



The

Sorell Business Association Inc.

Articles of Association

Updated October 2022

Sorell Business Association Inc

Articles of Association 2021

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Part 1 - Preliminary

1/. Name and address of Association.

Sorell Business Association Inc.
PO Box 232, Sorell TAS 7172

2/. Purposes and Principals

- 1/. We believe that a strong South East business network can help to build confidence, provide support, and obtain resources and other forms of assistance. It can provide the basis for dealing with everyday business life, taking on challenges, developing new skills and exploring new roles and experiences.
- 2/. We believe that partnerships amongst businesses, individuals, community groups, and both Local and State governments in South East Tasmania can only improve the planning and delivery of services to the area.
- 3/. We believe that much can be done to make the South East more attractive to small business and to encourage more entrepreneurs to grow their ideas into viable ventures here.
- 4/. The primary purpose of the Association is to provide a forum in which to canvas significant issues affecting the capacity of businesses in the South East area to operate effectively and to promulgate plans and proposals to address them; and to identify significant opportunities to advance and promote the general commercial environment in the South East of Tasmania.
- 5/. Additionally we may endeavour to support by way of affiliation or otherwise, organisations having similar objectives to, or allied with those of the Association, and also such local charitable institutions as may be deemed worthy by the Association.
- 6/. In all aspects of its operations, the Association will be governed by the following principles and all proposals and issues raised at meetings of the Association shall be tested against these principles and purposes:
 - a) That this Association has no role in addressing issues peculiar to a single business, its owner or proprietor.
 - b) That the Association' role is to serve the interests of the South East business community in general and to offer services to all businesses equally and without favour.
 - c) That the Association will maintain financial and political independence.
 - d) That the Association will remain independent of any other body purporting to represent the interests of people in the South East area.
 - e) SBA independence from Municipal Councils will be maintained by restricting SBA Executive Committee Membership to 1 (one) only Municipal Councillor annually.

3/. Objects of the Association

The objects and purposes of the Association consist of the basic objects of the Association and the following objects and purposes:

- (a) the purchase, sale or supply of, or other dealing in, goods;
- (b) the acceptance of a gift for any of the objects or purposes of the Association;
- (c) the taking of any step the committee, or the members of the Association at a general meeting, determine expedient for the purpose of procuring contributions to the funds of the Association;

- (d) the publication of any document the committee, or the members of the Association at a general meeting, determine desirable for the promotion of any of the objects or purposes of the Association;
- (e) the borrowing and raising of money in any manner and on terms –
 - (i) the committee thinks fit; or
 - (ii) approved or directed by resolution passed at a general meeting;
- (f) subject to the provisions of the Trustee Act 1898 , the investment, in any manner the committee determines, of any money of the Association not immediately required for any of the objects or purposes of the Association
- (g) the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Association.
- (h) the Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (i) sub rule (h) does not prevent the Association from paying a member:
 - i) reimbursement for expenses properly incurred by the member; or
 - ii) for goods or services provided by the member;
 if this is done in good faith on terms no more favourable than if the member was not a member.

4/. Definitions

In these rules, unless the context otherwise requires –

accounting records has the same meaning as in the Act;

Act means the Associations Incorporation Act 1964 ;

annual general meeting means an annual general meeting of the Association held under rule 17(1);

Association means the association referred to in rule 1, and has the same meaning as in the Act;

associate member means a member of the Association as specified under rule 7(3) ;

basic objects of the Association means the objects and purposes of the Association as stated in an application under section 7 of the Act for the incorporation of the Association;

Executive committee means the committee of management referred to in rule 13(1);

Committee refers to the Executive Committee

Committee member means a member of the Executive Committee elected or appointed under rules 13(1), (2), (3);

financial year has the same meaning as in the Act ;

general meeting means a general meeting of members of the Association, and includes :
 (a) an ordinary general meeting; or
 (b) an annual general meeting; or
 (c) a special general meeting;

member means a member of the Association as specified under rule 5(1), (2);

officer of the Association means a person elected as an officer of the Association at an annual general meeting or appointed as an officer of the Association under rule 13 (3).

public officer means the person who is, under section 14 of the Act, the public officer of the Association;

SBA means Sorell Business Association Inc.; (formerly known as Business Council of Sorell Inc.);

special resolution has the same meaning as in the Act.

