplus assets

- 13.1. If after the winding up of the association 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. The association may determine to distribute surplus assets to nominated charities.
- 13.2. Such organisation or organisations shall be identified and determined by a resolution of members in a general meeting.
- 13.3. Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to members or former members, or associates of those persons.

14. Alteration of Rules

These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules.