**Incorporated Organisations Registration Number: A0032560Y**

****

**Incorporated Organisations Registration Number: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

Constitution

***Table of Contents***

**Rule Number Page**

1. Name 4
2. Interpretation 4
3. Purposes 5
4. Membership of the Organisation 6
5. Emeritus Members 7
6. Register of Members 7
7. Grievance Procedure 7
8. Resignation of a Member 8
9. Annual General Meetings 9
10. Special General Meetings 10
11. Notices of Meetings 10
12. Proceedings at Meetings 11
13. Adjournment of General Meetings 11
14. Record of Voting 12
15. Voting at any meetings of members 12
16. A Poll at any meetings of members 12
17. Proxy Voting 13
18. Board of Directors 13
19. Membership of the Board of Directors 14
20. Election of the Board of Directors 15
21. Vacancy on the Board of Directors 16
22. Proceedings of the Board of Directors 16
23. Removal of a Member of the Board of Directors 17
24. Secretary 17
25. The Common Seal 18
26. Alteration and Amendments to this Constitution 18
27. Notices 18
28. Custody and Inspection of Books and Records 19
29. Indemnity of Directors of the Organisation 19
30. Funds 19
31. Winding up or Conclusion 20
32. Trading Clause 20

***1. Name***

1.1 The name of the Organisation is **Small Enterprise Organisation of Australia and New Zealand (SEAANZ)** (in this Constitution called “the Organisation”).

1.2 The current address of the Organisation is:

Suite 1/12 Maroondah Hwy Ringwood Victoria 3134

***2. Interpretation***

2.1 In this Constitution, unless the contrary intention appears:

The “**Act**” means Associations Incorporation Act 1981 and the Associations Reform Act 2012.

**“Board”** means the Board of Directors of the Organisation. The words “Board” and “Board of Directors” are interchangeable.

**“Chair**” means the person elected at an Annual General Meeting to the Chair’s position on the Board of Directors of the Organisation. The Chair is also a Director of the Organisation. If the Chair is unable to fulfil his/her duties as Chair, the Deputy Chair will deputise for him/her.

“**Deputy Chair(s)**” means a person(s) elected at an Annual General Meeting to the Deputy Chair’s position on the Board of Directors of the Organisation. The Deputy Chair is also a Director of the Organisation.

**“Secretary”** means a person elected at an Annual General Meeting as the Secretary of the Organisation. The Secretary is also a Director of the Organisation.

**“Treasurer”** means a person elected at an Annual General Meeting as the Treasurer of the Organisation. The Treasurer is also a Director of the Organisation.

**“Director”** means a person duly elected to the Board of Directors at an Annual General Meeting or appointed by the Board of Directors to fill a casual vacancy on the Board.

“**Financial year**” means the year ending on 30 June.

**“Special General Meetings**” means meetings of members convened by the Secretary to bring forward special business as determined by the Board or on the requisition of not less than 5% of the number of members of the Organisation.

**“Grievance Committee”** means a sub-committee comprising the Chair of the Organisation, a Deputy Chair, and one other Director, to be responsible for resolving any grievances that may affect members of the Organisation or the Organisation itself.

“**Member**” means a member of the Organisation. Unless otherwise stated the word “member” also means “Emeritus Member ”.

**“Emeritus Member”** also means a member of the Organisation.

2.2 In this Constitution, a reference to the Secretary of the Organisation is a reference to the person who holds office under this Constitution as Secretary of the Organisation.

2.3 Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation of Regulations Act 1984 and the Act each as in force from time to time.

***3. Purposes***

3.1 SEAANZ will provide high quality research, information and support to the small business community, government and agencies.

3.2 SEAANZ will operate as an independent not-for-profit volunteer based Organisation that is dedicated to assisting small businesses to achieve their full potential.

3.3 SEAANZ will also seek to become widely recognised as a highly effective and professional organisation that offers independent research, support and information for small businesses.

3.4 SEAANZ will do all things incidental or conducive to the attainment of the foregoing purposes and the exercise of the powers of the Organisation for the benefit of the Organisation.

***4. Membership of the Organisation***

4.1 A person who applies for membership and is approved for membership of the Organisation is eligible to be a member of the Organisation. Annual must be current in order to have voting rights.