South East Area means the Sorell and Tasman municipalities.

Part 2 - Membership

5/. Membership

- 1/. Any person who supports the purposes of the Association, and operates or owns a business, organisation or group, in the South East area is eligible for membership.
- 2/. No individual shall represent more than one business.
- 3/. For voting purposes, no business shall be represented by more than one individual.

6/. Application for Membership

- 1/. Applications for membership of the Association shall be subject to the following process:
 - a) An official application form (available from Secretary or Treasurer) to be submitted, to the Secretary or Treasurer, attesting that the applicant supports the purposes of the Association and agrees to comply with these rules.
 - b) Application to be signed by the applicant and may be accompanied by the joining fee.
 - c) The joining fee is the fee determined by the Executive Committee under rule 10 (1), (2).
- 2/. As soon as practical after an application is received, the Executive Committee must approve or reject it, notifying the applicant of it's decision and returning any fees that may have accompanied it. No reason need be given if an application is rejected.
- 3/. As soon as practical after approval of the application by the Committee, the Secretary must enter the name, address, business name and other details of the new member in the register of members.
- 4/. A person becomes a member of the Association and, subject to rule 7(3c), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which:
 - a) The Committee approves the membership; or
 - b) the person pays the joining fee.
- 5/. A person ceases to be a member of the Association when his or her name is removed from the register of members because of resignation, expulsion, death, or other reason as determined by the Committee.

7/. General rights of Members

- 1/. A member of the Association who is entitled to vote has the right:
 - a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - b) to submit items of business for consideration by the Executive Committee and at a general meeting; and
 - c) to attend and be heard at general meetings; and
 - d) to vote at a general meeting; and
 - e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 23 (5); and
 - f) to inspect the register of members subject to rule 8 (2).

- 2/. A member is entitled to vote if:
 - a) the member is a member other than an associate member; and
 - b) more than 10 business days have passed since he or she became a member of the Association; and
 - c) the member's membership rights are not suspended for any reason.

- 3/. Associate members of the Association include:
 - a) any guest or second (or third etc) representative of any business, whose primary representative is the only representative of that business with any voting rights.
 - b) any other category of member as determined by the Committee or by resolution at a general meeting.
 - c) An associate member cannot hold office in the association, or vote, but may have other rights as determined by the Committee or by resolution at a general meeting.

- 4/. The rights of a member are not transferrable and end when membership ceases.

- 5/. A member may resign by notice given in writing to the Association by hand, mail or email etc, and is taken to have resigned if:
 - a) His or her notice has been accepted by the Committee.
 - b) Where no annual fee is in arrears.

- 6/. The Committee may take disciplinary action against a member, if it determines that the member:
 - a) Has failed to comply with these rules; or
 - b) Refuses to support the purposes of the Association; or
 - c) Has engaged in conduct prejudicial to the Association.

- 7/. The Committee reserves the right to reinstate any member whose membership has been determined in accordance with rule 7(6a,6b,6c), on such terms and conditions as it may think fit.

8/. Register of Members

- 1/. The Secretary and or Public Officer must keep and maintain a register of members that includes for each current member:
 - a) the members name, and business name,
 - b) the address for notice last given by member,
 - c) the date of becoming a member,
 - d) any other information determined by the Committee,
 - e) and for each former member, the date of ceasing to be a member.

- 2/. Any member may at a reasonable time, inspect the register of members, providing:
 - a) the request has been approved by the Committee, and
 - b) the Privacy Act provisions are fully complied with.

