



SALISBURY

Business Association

CONSTITUTION

This is the annexure marked 'A' referred to in the
statutory declaration of David Waylen made on the
day of 2000
Before me (Justice of the Peace signature)

SALISBURY BUSINESS ASSOCIATION

CONSTITUTION

1. NAME

The name of the association shall be the **SALISBURY BUSINESS ASSOCIATION**. Previously known as the Salisbury City Centre Business Association Inc. (herein called “the Association”).

2. DEFINITIONS

The following terms are defined as follows:

‘Annual General Meeting’ means a meeting held by the members of the Association in accordance with clause 9.1;

‘Association’ means the Salisbury Business Association;

‘Chairperson’ means a person with duties and powers pursuant to clause 11;

‘City of Salisbury’ means the City of Salisbury Council;

‘Committee’ means the ‘Management Committee’;

‘Community Representative’ means general members of the public who are appointed to represent the City of Salisbury;

‘Executive Officer’ means the person employed by the Management Committee to manage the general operations of the Association;

‘Income Tax Act’ means the ‘Income Tax Assessment Act 1997’ (Cth);

‘Management Committee’ means the committee of Members comprised of people in accordance with clause 7 herein;

‘Member’ means any person, organisation or business falling within the Membership criteria pursuant to clause 6;

‘Membership’ means person, organisation or business that fulfills the requirement of clause 6 herein;

‘Office of Consumer and Business Services’ means the government body known as “the Office of Consumer and Business Services”;

‘Public Officer’ means a person appointed pursuant to clause 7.8.4 and s 56 of the Act;

‘Salisbury City Centre’ and **‘Salisbury City Centre Zone’** means the area comprised in the map annexed and marked “A” as determined from time to time by the City of Salisbury;

‘Secretary’ means a person appointed with powers and duties in accordance with clause 12 herein;

‘Special General Meeting’ means a meeting held in accordance with clause 9.2, 9.7 and 9.8 herein;

‘the Act’ means the *Associations Incorporation Act 1985 (SA)*;

‘Treasurer’ means a person with duties and responsibilities pursuant to clause 13 herein;

‘Vice-Chairperson’ means a person appointed with powers and duties second to that of the Chairperson.

3. OBJECTIVES

The objectives of the Association shall be to:

- 3.1 Improve the image of the Salisbury City Centre.
- 3.2 Formulate, and oversee the implementation of, a marketing strategy for the Salisbury City Centre.
- 3.3 Promote the Salisbury City Centre as a whole.
- 3.4 Attract more people to the Salisbury City Centre.
- 3.5 Encourage ethics and good business practice among the Association’s Members.
- 3.6 Be the recognised voice for local business when communicating with government departments and agencies, the City of Salisbury and other key stakeholders.
- 3.7 Liaise and Co-operate with the City of Salisbury and other authorities and bodies for better achieving the objects of the Association.
- 3.8 Generate funds to fulfil objectives 3.1 to 3.7 above.

4. NON PROFIT

The Association shall be a non-profit organisation.

5. POWERS

The Association shall have all the powers conferred by section 25 of the Act to further the objects of the Association.

6. MEMBERSHIP

Membership of the Association is comprised of:

- 6.1 All property owners, of property defined within the Salisbury City Centre, and subject to the Salisbury City Centre Zone Special Rate Levy,

- 6.2 Any business which is a registered business and which rents, leases or owns the premises from which it carries out its activities in the City of Salisbury City Centre Zone or,
- 6.3 Any organisation, or statutory authority which is not a business which carries out its activities in the City of Salisbury City Centre Zone and having a genuine interest in achieving the objectives of the Association.

7. MANAGEMENT COMMITTEE

- 7.1 The affairs of the Association shall be managed and controlled exclusively by a Management Committee which, in addition to any powers and authorities conferred herein 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 this Constitution, required to be done by the Association in general meetings.
- 7.2 The Management Committee shall be comprised of no less than twelve (12) persons and no more than sixteen (16) persons, and be comprised of:
 - 7.2.1 One (1) City of Salisbury representative;
 - 7.2.2 up to two (2) Community Representatives;
 - 7.2.3 the Executive Officer; and
 - 7.2.4 the remainders elected from the Membership.
- 7.3 The Membership Committee members appointed pursuant to section 7.2.4 herein shall be elected by secret ballot or alternatively by a show of hands at the Annual General Meeting of the Association.
- 7.4 If less than sixteen (16) persons are elected to the Management Committee at the Annual General Meeting, eligible members at subsequent general meetings can fill vacant positions pursuant to section 7.8.9 herein.
- 7.5 There shall be only one (1) member from any one business or organisation on the Management Committee.
- 7.6 Subject to section 7.4 herein, only persons who have given their prior consent in writing, or who are in attendance at the Annual General Meeting, may be elected to the Management Committee. Nominations may be accepted from the floor at the Annual General Meeting.
- 7.7 Half of the elected members of the Management Committee shall retire each year, but shall be eligible for re-election.
- 7.8 The Management Committee shall:
 - 7.8.1 Appoint or replace annually an executive committee from the Membership which will consist of a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer ('the Executive Committee');
 - 7.8.2 The Executive Committee shall consist of at least 4 Members;

