



CONSTITUTION

1 TITLE

1.1

The Group shall be called Mount Barker Business Group Incorporated, hereafter to be referred to as “MBBG”.

2 OBJECTS and POWERS

2.1

MBBG is a non-profit, community-based business organisation for business owners and managers in the Adelaide Hills area.

2.2

To promote, advertise, refer clients, build, create leads and network each other’s local business to as many people as possible, for the benefit of each individual business member.

2.3

To contribute and invest in a positive and pro-active manner to the local community in any way possible.

2.4

For the purpose of carrying out its objects MBBG may, subject to the Associations Incorporated Act 1985 as amended, and its rules-

- a) Acquire, hold, deal with, and dispose of, any real or personal property; and
- b) Administer any property on trust; and
- c) Open and operate ADI accounts; and
- d) Invest its moneys-
- e) In any security in which trust moneys may, by Act of Parliament, be invested; or
- f) In any other manner authorized by the rules of the association; and

- g) Borrow money upon such terms and conditions as the association thinks fit; and
- h) Give such security for the discharge of liabilities incurred by the association as the association thinks fit; and
- i) Appoint agents to transact any business of the association on its behalf; and
- j) Enter into any other contract it considers necessary or desirable.

3 MEMBERSHIP

3.1

a) MBBG membership is open to any business owner having their own ABN or a named representative of such business in the Adelaide Hills Area.

All applications shall be in writing to the Committee.

In the event of any objection being raised by any existing Member to the Committee, the Committee shall consider the Application and make a decision on the Application.

3.2

b) MBBG membership is open to any individual who may be an employee of a business situated in the Adelaide Hills area who although not an owner or representative of an owner shall in the opinion of the Committee be a person who will contribute to the strength and diversity of the membership, and adhere to the ideals set out in clause 3.8 herein.

This category of membership rests with the individual named member rather than the business in which they may be employed and shall not be transferable to any other person within any such business.

There shall at any time only be one (1) person from any such business as a member in this category at any point in time.

Any business having a member under clause 3.1 a) shall not at any time be entitled to have a member under this clause 3.1 b).

All applications shall be in writing to the Committee. In the event of any objection being raised by any existing Member to the Committee, the Committee shall consider the Application and make a decision on the Application.

3.3

All members who are financial members of the Association at the commencement of the 2018 AGM shall be entitled to remain as members of the association.

3.4

Membership of MBBG shall be open to any qualifying business in accordance with this clause completing a membership application form and paying the relevant membership fees including contribution to meeting expenses as determined by the Committee from time to time.

Membership may be cancelled by the Committee if any invoice issued by MBBG is not paid within sixty (60) days of the issue of such invoice.

3.5

There is only one class of membership available: Full Membership

3.6

Membership can be cancelled by the business owner at any time with written notice to a committee member.

3.7

Members agree to:

- Attend fortnightly meetings at a local business in the Adelaide Hills area. Missing three consecutive meetings will result in automatic review of membership by the group at the next meeting. Notification of meetings shall be on the MBBG website or via email.
- If a member is absent from his or her place of employment due to sick leave on the day of a meeting then this shall not be counted as a missed meeting.
- A member may seek from the Committee (either before or after a missed meeting) a leave of absence in the event of holidays, family commitments or for reasons of ill health which may be approved by the Committee for such periods of time as the Committee deems fit.
- Actively promote and refer other members businesses that are part of MBBG where ever possible and at all times when possible.
- Keep the spirit of the MBBG alive by acting in a proactive and positive way when upholding the MBBG concept of business networking.
- Act in a business manner at all times when networking, referring other members businesses and discussing the MBBG.
- Actively seek and recruit new members if possible and if memberships are available for that type of business.
- All decisions, disputes, votes, concepts, ideas and directions of the MBBG being resolved by a membership vote and that the majority vote will be final (in the event of a tied vote, clause 7.6 applies), excluding alterations to the MBBG constitution.
- Stay council, politically, government and religious neutral for the benefit of the club.
- Act in the best interests of the MBBG, the community, fellow members, their businesses and their staff.
- If a member sells their business they are to notify the committee in writing and also advise if the new owner would like to continue with the membership. If the new owner wants to be a member they are required to complete a MBBG application form and submit to the group for consideration.

- Have their business contact details on the MBBG website. www.mbbg.com.au
- Membership may be cancelled and revoked if the membership conditions are not met by majority vote of the members at a meeting.
- Actively be involved in advertising and marketing at a group level to promote each business and the MBBG.

4 OFFICERS

4.1

The Office holders of the MBBG shall be as follows:

- Chair
- Deputy Chair
- Secretary/ Minutes Secretary
- Treasurer
- Membership Coordinator
- Website Coordinator
- Social Function Coordinator
- Meeting Coordinator
- Publicity, Networking and Sponsorship Coordinator
- Community Project Coordinator

4.2

It is permissible for any one member to combine two (2) or more of the roles in 4.1 above if that is the wish of the members at an Annual General Meeting.

4.3

From time to time, the membership may determine to elect one or more auxiliary members as members of the Committee in order to undertake a specific task or tasks with such positions to hold office on such terms and conditions as may be recommended by the Committee from time to time.

5 ELECTION OF OFFICERS

5.1

All Officers shall be elected at the Annual General Meeting of the MBBG, from, and by, the Members of the MBBG.

5.2

All Officers are elected for a period of one year, but may be re-elected to the same office or another office the following year.

5.3

In the event an Office holder dies, resigns or their membership is cancelled, their role shall be filled from the ranks of the Committee as a casual vacancy only for the balance of that year until the holding of the next AGM.