- 3/. The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

9/. Liabilities and Entitlements

- 1/. Any right, privilege or obligation of a person as a member of the Association:
 - a) is not capable of being transferred to another person; and
 - b) terminates when the person ceases to be a member of the Association.
- 2/. If the Association is wound up, each person who is or was a financial member of the Association within the period of 12 months immediately preceding the commencement of the winding up, is liable to contribute:
 - a) to the assets of the Association for payment of the liabilities of the Association; and
 - b) for the costs, charges and expenses of the winding up of the Association; and
 - c) for the adjustment of the rights of the contributors among themselves.
- 3/. Any liability under sub rule 2, is not to exceed \$5.00, along with any unpaid membership fees.
- 4/. If upon winding up of the Association there remains any property whatsoever in the bank account used to receive money, (after satisfaction of its debts and liabilities), the same shall not be paid to or distributed among the members of the Association, but shall be gifted to some other institution(s) having objectives similar to the Association, and is approved by the Commissioner for Taxation as being eligible.

10/. Fees and Subscriptions.

- 1/. The annual subscription, for a financial year of the Association, that is payable by members shall be \$100.00 or such other sum as the Executive Committee may from time to time determine.
- 2/. The annual fee for Associate members, for a financial year of the Association, that is payable by members on their associates behalf, shall be \$20.00 or such other sum as the Executive Committee may from time to time determine.
- 3/. If a member of the Association has not paid his or her annual subscription for a financial year of the Association, within 3 months after the first day of the financial year, or within 14 days of receiving notice from the Secretary or Public Officer that such fees are overdue, the Secretary or Public Officer may remove the members name from the Register of Members as maintained under rule 8 (1).
- 4/. Any arrears of subscription shall remain a debt due to and recoverable by the Association
- 5/. The Executive Committee shall have the power to reinstate a member whose membership has been determined in accordance with sub rule 3, on such terms and conditions as it may think fit.

11/. Membership Disputes

- 1/. The Executive Committee may expel a member of the Association if, in the opinion of the Committee the member is guilty of conduct detrimental to the interests of the Association.
- 2/. If after expulsion a member decides to appeal the Committee's decision, such appeal will be heard at a Special General Meeting of the Association, in a timely manner.
- 3/. If at the Special General Meeting a majority of the members present vote in favour of confirmation of the expulsion, the expulsion takes effect and the member ceases to be a member of the Association.

Part 3 - The Executive Committee

12/. Scope of Management

- 1/. The Executive Committee shall be responsible for the day to day management of the affairs of the Association, and has the power to do anything that appears to the Committee to be...
 - a) essential for the upholding of the principals and purposes of the Association; and
 - b) necessary for the proper management of the business and affairs of the Association.
- 2/. The Committee is collectively responsible for ensuring that the Association complies with the Act, and that individual members of the Committee comply with these Rules.
- 3/. Committee members must exercise their powers and discharge their duties with reasonable care and diligence:
 - a) in good faith in the best interests of the Association; and
 - b) for a proper purpose.
- 4/. Committee members and former committee members must not make improper use of:
 - a) their position; or
 - b) information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person, or to cause detriment to the Association.

13/. Composition and Membership of the Committee

- 1/. The Executive Committee shall comprise up to 7 members comprised of either:
 - a) President, Secretary, Treasurer, 2 members elected at the AGM and up to 2 persons coopted in accordance with sub rule 3.
 - b) President, Secretary/Treasurer, Public Officer, 2 members elected at the AGM and up to 2 persons coopted in accordance with sub rule 3.
- 2/. Members of the Executive Committee shall be elected by consensus resolution at each Annual General Meeting.
- 3/. The Executive Committee shall have the power to co-opt up to 2 other persons with the objective of ensuring that the Committee has appropriate knowledge and skills at its disposal. The term of such persons shall cease at the next AGM or earlier as determined by the Committee.
- 4/. The President shall preside at all meetings of the Executive, or in the Presidents absence, a committee member elected by the other committee members.
- 5/. All office bearers of the Association are to perform the duties normally ascribed to their positions, and as described within the Act.
- 6/. The offices of Secretary and Treasurer may, from time to time, be simultaneously held by the same person.

