

RULES OF THE ASSOCIATION

GAWLER BUSINESS DEVELOPMENT GROUP INCORPORATED

1. NAME

The name of the incorporated association is “GAWLER BUSINESS DEVELOPMENT GROUP INCORPORATED”, referred to herein as “the Board”

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

- 2.1.1 **“the Board”** also means “the Association or the Committee”.
- 2.1.2 **“GBDG”** means the Gawler Business Development Group Incorporated.
- 2.1.3 **“Council”** means the Town of Gawler Council.
- 2.1.4 **“Annual General Meeting”** means a meeting of members convened under Rule
- 2.1.5 **“General Meeting”** means a general meeting of members of the association convened in accordance with these rules.
- 2.1.6 **“Special General Meeting”** means a meeting of members convened under Rule
- 2.1.7 **“Member of the Association”** means a business operating within Town of Gawler from a commercial or industrial property.
- 2.1.8 **“Board Member”** means a member of the GBDG Board.
- 2.1.9 **“Notice of Meeting”** means notice of a General Meeting given in accordance with Rule 9.4 and 7.
- 2.1.10 The **“Act”** means the Associations Incorporation Act 1985 (South Australia).
- 2.1.11 The **“Regulations”** means the Associations Regulations 1985 (South Australia).
- 2.1.12 **“Special Resolution”** means a special resolution defined in the Act.
- 2.1.13 **“Month”** shall mean a calendar month.
- 2.1.14 **“Voluntary Member”** means the representative of an operating business which is not subject to the application of separate business rate as determined by Town of Gawler Council rates.

2.2 Interpretation

- 2.2.1 Words importing the singular include the plural and vice versa.
- 2.2.2 Words importing a gender include any gender.
- 2.2.3 An expression importing a natural person includes any company, partnership, joint venture, association, corporation or other body corporate and any governmental authority or agency.
- 2.2.4 A reference to a person includes that person’s successors and permitted assigns.

- 2.2.5 A reference to any legislation includes any amendment to it, any consolidation or replacement of it, and any subordinate legislation made under it.
- 2.2.6 If any provisions of these Rules is judged invalid, illegal or unenforceable, then the offending provision (in whole or in part) will be deemed to be severed from these Rules and will not affect the validity, legality or enforceability of the remaining provisions.
- 2.2.7 Words defined in the Act or Regulations shall have the same meanings when used in these Rules.

3. Objects and Purposes

The objects and purposes of the Association are:

- 3.1.1 To promote and market the businesses of the Town of Gawler.
- 3.1.2 To develop and adopt strategies to develop, manage, co-ordinate and fund marketing initiatives.
- 3.1.3 To support and encourage the economic viability of businesses generally within the Town of Gawler.
- 3.1.4 To represent the interests of the business community.
- 3.1.5 To support and encourage business owners/intenders to implement processes to ensure business viability
- 3.1.6 To provide ongoing business development support to business owners/intenders
- 3.1.7 To develop strategies to attract new business to the region

4. Powers

The Association shall have all the powers conferred by Section 25 of the Act and the power to do all such other lawful things as may be incidental or conducive to the attainment of the objectives and exercise of the powers of the Association and any other power or powers conferred on it by virtue of the operation of this set of rules. For the purpose of carrying out its objects, the Association may, subject to the Act and this set of rules:

- 4.1.1 Open and operate bank accounts
- 4.1.2 Appoint agents to transact any business of the Board on its behalf
- 4.1.3 Enter into any other contract necessary or desirable

5. Membership

5.1 Membership Classes and Categories

- 5.1.1 Members of the Association shall be open to the following:
 - Category 1 - Any individual or entity who operates a business within the Town of Gawler from a property declared commercial or industrial;
 - Category 2 - Ratepayers (property owners) of property declared commercial or industrial within the Town of Gawler;
 - Category 3 - Voluntary Members as defined in Clause 2.1.14.

5.1.2 The number of members shall be unlimited.

5.2 Membership Fees

5.2.1 The total membership fee shall be set according to the amount required to fulfil operational obligations each financial year

5.2.2 The membership fees shall be payable annually on 1 July or at a time that the Board determines.

5.2.3 Any member whose membership fee is outstanding for more than 3 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.

