

**Constitution of**

**McLaren Vale**  
**Business & Tourism**  
**Association**

Adopted July 2017

## Contents

1.	NAME.....	3
2.	DEFINITIONS .....	3
3.	OBJECTS .....	3
4.	POWERS.....	3
5.	MEMBERSHIP .....	3
5.1	Types .....	4
5.2	Subscriptions .....	4
5.3	Resignations .....	4
5.4	Expulsion of a member.....	4
5.5	Register of members .....	4
6.	THE COMMITTEE .....	5
6.1	Powers & Duties.....	5
6.2	Appointments.....	5
6.3	Proceedings .....	6
6.4	Disqualification of a member .....	6
7.	THE SEAL .....	6
8.	GENERAL MEETINGS .....	6
8.1	Annual General Meetings.....	6
8.2	Special General Meetings.....	6
8.3	Notice of General Meetings .....	7
8.4	Meeting procedures.....	7
8.5	Voting .....	7
8.6	Poll.....	8
8.7	Special & Ordinary Resolutions.....	8
8.8	Proxies .....	8
9.	MINUTES .....	8
10.	DISPUTE RESOLUTION.....	8
11.	FINANCIAL REPORTING .....	9
11.1	Financial Year.....	9
11.2	Accounts .....	9
11.3	Annual Return Audit .....	9
11.4	Appointment of Auditor .....	9
12.	PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS.....	9
13.	WINDING UP THE ASSOCIATION .....	9
14.	APPLICATION OF SURPLUS ASSETS .....	9
15.	AMENDMENT TO THE RULES .....	9

**1. NAME**

The name of the Association will be “**McLaren Vale Business & Tourism Association Inc**”

**2. DEFINITIONS**

- a. “committee” means the executive committee of management of the association.
- b. “general meeting” means a general meeting of members of the association convened in accordance with these rules.
- c. “member” means a financial member of the association
- d. “the Act” means the Associations Incorporation Act 1985
- e. “special resolution” means a special resolution as defined in the Act
- f. “month” shall mean a calendar month.
- g. “ex-officio” means the duly appointed representative of the City of Onkaparinga

**3. OBJECTS**

The objects of the association are;

- a. To lead and support our membership and the business and tourism community in the McLaren Vale area.
- b. To maintain awareness of all levels of Government and Industry body activity that impacts on the local community.
- c. To support the physical development and preserve the rural character of the McLaren Vale area.
- d. To support, develop and promote festivals and events in the McLaren Vale area.
- e. To promote the McLaren Vale area as a premier world class, food, wine, art and tourism area.
- f. To work and co-ordinate the activities with other local groups and associations having similar objectives.
- g. To generate funds from membership, events, donations and sponsorships and administer and manage any funding agreements and grants from Federal, State & Local Governments for the development and promotion of the area.
- h. Communicate effectively with key stakeholders including Council, Fleurieu Peninsula Tourism Inc, South Australian Tourism Commission and other local Business & Tourism associations.

**4. POWERS**

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

**5. MEMBERSHIP**

- a. Any person or business who, supports the objects of the association and agrees to be bound by its rules and Code of Conduct and who applies for membership of the association shall be eligible to join.
- b. Application for membership shall be made in writing, signed by the applicant and including the appropriate subscription fee. Upon the acceptance of the application by the committee and upon payment of the first annual subscription, the applicant shall be a member of the association.

c. A business shall be represented at meetings of the association by only one person, irrespective of the number of persons who may have an involvement in that business. Any other person from that business may attend any meetings of the association as an observer.

d. Individual members shall be entitled to one vote per membership

### **5.1 Types of member**

Membership shall be available in either of two (2) categories;

- a. Business: persons in business, who have agreed to accept the above objects, paid the prescribed membership fee and whose business is located within McLaren Vale or its environs, or as determined by the committee.
- b. Individual: persons, who have agreed to accept the above objects and have paid the prescribed membership fee.

### **5.2 Subscriptions**

- a. The subscription fees for membership shall be such sum as determined by the committee and approved at a general meeting.
- b. Subscription fees will be set annually in June and fall due at the end of July and will be payable by the end July or such other time as the Committee shall determine from time to time.

### **5.3 Resignations**

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

### **5.4 Expulsion of a member**

- a. Subject to giving a 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 association.
- b. Particulars of the charge shall be communicated to the member at least one 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 member, and in the event of an adverse determination the member shall, (subject to 5.4d below), cease to be a member 14 days after the committee has communicated its determination to the member.
- d. It shall be open to a member to appeal to the association at a general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the committee has been communicated to the member.
- e. In the event of an appeal under 5.4d above, the appellant's membership of the association shall not be terminated unless the determination of the committee 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 committee is upheld.

### **5.5 Register of members**

A register of members must be kept and contain:

- a. the name, address and contact details of each member;
- b. the date on which each member was admitted to the association; and
- c. if applicable, the date of, and reason(s) for, termination of membership.

## **6. THE COMMITTEE**

### **6.1 Powers & Duties**

- a.** The affairs of the association shall be managed and controlled by a committee 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.
- b.** The committee has the management and control of the funds and other property of the association.
- c.** The committee 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.
- d.** The committee shall appoint a public officer as required by the Act.