14/. Casual Vacancies and Removal of Committee Members

- 1/. Subject to rule 13(2), a Committee member holds office until all committee positions are declared vacant at the next AGM.
- 2/. A Committee member may resign from the Committee by written notice addressed to the Committee.
- 3/. A person ceases to be a Committee member, if he or she:
 - a) ceases to be a member of the Association.
 - b) dies .
 - c) becomes bankrupt or otherwise insolvent.
 - d) ceases to be ordinarily resident in Tasmania.
 - e) is absent from 3 consecutive Committee meetings without leave of absence from the Committee.
- 4/. The Committee may grant leave of absence from Committee meetings to any member, for a period not exceeding 3 months.
- 5/. The Committee may appoint an eligible member of the Association to fill a position on the Committee:
 - a) that has become vacant under sub-rule 2/ or 3/, or
 - b) was not filled by election at the last AGM.
- 6/. Any Committee member so appointed under rule 4/ is subject to rule 14 (1).

15/. Committee Meetings and Quorums

- 1/. The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- 2/. Notice of each Committee meeting, stating date, time and place, must be given to each Committee member no later than 7 days before the date of the meeting. The notice should also include the general nature of the business to be conducted.
- 3/. In cases of urgency, a meeting can be held without notice being given, provided that as much notice as is practicable is given to each Committee member by the quickest means suitable.
- 4/. The procedure and order of business at a Committee meeting may be determined by the Committee.
- 5/. A Committee member who is not physically present at a meeting may participate in the meeting by use of technology that allows the member and the other Committee members present at the meeting to clearly and simultaneously communicate with each other.
- 6/. A Committee member so using technology to participate in a meeting, is taken to be present at the meeting and any votes he/she makes, are taken to be made in person.
- 7/. The quorum for a Committee meeting is the presence (in person, or as allowed sub-rule 5/) of a majority of Committee members, not less than 3.

- 8/. The chairperson at all Committee meetings is the President. In his/her absence, a member of the Committee shall be elected to preside as chairperson by the members of Committee present at the meeting.
- 9/. The Committee must ensure that minutes are taken and kept of each:
 - a) Committee meeting.
 - b) Annual General Meeting
 - c) Any Special General Meeting where Association business is discussed or considered.
- 10/. A Committee member who has a material personal interest in any matter being considered by the Committee, must disclose the nature and extent of that interest to the Committee.
- 11/. The member in sub-rule 10/, must:
 - a) not be present while the matter is being considered at the meeting; and
 - b) must not vote on the matter.

16/. Voting and Decisions.

- 1/. On any question arising at a Committee meeting, each member present at the meeting has one vote, and the question shall be resolved by a simple majority of those present voting in favour.
- 2/. All questions arising at a meeting are to be determined by a show of hands. In the case of a tied vote, the chairperson shall have a second or casting vote.
- 3/. Voting by proxy is not permitted.

Part 4 - General Meetings of the Association.

17/. Annual General Meetings.

- 1/. The Association is to hold an Annual General meeting each year, to be held within 5 months of the end of the financial year, on any day the Executive Committee determines.
- 2/. The Annual General Meeting shall be specified as such in the notice convening it.
- 3/. The ordinary business of the Annual General Meeting shall be:
 - a) to confirm the minutes of the last preceding AGM.
 - b) to receive and consider the annual report of the Executive Committee.
 - c) to receive and consider the Financial report from the Treasurer, and any other report on transactions of the Association during the preceding financial year.
 - d) to elect the officers and appoint the committee members of the Association.
 - e) decided by at least 30% of the members entitled to vote, or a minimum of 5.
- 4/. The AGM may also conduct any other business of which notice has been given in accordance with these rules.
- 5/. The President of the Association shall preside over the AGM, or in his/her absence a person appointed by the Executive Committee as an interim Convener.