5.3 Resignation of Voluntary Members

5.3.1 A voluntary member may resign from the Association at any time.

5.3.2 Any resigning member shall be liable for any outstanding membership fees which may be recovered as a debt due to the association

5.3.3 Any voluntary member so resigning shall not be eligible for refund of all or part of membership fees already paid.

5.4 Expulsion of Members

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.

5.4.1 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.

5.4.2 The determination of the Board shall be communicated to member, and in the event of an adverse determination the member shall, cease to be a member, 14 days after the Board has communicated its determination to the member.

5.4.3 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 secretary or public officer of the association within 14 days after the determination of the committee has been communicated to the member.

5.4.4 In the event of an appeal the appellants 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 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 will be kept in the following manner:

- 5.5.1 Property owners as detailed on Council registers.
- 5.5.2 Record of business operators with the name and address of each member.
- 5.5.3 A record of voluntary members.

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 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 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.
- 6.1.4 The Board shall appoint a public officer as required by the Act. The Board shall have the power to appoint such officers, employees, consultants or contractors as required to carry out the objectives of the Board and may delegate any of its powers to such officers, employees, consultants or contractors.

6.2 Appointment

- 6.2.1 The Board shall be comprised of up to 14 persons, consisting of a Chairperson, Deputy Chairperson, Treasurer and Secretary/public officer and up to 9 general Board members, plus one council nominated representative. 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 with: Consumer and Business Services
- 6.2.2 A Board member shall be a natural person.
- 6.2.3 Appointment to the Board will be drawn from the general business community or any person with an interest in promoting the objectives of the Association.
- 6.2.4 Where possible appointment to the Board will be drawn as follows:
 - 1. A minimum of 1 person from the Town Centre commercial precinct
 - 2. A minimum of 1 person from the Willaston commercial precinct
 - 3. A minimum of 1 person from the Gawler South/Adelaide Rd commercial precinct
 - 4. A minimum of 1 person from the Evanston commercial precinct
 - 5. 1 elected member of Council
 - 6. Up to 5 general members, from a non-specified region

7. Plus the listed positions of Chairperson, Deputy Chairperson, Treasurer and Secretary/public officer

- 6.2.5 The first Board of the association shall be appointed from the promoters of the association, or be comprised of such persons as hold office prior to incorporation. The first Board shall hold office until the first annual general meeting after incorporation. At this time, one half of the members of the Board, who shall be chosen by ballot, shall retire from the Board.
- 6.2.6 At each subsequent Annual General Meeting one half of the members of the Board, being the longest serving members, shall retire but shall be eligible for re-appointment for a 2-year term without nomination. 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 Annual General Meeting by delivering the nomination of that person to the association. The nomination shall be signed by the nominator and by the nominee.
- 6.2.7 A record of Board member names and year of current term and term retirement date shall be maintained.
- 6.2.8 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.
- 6.2.9 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 and shall be eligible for re-appointment without nomination.
- 6.2.10 A Board member need not be a member of the association
- 6.2.11 Each Board member may appoint a person to be their proxy to attend and vote at any meeting of the Board providing such attendance is notified in writing to any Board member or officer of the Board. A proxy appointed under this rule is valid until otherwise advised in writing. A proxy may be appointed for the full term of a Board Members tenure to act on behalf of the absent member.

6.3 Proceedings of Board

- 6.3.1 The Board shall meet together for the dispatch of business at least bi-monthly.
- 6.3.2 Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes, the chairperson shall have a casting vote, only where there is no apparent or declared conflict of interest.
- 6.3.3 A quorum for the meeting of the Board shall be one half of the members of the Board (50% of the Board members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting, (ignoring factions or less any members on leave of absence).
- 6.3.4 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.