6 GENERAL COMMITTEE

6.1

The affairs of the MBBG shall be controlled by a General Committee comprising of the Officers elected from, and by, the Full Members of the MBBG.

The General Committee shall meet at agreed intervals and not less than two times per year. The election shall be in accordance with clause 7.4.

6.2

The duties of the General Committee shall be:

- To control the affairs of the MBBG on behalf of the Members and to maintain a Register of Members.
- To keep accurate accounts of the finances of the MBBG through the Treasurer. These should be available for reasonable inspection by Members and should be audited before every Annual General Meeting.
- The MBBG shall maintain a bank current account and the following Officers shall be authorised to sign MBBG cheques: either two from the Chairperson and/or Treasurer and/or Secretary.
- To co-opt additional members of the Committee as the Committee feels this is necessary. Co-opted members shall not be entitled to a vote on the Committee.
- To make decisions on the basis of a simple majority vote. In the case of equal votes, the Chairperson shall be entitled to an additional casting vote.

6.3

A quorum for a Committee Meeting shall be 2/3 of the elected Committee Officers of the MBBG including one (1) from the Chairperson or Deputy and Secretary and/or Treasurer.

7 GENERAL MEETINGS

7.1

The Annual General Meeting of the MBBG shall be held not later than the end of October each year.

Twenty-one (21) clear days written notice shall be given to Members of the Annual General Meeting by circulating a copy of the notice to every member by email or post.

Members must advise the Secretary in writing of any business to be moved at the Annual General Meeting at least 14 days before a meeting.

The Secretary shall circulate or give notice of the agenda for the meeting to Members not less than 7/14 days before the meeting.

7.2

The business of the Annual General Meeting shall be to:

- Confirm the minutes of the previous Annual General Meeting.
- Receive the audited accounts for the year from the Treasurer.
- Receive the annual report of the Committee from the Secretary.
- Elect an auditor for the next year (if required).
- The auditor cannot be the same person or member who holds the Treasurers position.
- Elect the Officers of the MBBG (i.e. Chairperson; Secretary; Treasurer and the other General Committee Members).
- Review MBBG subscription rates and agree on them for the forthcoming year.
- Transact such other business received in writing by the Secretary from Members 14 days prior to the meeting and included on the agenda. NOTE: The agenda could provide for “Any Other Business”, but Members should be encouraged to refer other items to the General Committee and give the required notice for important Annual General Meeting business.

7.2

Special General Meetings may be convened by the General Committee or on receipt by the Secretary of a request in writing from not less than five (5) Full Members of the MBBG within 21 days notice of the meeting shall be given.

Decisions made at such meetings shall be called “Special Resolutions”.

7.3

Nomination of candidates for election of Officers shall be made in writing to the Secretary at any time up until immediately prior to the vote.

Every financial Member shall submit a Committee Nomination Form no later than immediately prior to the vote at the AGM.

7.4

At all General Meetings, the chair will be taken by the Chairperson or, in their absence, by a deputy appointed by the MBBG or by Full Members attending the meeting.

7.5

Decisions made at a General Meeting shall be by a simple majority of votes from those Full Members attending the meeting.

Proxy votes shall not be allowed.

In the event of equal votes, the Chairperson shall be entitled to an additional casting vote. Decisions made at these meetings are called “Ordinary Resolutions”.

7.6

A quorum for a General Meeting shall be five (5) Full Members and two (2) Officers of the MBBG including one (1) from the Chairperson; Secretary and Treasurer.

7.8

Each Full Member of the MBBG shall be entitled to one vote at General Meetings.

8 ALTERATIONS TO THE CONSTITUTION

8.1

Any proposed alterations to the MBBG Constitution may only be considered at an Annual or Special General Meeting, convened with the required written notice of the proposal.

Any alteration or amendment must be proposed by a Full Member of the MBBG and seconded by another Full Member.

Such alterations shall be passed if supported by not less than two-thirds of those Full Members present at the meeting, assuming that a quorum has been achieved.

9 DISSOLUTION

9.1

If at any General Meeting of the MBBG, a resolution be passed calling for the dissolution of the MBBG, the Secretary shall immediately convene a Special General Meeting of the MBBG to be held not less than one month thereafter to discuss and vote on the resolution.

9.2

At a special General Meeting called pursuant to 9.1, members may vote to wind up MBBG by passing a special resolution.

“special resolution” means-

- a) a resolution passed at a duly convened meeting of the members of the MBBG if
 - i. At least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the MBBG; and
 - ii. It is passed at a meeting referred to in this paragraph by a majority of not less than three quarters of such members of the MBBG being entitled to do so, vote in person. Proxy votes are not allowed.

9.3

After discharging all debts and liabilities of the MBBG, the remaining assets shall not be paid or distributed amongst the Full Members of the MBBG, but shall be given or transferred to some other voluntary organization having objects similar to those of the MBBG.

9.4

After winding up the MBBG the remaining, if any, profits or assets shall be donated to a charity which has been voted on and agreed to by 2/3 of the members present at the last and final meeting.

10 FINANCIALS

10.1

The MBBG will conduct for the purposes of Australian Taxation laws its financial report year to be 1st July to 30th June each calendar year.

10.2

The MBBG will apply and be registered for G.S.T. at the appropriate time if needed.

10.3

The MBBG will appoint a bookkeeper or accountant to administer the records of the group.

10.4

The financial administrator will provide a quarterly report to the committee to review and this report will be available to any member upon written request.

10.5

All financial reports should be considered private and confidential at all times.