18/. Special General Meetings.

- 1/. Any general meeting of the Association, other than the AGM, may be a special general meeting.
- 2/. The Committee may convene a special general meeting of the Association at any time it thinks appropriate.
- 3/. No business other than that set out in the notice calling for the meeting may be conducted at a special general meeting. If, due to urgency or expediency, consideration of business other than that set out in the notice, is thought by Committee to be necessary, an exception can be agreed to by a majority of the members present.
- 4/. A request to convene a special general meeting may also be made by at least 30% of members of the Association entitled to vote; and:
 - a) must be received in writing by the Committee.
 - b) must state the reasons for the requisition.
 - c) must be signed by each of the members named in the requisition.
- 5/. A special general meeting called as in sub-rule 4, is to be:
 - a) held within 3 months after the date the original request was made.
 - b) convened in the same manner as a meeting convened by the committee.
 - c) any business must be decided by at least 30% of the members of the Association entitled to vote.
- 6/. With regard to these Articles of Association:
 - a) No rule shall be amended or replaced, nor any new rule made, except by agreement of 75% of the members entitled to vote at a Special General Meeting of the Association.
 - b) Matters to be considered under rule 6(a), may be considered at an AGM, prorogued and temporarily replaced by a Special General Meeting.
 - c) No other business other than the Rule change(s) are to be considered at the Special General Meeting, which must be closed after a decision is made, and the suspended AGM recommenced.
 - d) If three quarters of the members present at the meeting vote in favour, the changes are passed.
 - e) The Public Officer must notify CBOS of the amendments within one month by lodging a Notice of Special Resolution, and attaching a copy of the changes.

19/. Notices of General Meetings

- 1/. The Committee must provide to each member of the Association at least 21 days notice of any type of general meeting.
- 2/. The notice must:
 - a) specify the date, time and place of the meeting.
 - b) and indicate the general nature of each item of business to be considered at the meeting.

- 3/. A notice may be given by any or all of:
- a) in writing, sent to all members addresses.
 - b) an email sent to any email address nominated by each individual member.
 - c) published by way of an advert in a Tasmanian newspaper.
 - d) appearing on a website, or at an electronic address of the Association.
 - e) or given by any other means determined by the Committee, that is reasonably likely to ensure all members of the Association will be notified of the notice.

20/. Quorums, Voting, Chair Persons and Proxies.

- 1/. All business transacted at a general meeting is not to be transacted unless a quorum of members of the Association, entitled to vote, is present at the time the meeting considers that business.
- 2/. A quorum for the transaction of the business of a general meeting of the Association, is 30% of the members of the Association entitled to vote or a minimum of 5 members.
- 3/. If a quorum is not present within 30 minutes after the scheduled commencement time of a general meeting of the Association:
- a) in the case of a meeting convened at the request of members under rule 18.(4), the meeting must be dissolved. The business that was to have been considered at the meeting is taken to have been dealt with.
 - b) in any other case, the meeting is to be adjourned and reconvened within 21 days, at a time and place specified by the Committee.
 - c) if at a reconvened, previously adjourned meeting, a quorum is still not present the meeting is dissolved, and any business will be decided by the Committee.
- 4/. Any business conducted at a general meeting requiring a vote (except under rule 18/6(a), shall be determined by a simple majority of members present, at a time within the meeting determined by the chairperson.
- 5/. On any question arising at a general meeting of the Association, a member, (including the chairperson), has one vote only.
- 6/. In the event of an equality of votes cast on any matter, the chairperson has a second or casting vote.
- 7/. Use of technology by any member not present at a general meeting, to allow his/her participation at that meeting is not permitted.
- 8/. Voting by proxy at a general meeting is not permitted.
- 9/. At each general meeting of the Association, the chairperson is to be:
- a) the president of the Association; or
 - b) in the absence of the president, another officer of the Association; or
 - c) another member appointed by the Committee as facilitator for that meeting only.