- 6.3.5 If within 15 minutes of 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 next scheduled monthly meeting, at the same time and place and if at such adjourned meeting a quorum is not present within 15 minutes of the time appointed for the meeting members present shall constitute a quorum.
- 6.3.6 If there is no Chairperson or Deputy Chairperson present within 5 minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the Chairperson for that meeting.
- 6.3.7 At any meeting, a resolution/motion put to a vote shall be decided by a show of hands, and a declaration by the Chairperson of the meeting that a resolution/motion has been carried or lost.
- 6.3.8 Proper minutes of all proceedings of the Board and of meeting of the Board shall be entered within one month after the relevant meeting in electronic files kept for the purpose.
- 6.3.9 The minutes kept pursuant to this rule shall be signed by the Chairperson of the next succeeding meeting.
- 6.3.10 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, resolutions/motions made at a meeting shall be deemed to be valid.

6.4 Disqualification, Resignation or Leave of absence of Board members

If a Board Member requires leave from their position:

- 6.4.1 A leave of absence (such leave of absence must be requested in writing to a member of the Board, within 28 days of said leave date, and for a period of no more than six months, if they require over six months leave, then 6.4.6 is to be implemented.)

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

- 6.4.2 Is disqualified by the Act
- 6.4.3 Is expelled under these rules
- 6.4.4 Is permanently incapacitated
- 6.4.5 Is absent without apology for more than three consecutive meetings in a financial year
- 6.4.6 Requires a leave of absence for more than six months, they must resign from their office on the Board, and submit a resignation in writing to any member of the Board, within 28 days of said leave date.

6.5 Commitment

Every Board member shall at all times when acting in their capacity as board member:

- 6.5.1 pursue as their highest priority the fulfillment of the mission of the Association
- 6.5.2 after that, promote the interests of the Association itself
- 6.5.3 after that, consider the interests of the Association's stakeholders, members and the society and environment in which it operates.

6.6 Confidentiality

Every Board member shall at all times while acting in their capacity as Board member:

- 6.6.1 preserve, where appropriate, the confidentiality of the Association's business
- 6.6.2 protect the privacy of the Association's members
- 6.6.3 recognise their accountability to the Association's members and provide all information on the Association's performance necessary to give meaning to that accountability.

7 General Meetings

7.1 Annual General Meetings

- 7.1.1 The Board shall call an Annual General Meeting in accordance with the Act and these rules.
- 7.1.2 The first annual general meeting shall be held within 18 months after the incorporation of the association, and thereafter within five months after the end of its financial year.
- 7.1.3 At least 28 days notice of an Annual General Meeting shall be given to members. Notice may be given by the association to any member by serving the member with the notice in writing. In writing includes, letter sent by post, email notification, public notice in print media, or via notice placed in the website of the association.
- 7.1.4 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. The order of business at the meeting shall be:
 - 1. Apologies
 - 2. Adoption of minutes of previous years Annual General Meeting
 - 3. Appointment of Office Bearers
 - 4. Appointment of Board Members
 - 5. Appointment of auditor, and of any other required financial contractors (accountant and/or bookkeeper)
 - 6. Consideration of the accounts and reports of the Board and the auditor
 - 7. Any other business requiring consideration by the Board.

7.2 Special General Meetings

- 7.2.1 The Board may call a special general meeting of the association at any time. At least 2 days notice of any Special General Meeting shall be given to Board members.
- 7.2.2 General members of the association may also call a Special General Meeting of the association by requisition in writing of not less than half the total number of general members of the association. The requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- 7.2.3 Upon receipt of a requisition, the Board must convene a special general meeting for the purpose specified in the requisition.
- 7.2.4 The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

7.3 Notice of General Meetings

- 7.3.1 Subject to clause 8.3.2, at least 14 days notice of any general meeting shall be given to Board members.
- 7.3.2 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.
- 7.3.3 A notice may be given by the association to any member by serving the member with the notice in writing. In writing includes, letter sent by post, email notification, public notice in print media, or via notice placed in the website of the association.

7.4 Proceedings at General Meetings

- 7.4.1 50% of the Board members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- 7.4.2 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.
- 7.4.3 Subject to 7.4.4 the chairperson shall preside as chairperson at a general meeting of the association.
- 7.4.4 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.