- 7.8.3 Appoint or dismiss staff;
- 7.8.4 Appoint a Public Officer whose name shall be registered with the Office of Consumer and Business Services;
- 7.8.5 Determine policy in regard to the overall functioning of the Association's office and affairs;
- 7.8.6 Take whatever steps are necessary to provide the resources and staff required for the proper functioning of the Association;
- 7.8.7 Shall appoint sub committees to organise, arrange, investigate and resolve, as the case may be, such matters which have or are likely to have effect on the function of the Association and its objectives. Such Matters shall include but are not limited to:
 - 7.8.7.1 town planning, strategic planning, development, transport and the like;
 - 7.8.7.2 special events including parades, festivals, exhibitions and the like.
- 7.8.8 Notify, inform, seek comment from, the Members on any matters including but not limited to those described in 7.8.7 herein;
- 7.8.9 Fill any vacancy that occurs in its elected membership between Annual General Meetings. Such appointments to have effect until the next Annual General Meeting;
- 7.8.10 On behalf of the Association:
 - 7.8.10.1 Acquire, hold, deal with, and dispose of, and real or personal property;
 - 7.8.10.2 Administer any property on trust;
 - 7.8.10.3 Open and operate bank accounts;
 - 7.8.10.4 Invest its monies -
 - a) In any security in which trust moneys may, by Act or Parliament, be vested; or
 - b) In any other manner authorised by the rules of the Association;
 - 7.8.10.5 Borrow money upon such terms and conditions as the Association thinks fit;
 - 7.8.10.6 Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
 - 7.8.10.7 Appoint agents to transact any business of the Association on its behalf;
 - 7.8.10.8 Enter into other contracts it considers necessary or desirable.

7.9 Execution of Duties

7.9.1 While acting or purporting to act in the execution of their duties and responsibilities on behalf of the Association, the members of the Management Committee shall not be liable for any loss, neglect, or default unless the same is attributable to their own wilful neglect or dishonesty.

7.9.2 The members of the Management Committee acting in good faith shall be entitled to be indemnified out of the assets of the Association in respect of all liabilities incurred by them relating to the execution or purported execution of their duties and responsibilities on behalf of the Association, including all actions, proceedings, costs, claims and demands in relation to any matter or thing so done or omitted to be done.

7.10 Disqualification of committee members

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

7.10.1 disqualified from being a committee member under the Act;

7.10.2 expelled as a member under these rules;

7.10.3 permanently incapacitated by ill health;

7.10.4 absent without apology from more than four meetings in a financial year.

8. FINANCIAL YEAR

The financial year of the Association shall end on the last day in June of each year.

9. MEETINGS

9.1 The Annual General Meeting shall:

9.1.1 Be held not later than the last day in December of each year.

9.1.2 Receive the Annual Report containing reports from the Chairperson, the Treasurer and the Executive Officer.

9.1.3 Receive an audited financial report.

9.1.4 Fill vacancies on the Management Committee through an election process.

9.1.5 Elect the Auditor for the ensuing year.

9.2 A Special General Meeting may be called:

9.2.1 By the Management Committee at any time.

9.2.3 Upon request made to the Management Committee, in writing, by at least 10 Members acting together and such request shall include details of matters required to be dealt with at the Special General Meeting”.

9.2.4 By resolution of the Management Committee.

- 9.3 Such Annual or Special General meetings shall be called by the Secretary of the Management Committee or by such other person as the Management Committee may decide from time to time.
- 9.4 The place, time and date of the Management, Executive, Annual General and Special General Meetings shall be determined by the Management Committee in accordance with the requirements of clauses 9.1.1, 9.8, 9.11 and 9.12 of this Constitution.
- 9.5 The Secretary or person authorised to call a Management Committee meeting, or an Executive meeting shall, within 7 days prior to that meeting, post, email or hand deliver to all Members of that committee, a written notice containing details of the date, time, place and agenda of such meeting along with a copy of the minutes of the previous meeting.
- 9.6 The Secretary or person authorised to call a General or Special Meeting shall within 14 days prior to that Meeting post, email, or hand deliver to all Members, a written notice containing details of the date, time, place and purpose of such Meeting.
- 9.7 A Special General Meeting shall deal only with the business for which it has been called, being that business indicated on the written notice issued pursuant to 9.6 herein.
- 9.8 A Special General Meeting shall be held within 21 days from the date of receipt of a request when such meeting is called in accordance with clause 9.2.1 or as determined by the Management Committee when such a meeting is called in accordance with clause 9.2.2 of the Constitution.
- 9.9 Any decisions made by a majority vote of the Members present at an Annual General Meeting or special General Meeting shall be binding on the Management Committee and the Members of the Association, and Members shall have the power to approve or reject any decision made by the Management Committee.
- 9.10 The quorum for Annual General and Special General Meeting shall be not less than 10% percent of the financial Membership. Whether present personally or by Proxy said 10% shall constitute a quorum for the transaction of business at any general meeting.
- 9.11 The Management Committee shall:
- 9.11.1 Meet at least 10 (Ten) times per year;
 - 9.11.2 Have a quorum of 50% of its members; and
 - 9.11.3 Elect office bearers and the Executive Committee at its first meeting after the Annual General Meeting.
- 9.12 The Executive Committee shall:
- 9.12.1 Meet when necessary;
 - 9.12.2 Have a quorum of 3 (Three); and

