

**WHEATBELT BUSINESS NETWORK (INC)
CONSTITUTION**

1. NAME

The Association shall be known as the WHEATBELT BUSINESS NETWORK (Inc).

2. DEFINITIONS

In these Rules:

Association means the Wheatbelt Business Network (Inc)

Network means the Wheatbelt Business Network (Inc).

Member means a Network member who has paid their annual membership fee

Committee means the Committee of the Network elected and/or appointed in accordance with or by these Rules

Executive Officer means a voluntary or paid staff member of the Network

Annual General Meeting means the Annual General Meeting of the Network held annually

General Meeting means all meetings of the Network other than an Annual General Meeting or Committee Meeting and convened in accordance with these Rules.

Chairperson means the person presiding in relation to the proceedings at a Committee meeting, Annual or General meeting

Financial Year means from the 1 January to the 31 December

Wheatbelt region means the region as defined by the Wheatbelt Development Commission boundaries.

Auditor means such person qualified as an auditor, in accordance with the Act, as the Network may from time to time appoint.

Simple majority means a Resolution of members which has been passed by not less than 50% of voting members plus one (1) vote.

Special resolution means a Resolution of members when it has been passed by a majority of not less than 75% of such members being entitled to vote in person at any meeting.

The Act means the Associations Incorporation Act of 2015

3. OBJECTS

The objects of the Wheatbelt Business Network (Inc) are to;

- a) provide opportunities for members to network, share information and skills, attend professional development and mentor each other and others in the Wheatbelt
- b) to strengthen community and business networks
- c) to advance professional women, entrepreneurship and business growth in the Wheatbelt
- d) to deliver economic development initiatives as a group or on behalf of partners to our members and the Wheatbelt
- e) to collect information regarding matters of interest to businesses and the community

4. QUALIFICATIONS OF MEMBERSHIP

4.1 Types of Membership

Membership of the Network is open to any natural person, business, local government, incorporated group or other legal entity directly or indirectly engaged in business in the Wheatbelt of Western Australia. The Committee shall determine the types of membership annually

4.2 Eligibility of membership

The following eligibility criterion is necessary for membership of the Network -

- a) The member must be an organisation or agency working in and/or servicing the Wheatbelt region, with an ABN and
- b) support the objects of the Network and
- c) agrees to be bound by the rules of the Network and
- d) applies for membership in writing (application form) and
- e) upon acceptance by the Executive Officer and reviewed by the Committee
- f) pays an annual subscription fee.

4.3 Subscription Fees

- a) The subscription fees for membership shall be determined by a majority of the Committee present at a general meeting
- b) The subscription fee shall be payable when membership commences for the full 12 months
- c) Any member whose subscription is outstanding for more than three months (90 days) after the due date for payment shall cease to be a member of the Network provided always that the Committee may reinstate such a membership on such terms as it thinks fit.

4.4. Register of Membership/Inspection of Records

The Executive Officer on behalf of the Network Secretary must comply with the Act by keeping and maintaining an up to date register of members with name and postal address, phone number, email address and upon the request of a member, shall make the register available for the inspection of that member.

5. COMMITTEE

5.1 Composition

- a) The Network Committee shall consist of a minimum of 6 members with a maximum of 9, plus Executive Officer with voting rights
- b) The Committee shall include the following office-bearers - Chairperson, Secretary and Treasurer
- c) Committee Members must be elected to membership of the Committee at an Annual General Meeting
- d) A Committee Members term will be from his or her election at an Annual General Meeting until the election at the next Annual General Meeting
- e) The roles of President, Secretary and Treasurer are elected by the members at an Annual General Meeting
- f) The Committee may at time to time co-opt members to the Committee for specific purposes (maximum two at any one time for no longer than 12 months (at the date of endorsement by the Committee) and endorsed at a General, Special or Annual General Meeting) with full voting rights

5.2 Chairperson

The Chairperson, or the appointed proxy, shall preside at all meetings of the Network, and shall ensure that the business of the Network is conducted in a proper manner.