7.5 Voting at General Meetings

- 7.5.1 Subject to these rules, every member of the association has only one vote at a meeting of the association.
- 7.5.2 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.
- 7.5.3 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.

7.6 Poll at General Meetings

- 7.6.1 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.
- 7.6.2 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.

7.7 Special and Ordinary Resolutions

- 7.7.1 A special resolution as defined by the Act.
- 7.7.2 An ordinary resolution is a resolution passed by a simple majority at a general meeting.
- 7.7.3 Any member of the Board shall have the power to present a motion to all other members of the Board, outside of the scheduled General Meetings. Board members will vote on the motion via email and the results will stand, the result will be deemed to be ratified by the Board and results will be advised and recorded, at the subsequent scheduled General Meeting.

8. Minutes

- 7.7.4 Proper minutes of all proceedings of a general meeting of the association and of meetings of the Board, shall be entered and filed within one month after the relevant meeting.
- 7.7.5 The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the Board (as a true and accurate record) at a subsequent meeting.
- 7.7.6 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.
- 7.7.7 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.

8 Dispute Resolution

- 8.1.1 The dispute resolution procedure set out in this rule applies to disputes under these Rules between-
 - 1. A member and another member
 - 2. A member and the association
- 8.1.2 The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 8.1.3 If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- 8.1.4 In this rule “member” includes any person who was a member not more than six months before the dispute occurred.

9 Expulsion of a Board Member

- 1. Subject to giving a Board 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 Board. Particulars of the charge shall be communicated to the member at least one calendar month before the meeting of the Board at which the matter will be determined.
- 2. 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 4. cease to be a Board member, 14 days after the Board has communicated its determination to the member.
- 3. It shall be open to a Board member to appeal to the Board in general meeting against the expulsion. The intention to appeal shall be communicated to any current member of the Board, within 14 days after the determination of the Board has been communicated to the member.
- 4. In the event of an appeal the appellant’s membership of the Board shall not be terminated unless the determination of the Board to expel the member is upheld after the appellant has been heard, and in such event membership will be terminated at the date of the meeting at which the determination of the Board is upheld.

10 THE SEAL

- 1. The Board shall have a common seal upon which its corporate name shall appear in legible characters.
- 2. The seal shall not be used without the authorisation of the Board, and every use of the seal shall be recorded in the minutes record of the Board.
- 3. The seal shall be kept in the custody of the Treasurer of the Board or Executive Officer

11 FINANCIAL REPORTING

11.1 Financial Year

The first financial year of the Board 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.

11.2 Accounts to be kept

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 Accounts and Reports to be laid before members

The accounts, together with the auditor's report on the accounts, the Board's statement and the Board's report, shall be laid before members of the association at the Annual General Meeting.

11.4 Annual Returns

In the situation whereby the Gawler Business Development Group has consolidated receipt amounts for \$500,000 or more for a financial year, an annual (periodic) return shall be lodged with the **Office of Consumer and Business Affairs within six months after the end of each financial year.**

11.4.1 It must be accompanied by a copy of the accounts, the auditor's report, the Board's statement, and the Board's report.

11.4.2 It is the responsibility of the Treasurer to review the gross receipts annually to determine if an annual periodic return is required.

11.5 Appointment of Auditor

11.5.1 At each annual general meeting the members shall appoint a person to be the auditor of the association.

11.5.2 The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.

11.5.3 If an appointment is not made at an annual general meeting, the Board shall appoint an auditor for the current financial year.

12 Winding Up

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

13 Application of Surplus Assets

- 13.1.1 If after 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 objectives and has rules which prohibit the distribution of its assets and income to its members.
- 13.1.2 Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

14 Rules of the Association

- 14.1.1 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.
- 14.1.2 The alteration shall be registered with the **Office of Consumer and Business Affairs, Corporate Affairs Commission, as required by the Act.**
- 14.1.3 The registered rules shall bind the Board 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.

The Rules of the Association were presented and adopted at the Annual General Meeting of Gawler Business Development Group Inc. on Tuesday 20th November 2018.

Signed by Chairperson _____

Name of Chairperson _____

Signed by Public Officer _____

Name of Public Officer _____

Affixing of Common Seal