4.2 A person seeking admission as a member of the Organisation shall on payment of the annual membership fee, where required, will submit an Application for Membership to the Chair who, upon undertaking satisfactory enquiries as to the applicant’s suitability for membership, shall add their names to the membership register and afford them all rights and entitlements of membership

4.4 It is a condition of membership of the Organisation that:

(a) all new members upon joining the Organisation will be required to sign and abide by the Organisation’s Code of Ethics.

4.5 Members, who in the opinion of the Chair, or in the absence of the Chair, the Deputy Chair –

(a) do not uphold the Organisation’s Code of Ethics, or

(b) engage in conduct that in their opinion could bring the reputation of the Organisation into disrepute.

will –

(i) have their names removed immediately from the Register of Members, the Organisation’s website and its email mailing list,

(ii) be immediately disqualified from further activity with the Organisation,

4.6 Termination of a member from the Organisation is to be advised to the Board at the Board meeting subsequent to the termination.

***5. Emeritus Members***

5.1 The Board may appoint a member who, in the opinion of the Board, has rendered distinguished and outstanding service to the Organisation, as an Emeritus Member.

5.2 Whilst Emeritus members are not eligible to seek appointment as a Director of the Organisation all Emeritus Members are accorded full voting rights at any meetings of the Organisation.

5.3 Emeritus Members will be encouraged to offer support to other members when necessary and to participate as fully as they are able in the affairs of the Organisation.

***6. Register of Members***

6.1 The Secretary shall maintain a register of members in which shall be entered the full name, residential address, telephone numbers and email address of each member of the Organisation.

***7. Grievance Procedure***

7.1 The grievance procedure set out herein applies to disputes between:

(a) a member and another member; or

(b) a member and the Organisation.

7.2 A “Grievance Committee” comprising the Chair ,the Deputy Chair and one member from the membership of the Organisation is charged with the responsibility to resolve any grievances that may affect members of the Organisation or the Organisation itself.

7.3 In the event that a member of the Grievance Committee becomes a party to a particular dispute to be considered by the Committee then that person or persons will absent himself/herself/themselves from the Committee for the particular matter being considered and the Secretary of the Organisation will seek to replace the absented committee member or members from the membership of the Organisation.

7.4 In the event that the Secretary is unable to obtain replacement committee member(s) then the matter must be referred to the Board for final determination as in clause 7.8 below. If the particular dispute involves a Board member or members, then that Director or Directors must absent himself/herself/themselves from any Board consideration of the dispute.

7.5 If a member has a grievance against either another member or the Organisation, the aggrieved member shall state the grievance, giving particulars of the grievance and the relief the member seeks, in written form to the Chair.

7.6 If the Organisation has a grievance against a member, the Chair shall cause a written notification of the grievance (with particulars and relief) to be delivered to the member.

7.7 Within seven days after receiving notification of a grievance from a member, or after giving notice of a grievance by the Organisation to a member (as the case may be) the Grievance Committee shall meet with all parties to the dispute to discuss the matter in dispute and if possible, resolve the dispute.

7.8 In the event that the dispute is not resolved at the meeting referred to in 7.6 above, then within one month after receiving notification of a grievance from a member, or after giving notification of a grievance by the Organisation to a member (as the case may be), the Grievance Committee shall cause a copy of the grievance and any other material supplied by either party to the dispute to be placed before the Board.

7.9 The Board at its next meeting following receipt of the grievance and other material referred to in 7.7 shall then consider such material and decide upon any action to be taken in respect of the dispute. The Board’s decision in concluding the matter will be final.

***8. Resignation of a Member***

8.1 A member of the Organisation may resign from the Organisation by giving notice in writing to the Secretary of his/her intention to resign and upon acceptance of the resignation by the Chair the resignation will become effective immediately.

8.2 Upon the resignation becoming effective the Secretary shall make an entry in the Register of Members recording the date on which the member ceased to be a member and remove the member’s name and details from the Register of Members, the Organisation’s database, website and mailing list.