Part 5 - Miscellaneous.

21/. Financial Matters

- 1/. The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other resources approved by the committee.
- 2/. All funds of the Association must be deposited into the financial account(s) of the Association no later than 1 week after their receipt.
- 3/. All electronic funds transfers, cheques, drafts, bills of exchange, promissory notes or other negotiable instruments must be signed or authorised by 2 members of the committee.
- 4/. The Executive Committee may approve expenditure on behalf of the Association.
- 5/. The committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the committee for each item on which funds are expended.
- 6/. The committee may pay a person or member of the Association:
 - a) remuneration in return for services rendered to the Association, or for goods supplied to the association in the ordinary course of business of the person or member.
 - b) remuneration that constitutes a reimbursement for out of pocket expenses incurred by the person or member for any of the objects or purposes of the Association.

22/. Financial Records and Audits

- 1/. The Association must keep financial records that:
 - a) correctly record and explain its transactions, financial position and performance, and
 - b) enable financial statements to be prepared as required by the Act.
- 2/. The Association must retain the financial records for 7 years after the transactions covered by the record are completed.
- 3/. The Treasurer must keep in his/her custody or control, all the financial records and general records connected with the business of the Association, or any other records as authorised by the committee, in a form and manner the committee determines.
- 4/. For each financial year the committee must ensure that the requirements under the Act relating to financial statements are met and that all such statements are certified by the committee before being submitted to the AGM and then lodged with the Commissioner along with the annual fee.
- 5/. For any financial year that the Association is exempt from the requirement to be audited by virtue of the Act, an auditor is not required to be appointed for that financial year, unless the Association at an AGM elects to have that years financial affairs audited in accordance with the Act.

23/. General Matters

- 1/. The Association may have a common seal.
- 2/. If the Association has a common seal:
 - a) the name of the Association must appear in legible characters on the common seal;
 - b) a document may only be sealed with the common seal by the authority of the committee, and the sealing must be witnessed by the signatures of two committee members;
 - c) the common seal must be kept in the custody of the Secretary.
- 3/. The registered address of the Association is:
 - a) the address determined from time to time by resolution of the Committee; or
 - b) if the Committee has not determined an address to be the registered address, the postal address of the secretary.
- 4/. Any notice required to be given or received, by or from a member or committee member under these rules may be given:
 - a) by handing the notice to the member personally; or
 - b) by email; or
 - c) by sending the notice by post to the address recorded for the member on the register of members, or sent to the registered address of the Association; or
 - d) in the case of an urgent meeting notice, by phone or SMS.
- 5/. Members may on request inspect free of charge:
 - a) the register of members, subject to rule 8/(2);
 - b) the minutes of all Association meetings;
 - c) subject to rule 8/(3), the financial records, books, securities and any other relevant document of the Association.
 - d) for the purposes of this rule relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association.
- 6/. The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- 7/. The Association may be wound up voluntarily by special resolution.
- 8/. 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.
- 9/. Subject to the Act or any court order made under 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.
- 10/. The body to which the surplus assets are to be given must be decided by special resolution.
- 11/. These Rules may only be altered by special resolution of an SGM of the Association. Any alteration to these Rules does not take effect unless or until it is approved by the Commissioner.


24/ Signatories

These Rules were approved by the Executive Committee, this 11th October 2019


and adopted by special resolution at the AGM of the Association on

Signed by:

Mick Dudgeon..........President

Tracey Jones..........Secretary / Treasurer

Anthony Davis..........Public Officer

Phil Dunham..........Committee Member

Kerry Vincent..........Committee Member