5.3 Secretary

The Secretary has the following duties

- a) Ensure the preparation and adoption of appropriate Committee policies
- b) Ensure that appropriate standing orders are in place
- c) With the Chairperson prepare the agenda in advance of each Committee meeting
- d) Organise meeting papers for distribution before the meeting
- e) Take minutes at each meeting and circulate
- f) Receive nominations for positions on the Committee
- g) Personally carry out administrative duties as assigned by the Chairperson
- h) Maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- i) Unless another member is authorised by the Committee to do so, maintaining on behalf of the Association a record of Committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- j) Carrying out any other duty given to the secretary under these rules or by the Committee

- k) Delegate any of these duties (to members of the Committee or employees of the Association) or those given to the Secretary under these rules or by the Board

5.4 Treasurer

The treasurer has the following duties –

- a) Ensure that the Committee maintains the degree of financial literacy necessary to conduct the business of the Association
- b) Advise the Committee on matters of finance, working with employees of the Association
- c) Ensure that appropriate financial policies and procedures are in place and fully documented
- d) Development of an annual Budget in conjunction with the Executive Officer
- e) Report to the Board at each meeting on the financial situation of the Association
- f) Report to the Board at each meeting on variances from the approved budget
- g) With the Secretary and employees of the Association place any necessary financial items on the Committee agenda in advance of the meeting
- h) Report to the Annual General Meeting on the financial situation of the Association
- i) Ensure the Associations financial records are in safe custody, adequate, protected, backed up, and accessible.
- j) Ensure the Associations financial control procedures are adequate and that appropriate safeguards against fraud are in place
- k) Ensure that risk management strategies (including appropriate insurances) are in place
- l) Providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements
- m) Ensuring that the Association complies with the relevant requirements of the Act
- n) Carrying out any other duty given to the treasurer under these rules or by the Committee
- o) Delegate any of these duties (to members of the Committee or employees of the Association) or those given to the Treasurer under these rules or by the Board

5.5 Executive Officer

The Executive Officer shall

- a) preside at all meetings of the Network
- b) coordinate correspondence
- c) will attend to all the day-to-day activities of the Network including collection and banking of all receipts, payment of all expenses and the preparation of financial statements including a Statement of Income and Expenditure for the year along with Year to Date figures for each meeting and unless the members resolve

otherwise at a general meeting

- d) have custody of all books, documents, records and registers of the Association on behalf of the Secretary

If the Executive Officer is unable to attend a meeting it can still proceed however a Committee Member must present the above information in the best possible way.

5.6 Committee Members

The Committee will ensure that the business of the Network is conducted in a proper manner including the overseeing of financial records.

5.7 Elections

The election of office-bearers shall be held at the Annual General Meeting of the Network, upon the completion of terms.

- a) The Chairperson shall call for nominations 21 days prior to the AGM and
- b) The Chairperson can also call for nominations from the floor of that meeting.

In the event of the nominations for any position exceeding the number of positions to be filled, a ballot shall be held. A simple majority shall determine the candidates who are duly elected.

In the event of the nominations for any position not exceeding the number of positions to be filled, the Chairman shall declare the candidates nominated to be duly elected without a ballot.

The newly elected office-bearers shall take office immediately after close of the meeting at which they were elected.

5.8 Conflict of Interest

Any member of the Network Committee who has any direct or indirect material, financial or pecuniary interest in a matter being considered by the Network Committee must declare that interest and not take part in any deliberations or voting on that matter and leave the meeting for the time the matter is discussed

6. MEETINGS OF THE NETWORK

6.1 Annual General Meeting

- a) The Annual General Meeting shall be held not more than six months after the end of the current Financial Year
- b) Other meetings will be held during the year as determined by the Committee.
- c) The election of office-bearers shall be held at the Annual General Meeting each year by the members
- d) At the Annual General Meeting each year an Auditor for the following year will be appointed. Any person who prepares the Financial Report cannot be appointed as Auditor.
- e) Members must present written Notices of Motion to the Executive Officer not less than twenty eight (28) days prior to the Annual General Meeting.
- f) The Secretary shall give at least at least twenty one (21) days notice in writing to members in respect of the Annual General Meeting of the Network

- g) Items to be presented at the Annual General Meeting will include the Declaration of Opening and Announcement of Visitors, Apologies and Attendees, Proxies, Conflict of Interest declarations, minutes of the previous Annual General Meeting, Chairperson's report, Financial report (audited financial statements), Election of the Committee, Election of Office Bearers, Appointment of the Auditor and General Business.