***9. Annual General Meetings***

9.1 The Organisation shall in each calendar year convene an Annual General Meeting of its members.

9.2 The Annual General Meeting shall be held on such day as the Board determines.

9.3 The Annual General Meeting shall be specified as such in the notice convening it.

9.4 The ordinary business of the Annual General Meeting shall be:

(a) to confirm the minutes of the last preceding Annual General Meeting.

(b) to receive from the Chair and the Executive Officers reports upon the business of the Organisation since the last Annual General Meeting; and

(c) to elect from the ranks of the membership of the Organisation, a Board of Directors for the ensuing year of up to ten persons with a minimum of 5 persons

(d) to receive and accept the audited financial statements, including details of income and expenditure incurred by the Organisation and Balance Sheet of the Organisation, for the financial year preceding the Annual General Meeting

9.5 The Annual General Meeting may transact special business of which notice is given in accordance with this Constitution.

9.6 The Annual General Meeting shall be in addition to any other Special General Meetings that may be held from time to time.

***10. Special General Meetings***

10.1 The Board may convene a Special General Meeting of the Organisation in order to bring forward special business as determined by the Board or on the requisition in writing of members representing not less than 5% of the total number of members.

10.2 The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the Secretary at the Organisation’s registered address and may consist of several documents in a like form, each signed by one or more of the members making the requisition.

10.3 If the Board does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Secretary at the Organisation’s registered address, the members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.

10.4 A Special General Meeting convened by members pursuant to these rules shall be convened in the same manner as near to as possible as that in which those meetings are convened by the Board.

10.5 If a meeting is requisitioned and none of the business for which it is requisitioned shall be adopted by the Organisation at the requisitioned meeting, then the members who requisitioned shall bear the expenses of the meeting and its calling and requisitioning.

10.6 A Special General Meeting may be combined with a Members Information Session. Where this is the case the Special General Meeting will be minuted and closed prior to the Members Information Sessions commencing.

***11. Notices of Meetings***

11.1 The Secretary of the Organisation shall, at least 21 days before the date fixed for holding an Annual General Meeting or a Special General Meeting, cause to be sent via email to each member and each Emeritus member who has access to the email electronic mail system a notice stating the place, date and time of the meeting and will invite members and Emeritus members to advise any matters they may wish to have included on the agenda for the meetings.

11.2 A member or an Emeritus member desiring to bring any business before an Annual General Meeting or a Special General Meeting may give detailed notice of that business by email to the Secretary not less than 14 days before the date fixed for the holding of the meeting to the Secretary, who shall include that business on the agenda for the meeting.

11.3 The Secretary of the Organisation will, seven days before the scheduled meeting, send via email to each member and Emeritus member who have access to the email electronic mail system, an agenda of the business to be transacted at the meeting, including items submitted by members or Emeritus members.

***12. Proceedings at Meetings***

12.1 No item of business shall be transacted at any meetings of members unless a quorum of members is present during the time when the meeting is considering that item.

12.2 50% of Directors plus 1, personally present constitute a quorum for the transaction of the business at any meeting of members.

12.3 If within half an hour after the appointed time for the commencement of a meeting of members a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved and in any other case shall stand adjourned to another date (not more than one month later), time and place to be determined by the Secretary.

***13. Adjournment of General Meetings***

13.1 The Chair of a meeting of members at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

13.2 Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.

13.3 Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

***14. Record of Voting***

14.1 A question arising at a meeting of members of the Organisation shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chair that a resolution has, on a show of hands, been carried unanimously or carried by a particular majority, or lost and an entry to that effect in the minutes of the Organisation is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

***15. Voting at any Meeting of Members***

15.1 Upon any question arising at a meeting of members of the Organisation, a member has one vote only.

15.2 All votes shall be given personally or by proxy.

15.3 In the case of an equality of voting on a question, the Chair of the meeting is entitled to exercise a second or casting vote.

***16. A Poll at any Meeting of Members***

16.1 If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chair may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

16.2 A poll that is demanded on the election of a Chair or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chair may direct.

***17. Proxy Voting***

17.1 A member may appoint another member as his or her proxy to vote and speak on his or her behalf at any Annual General Meetings or Special General Meetings of the Organisation.