### **6.2 Appointments**

- a.** The committee shall be comprised of a;

- Chairperson,
- Vice chairperson
- Secretary,
- Treasurer,
- City of Onkaparinga ex-officio representative
- Committee members (minimum **3**)

- b.** A committee member shall be a natural person.
- c.** The committee of the association shall be appointed from the members of the association. The committee shall hold office until the first annual general meeting. At each subsequent annual general meeting all committee positions shall be subject to re-election.
- d.** A retiring committee member shall be eligible to stand for re-election. No other person shall be eligible to stand for election unless a member of the association has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the secretary of the association. The nomination shall be signed by the proposer and by the nominee.
- e.** Notice of all persons seeking election to the committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- f.** If sufficient nominations are not received for the committee positions the AGM may call for nominations from the floor. All such nominations will be deemed to be properly constituted nominations for committee positions.
- g.** The committee may appoint a person to fill a casual vacancy, from within the membership, and such a committee member shall hold office until the next annual general meeting of the association and shall be eligible for election to the committee.
- h.** The committee shall have the power to appoint such officers as are required to carry out the objects of the Association including a Public Officer who shall notify the Commission of such appointment and who shall file such other returns and notices as shall be required by law. The Public Officer for the purposes of the Act shall be the Secretary, or other suitable officer, who shall hold office until another person is appointed to the position by the committee.
- i.** Prior to the AGM the secretary will write to the City of Onkaparinga and invite the City of Onkaparinga to nominate a Councillor or an employee to be appointed to the new committee as "ex officio".

### **6.3 Proceedings**

- a. The committee shall meet together for the dispatch of business at least monthly.
- b. Questions arising at any meeting of the committee 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.
- c. A quorum for a meeting of the committee shall be one half of the members of the committee plus one.

### **6.4 Disqualification of a committee member**

The office of a committee member shall become vacant if a committee member is

- Disqualified from being a committee member by the Act;
- Expelled as a member under these rules;
- Dead or permanently incapacitated by ill health;
- Absent without apology for more than four consecutive meetings in a financial year;
- No longer the duly appointed representative of the City of Onkaparinga and
- No longer the duly appointed representative of the Business member.

## **7. THE SEAL**

The association shall have a common seal, which may be affixed to any document of the association by authority of the committee of management in the presence of at least one office bearer and one other committee member. The common seal shall be kept in the custody of the secretary.

## **8. GENERAL MEETINGS**

### **8.1 Annual General Meetings**

- a. The committee shall call an annual general meeting in accordance with the Act and these rules.
- b. The annual general meeting shall be held within 30 days from the 1<sup>st</sup> of August
- c. The order of the business at the meeting shall be:
  - 1. The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
  - 2. The consideration of the accounts and reports of the committee and the auditor's report
  - 3. The election of chairperson, vice chairperson, secretary, treasurer, public officer and committee members (minimum of 3)
  - 4. The appointment of auditors (if required - see rule 11.4)
  - 5. Any other business requiring consideration by the association in a general meeting.

### **8.2 Special General Meetings**

- a. The committee may call a special general meeting of the association at any time.
- b. Upon a requisition in writing of not less than five (5) members of the total number of members of the association, the committee shall within 30 days of the receipt of the request, convene a special general meeting for the purpose specified in the request.
- c. Every request for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.

- d. If a special general meeting is not convened within one month, as required by 8.2b above, the members requesting, 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 committee, and for this purpose the committee shall ensure that the members requesting 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**

- a. Subject to (8.3b), 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.
- b. 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.
- c. A notice may be given by the association to any member by displaying the notice of meeting at the association's trading premises, by serving the member with the notice personally, or by sending it by post or email to the address appearing in the register of members (See rule 5.5)
- d. Where a notice is sent by post or email:
  - 1. the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; or properly addressing and forwarding the email attaching a letter containing the notice, and
  - 2. unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post and 2 days after forwarding the email.

### **8.4 Procedures at General Meetings**

- a. A minimum of ten (10) members present personally shall constitute a quorum for the transaction of business at any general meeting.
- b. 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.
- c. Subject to (8.4d), the chairperson shall preside as chairperson at a general meeting of the association.
- d. If the chairperson is not present with 15 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 committee member or one of their own number to be the chairperson of that meeting.

### **8.5 Voting at General Meetings**

- a. Subject to these rules, every member of the association has only one vote at a meeting of the association.
- b. 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 proxy at that meeting allows, proxies.
- c. Unless any member present demands a poll, a question for decision at a general meeting must be determined by a show of hands.

d. A member, being a body corporate, shall be entitled to appoint one person, who may 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.

e. Ex-officio appointments shall have no voting rights.

#### **8.6 Poll**

a. If any member present demands a poll, 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.

b. 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 & Ordinary Resolutions**

a. A special resolution is a special resolution as defined in the Act.

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

#### **8.8 Proxies**

a. 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, special general meeting and or annual general meeting of the association.

b. Members present at the beginning of meetings must confirm proxies as valid where the proxy is in attendance.

### **9. MINUTES**

a. Proper minutes of all proceedings of general meetings of the association and of meetings of the committee shall be entered within one month after the relevant meeting in minute books, or similar recording media, kept for this purpose.

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

c. 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.

d. Where the 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. DISPUTE RESOLUTION**

a. The dispute resolution procedure set out in this rule applies to disputes under these Rules between -

a member and another member

a member and the association

b. a complaint against a member of the association shall be resolved by the executive committee.

c. A complaint against a member of the executive committee shall be resolved by the remaining members of the executive committee.

- d. Refer to the McLaren Vale Business Association Code of Conduct

## **11. FINANCIAL REPORTING**

### **11.1 Financial Year**

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

### **11.2 Accounts**

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

### **11.3 Annual Report and Audit**

The accounts, together with the auditor's report on the accounts, the treasurer's statement and the treasurer's report, shall be presented to members at the annual general meeting.

### **11.4 Appointment of Auditor**

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

## **12. 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.

## **13. WINDING UP THE ASSOCIATION**

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

## **14. APPLICATION OF SURPLUS ASSETS**

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.

Such organisation, or organisations, shall be identified and determined by resolution of members in a general meeting.

## **15. AMENDMENT TO THE RULES**

- a. 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.
- b. The alteration must be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act.
- c. The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.