- 9.12.3 Have the function of making decisions on issues requiring immediate response but which occur between Management Committee meetings provided that the requirements of clause 7.8.7.1 and 7.8.7.2 of this Constitution have been met and comply with the directions of the Management Committee. Such decisions being made by a majority vote and reported at the next Management Committee meeting.

10. VOTING

- 10.1 Subject to these rules, every Member of the association has only one vote at a meeting of the Association.
- 10.2 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.
- 10.3 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.
- 10.3.1 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.
- 10.3.2 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.
- 10.4 Notwithstanding section 10.1 of this Constitution, Voting shall be a choice between Vive Voce (electronic voting), and secret ballot.
- 10.5 Proxies:
- A member shall be entitled to appoint 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. Alternatively a member can (by Proxy) in writing vote on any matter set down for decision at such meeting.
- 10.6 The Chairperson shall have a deliberate vote and in addition shall have a casting vote where voting is tied

11. THE CHAIRPERSON

The Chairperson shall:

- 11.1 Chair Committee and General meetings, or in his or her absence the Vice Chairperson, except that in the absence of both, or at the request of the Chairperson or Vice Chairperson, or of a majority of the meeting, another Member may be elected as the meeting's Chairperson.
- 11.2 Together with the Secretary and any other person so requested shall prepare the agenda for committee and general meetings.

- 11.3 Encourage full and balanced participation in meetings and shall decide on matters of order.

12. THE SECRETARY

The Secretary shall:

- 12.1 Call meetings in accordance with the provision of this Constitution.
- 12.2 Assist the Chairperson with drawing up the agenda for such meetings.
- 12.3 Cause records to be kept of the Constitution, By-Laws, register of Members, minutes of all meetings, and correspondence relating to the Association.

13. THE TREASURER

The Treasurer shall:

- 13.1 Cause monies received to be paid into account(s) authorised by the Management Committee in the name of the Association. Payments shall be as authorised by the Management Committee and shall be made by cheque signed by 2 authorised signatories of whom there shall be no more than 3 appointed or by electronic funds transmission as authorised by the Management Committee. The Chairperson and the Executive Officer may be granted power by the Management Committee from time to time to authorise expenditure on behalf of the Association within such limits as are prescribed by the Management Committee.
- 13.2 Cause records to be kept of all receipts and payments and other financial transactions, which shall be available for inspection, by any financial Member.
- 13.3 Prepare financial budgets and statements and shall submit a monthly financial report to each Management Committee meeting, and an annual financial report to the Annual General Meeting.
- 13.4 Present audited accounts to the Annual General Meeting.

14. FINANCES AND PROPERTY

- 14.1 The Association shall be a group employer under the Income Tax Act.
- 14.2 Persons who by authority accept or incur any pecuniary liability on behalf of the Association shall be held indemnified against personal loss in respect of such liability.
- 14.3 The income, property and funds of the Association shall be used and applied solely towards the promotion of the objectives and shall not be paid or transferred to the Members, or relatives of Members, provided that nothing contained herein shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objectives of the Association and without undue preference.

15. DISSOLUTION

- 15.1 The Association may be dissolved at any time by a resolution carried by a three-quarters majority vote of all Members present at an Annual General or Special General Meeting called for that purpose, provided that at least 21 days written notice of the intention to move for dissolution has been advertised and posted or given to Members.
- 15.2 On dissolution all property whether real or personal remaining after payment of all debts and legal liabilities shall not be distributed to any Member or members of the Association but rather be transferred to such other body formed for promoting similar objectives, or charitable objectives as shall be approved by the Association provided that such other body shall also prohibit the distribution of income and property to the Members to the extent stated herein.

Constitution Created:

Approved:

Chairperson

Treasurer

On behalf of the Salisbury Business Association