17.2 The appointment of a proxy must be in writing and signed by the member making the appointment. All proxies must be received by the secretary 7 days before the meeting

17.3 The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.

***18. Board of Directors***

18.1 The affairs of the Organisation shall be managed by the Chair appointed by the Board of Directors with oversight provided by the elected Board of Directors.

* 1. The Board of Directors will –
1. Create and review a statement of mission and vision that articulates the Organisation’s goals and aspirations and review and approve a Strategic Plan and a Business Plan.
2. Undertake an internal review at least annually of the performance of the Board against the performance measurements of the Organisation and the adherence by all Board members to the Organisation’s Corporate Governance Policy.
3. Ensure that the performance of all Board members is reviewed at least annually by the Chair and Deputy Chair to ensure that all members are in compliance with the Organisation’s Corporate Governance Policy and with any deficiencies addressed with the respective members.

(d) Select a Secretary to manage the administration and support that person to ensure that the Secretary has the moral and professional support he or she needs to further the goals of the Organisation.

(e) Actively participate in strategic, financial and business planning processes and monitor the performance of each of those plans.

(f) Monitor and strengthen programs and services being offered by the Organisation consistent with the Organisation’s purposes and mission and monitor their effectiveness.

(g) Ensure that the Organisation has adequate financial resources to fulfil its goals and aspirations and ensure that assets of the Organisation are properly protected by way of effective financial controls.

(h) If appropriate, permit the Organisation to become engaged in activities other than networking providing that such activities are deemed by the Board to have benefit for the Organisation, have effective Board financial oversight and the assets, funds and reputation of the Organisation are within reasonable bounds protected from financial and/or reputational risk and in line with the values of the organisation.

***19. Membership of the Board of Directors***

19.1 The Board of Directors of the Organisation shall comprise -

* a Chair;
* a Deputy Chair Governance;
* a deputy Chair Small Business;
* a Secretary;
* a Treasurer;

and up to five additional members to form a Board of Directors of up to ten members in all.

19.2 All members of the Board will be known as Directors of the Organisation.

19.3 Members seeking to be elected to the Board must meet the criteria for Board membership as detailed in the Board Membership Policy document.

19.4 A ballot for members who seek to be elected or re-elected to the Board will be held at each Annual General Meeting.

19.5 In the event of a casual vacancy occurring during the elected term of office, the Board may appoint a member of the Organisation to the vacant office and the member so appointed may serve until the next Annual General Meeting at which the appointed person may seek to be formally elected to the Board.

***20. Election of a Board of Directors***

20.1 Nominations of candidates for election to the Board of Directors:

a) shall be in writing on the Board Directors Nomination form, signed by two members of the Organisation one of whom must be a current director(which may be endorsed on the form of nomination); and

b) shall be delivered to the Secretary of the Organisation at the registered address of the Organisation not less than twenty one days before the date fixed for the holding of the Annual General Meeting.

20.2 If the number of nominations is less than or equal to the number of positions to be filled, the names of the persons nominating for those positions will be submitted to the members at the Annual General Meeting for election to the Board.

20.3 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

20.4 The ballot for the election of Directors of the Board shall be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.

***21. Vacancy on the Board of Directors***

21.1 A Board of Directors position will become vacant if the member:

(a) ceases to be a member of the Organisation;

(b) resigns from the Board but remains a member of the Organisation, or

(c) becomes insolvent under administration within the meaning of the Corporations Law,

(d) in the opinion of the majority of Board members consider the member’s actions have brought the reputation of the Organisation into disrepute and is removed from the Board.

21.2 In the event that the Board or members of the Board have a grievance against another member of the Board the Grievance Committee will become engaged to consider the grievance in terms of Clause 7.6 of the Grievance Procedure.

***22. Proceedings of the Board of Directors***

22.1 The Board shall meet at least six times in each year at such place and such times as the Board may determine.

22.2 Special meetings of the Board may be convened by the Chair or by any five of the Directors of the Organisation.

22.3 Notice shall be given to the Directors of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

22.4 50% plus 1 of Directors will constitute a quorum for the transaction of the business of a meeting of the Board.

22.5 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses

22.6 At meetings of the Board Directors:

a) the Chair or, in his/her absence, the Deputy Chair shall preside;

or

b) if the Chair and the Deputy Chair are absent, such one of the remaining Directors as may be chosen by the Directors present shall preside.

22.7 Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined on a show of hands.

22.8 Each member present at a meeting of the Board or of any sub-committee appointed by the Board including the person presiding at the meeting is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

22.9 Written notice of each Board meeting shall be served on each Director via email at least seven business days before the date of the meeting.

***23. Removal of a Member of the Board of Directors***

23.1 Following a determination by the Grievance Committee of a grievance involving a member of the Board, if the Board also determines that the said Board member caused or was responsible for the grievance, a majority of the Board may elect to remove that Director before the expiration of his/her term of office and appoint another member in his/her stead to hold office until the date of the next Annual General Meeting.

***24. Secretary***

24.1 The Secretary of the Organisation shall keep minutes of the resolutions and proceedings of each General Meeting and each Board meeting in books or in electronic form provided for that purpose together with a record of the names of persons present at such meetings.

***25. The Common Seal***

25.1 The Common Seal of the Organisation shall be kept in the custody of the Chief Executive Officer at the registered office of the Organisation.

25.2 The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures of two Directors of the Organisation.

***26. Alterations and Amendments to this Constitution***

26.1 This Constitution shall not be altered except by Special Resolution of an Annual General Meeting or a Special General Meeting.

26.2 A special resolution is passed at a meeting if the vote in favour of the resolution exceeds 75% of the total number of votes cast by members who are either present at the meeting or by proxy if not present at the meeting.

26.3 A resolution is not to be considered to have been passed as a special resolution under sub-section (27.2) unless not less than 21 days’ notice has been given in accordance with the Constitution to all members of the Organisation specifying the intention to propose the resolution as a special resolution.

26.4 At any meeting at which a special resolution is submitted, a declaration by the Chair that the resolution has been carried is conclusive proof of the fact unless a poll is demanded

***27. Notices***

27.1 All members of the Organisation (except Emeritus members) are required to be connected to the electronic mail (email) system and any notices to members served by or on behalf of the Organisation will be delivered by this means. The date and time of transmission of the notice as recorded in the electronic mail system will determine that the notice has been properly delivered.

***28. Custody and Inspection of Books and Records***

28.1 All books, documents and securities of the Organisation will be retained under the control of the Secretary at the registered address of the Organisation and members may on request inspect free of charge-

(a) the register of members,

(b) the minutes of general meetings,

(c) subject to Clause 29.2, the financial records, books, securities and any other relevant document of the Organisation, including minutes of Committee meetings.

28.2 The Chair may refuse to permit a member to inspect records of the Organisation that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Organisation

***29. Indemnity Fund for Directors of the Organisation***

29.1 To the full extent permitted by law the Organisation shall indemnify a person who is or has been a Director of the Organisation against any liability incurred by the person to another person (other than the Organisation) unless the liability arises out of conduct involving a lack of good faith.

***30. Funds***

30.1 The funds of the Organisation shall be derived from grants, donations, fees and other such sources as the Board from time to time determines.

30.2 The Secretary of the Organisation must –

(a) Ensure that all moneys due to the Organisation are duly collected and all payments due by the Organisation are duly paid within appropriate commercial terms,

(b) Ensure that proper books of account are maintained to show the proper state of the financial affairs of the Organisation at all times.

30.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Directors of the Organisation or otherwise as the Board may decide.

30.4 Any payments made through internet or other electronic banking facilities must be authorised by two separate, independent password holders in accordance with authorities issued by the Board.

30.5 The Treasurer of the Organisation will be responsible for providing proper oversight of the financial affairs of the Organisation including preparation of statutory financial accounts or other financial reports required by the Board from time to time.

30.6 Following the end of each financial year the financial affairs will be subjected to an audit by a suitably qualified auditor and an audit opinion will be issued no later than 31st October each year on the letter head of the accounting firm conducting the audit and will be contained in the annual statutory financial statements of the Organisation.

***31. Winding up or Conclusion***

31.1 In the event of the winding up of the Organisation or the cancellation of the incorporation of the Organisation, the assets of the Organisation shall be disposed of in accordance with the provisions of the Act.

***32. Trading Clause***

32.1 The Organisation is authorised to trade under Section 51 of the Associations Incorporation Act 1981