6.2 General Meetings

- a) A General Meeting may be called at any time by the Executive Officer or members with 48hrs notice given to all members of the Committee and members
- b) A General Meeting may be called if 20% of members ask for it
- c) Any such General Meeting shall be convened as soon as possible and the notice of meeting will indicate the nature of the business to be discussed
- d) General Meetings must be in person or via phone or video conference

6.3 Committee Meetings

- a) The Committee shall meet as often as required to conduct the business of the Network
- b) The Chairperson, Executive Officer or a committee member shall call all meetings and give at least 48hrs notice in writing of all meetings of the Committee. As far as possible the notice of meeting will contain an agenda of business to be transacted
- c) Committee Meetings can be conducted in person or by electronic means e.g. email, phone, video conference etc
- d) At meetings of the Committee the Chairperson or other person presiding shall have a casting vote. All other Committee members, including the Executive Officer will have one (1) vote only.

6.4 Proxies and Voting

- a) An active Network member may appoint one (1) person who is a delegate of their membership as his/her proxy to exercise his/her vote.
- b) The Friends of the WBN membership category will not hold any voting rights
- c) The appointment of a proxy shall be in writing and signed by the delegate, or in the event of incapacity of the delegate, by that affiliated Chief Executive Officer or Owner or the like. A delegate shall be entitled to instruct his proxy to vote in favor of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as they think fit.
- d) All voting at Network meetings shall be at the discretion of the Chairperson, by a show of hands or secret ballot. However, if not less than five (5) member delegates present in person or by proxy at that meeting demand that the vote be submitted to a secret ballot of the delegates present in person or by proxy, the Chairperson shall forthwith require a secret ballot to be held.
- e) Except where a 75% majority of delegates present in person or by proxy at that meeting is required by these Rules, in all other cases such a vote shall require the approval of a simple majority only.

7. QUORUM

- a) The quorum for the Annual General Meeting under these Rules require at least 5% of members present in person or via teleconference or videoconference
- b) The quorum for the General Meeting under these Rules require at least 10 members present in person or via teleconference or videoconference
- c) The quorum for a Committee Meeting under these Rules require at least 4 Committee members present in person or via teleconference or videoconference
- d) Should a quorum not be present within thirty (30) minutes after the time fixed for the commencement of any meeting of the Network, the Chairperson shall declare the meeting adjourned for any period as seen fit.
- e) Should a quorum not be present at such adjourned meeting, those present may hold the meeting and transact business as though a quorum were present, except in respect of an Annual General Meeting or a General Meeting of the Network, called in accordance with these rules in the case of the Annual General Meeting in which case the meeting will lapse.

8. POWERS OF THE COMMITTEE

The Committee shall have powers to:

- a) Control the property and assets of the Network
- b) Acquire, hold, deal with, and dispose of any real or personal property
- c) Open and operate bank accounts
- d) Invest its money-
 - i) in any security in which trust monies may lawfully be invested; or
 - ii) in any other manner authorised by the Rules of the Network
- e) Give such security for the discharge of liabilities incurred by the Network as the Network thinks fit
- f) Appoint agents to transact any business of the Network on its behalf
- g) Enter into any other contract it considers necessary or desirable
- h) May act as Trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Ad or these Rules of the Network
- i) Determine fees upon the Network members provided that the allocation of fees shall be made by a resolution of 75% majority of delegates present including proxies present at the meeting in which the fee details have been tabled
- j) By ordinary resolution to create and adopt such By Laws that are consistent with these Rules
- k) Appointment of Sub Committees
- l) The raising of grants from government and semi-government bodies
- m) The raising of sponsorship monies from the commercial or business sector
- n) The general powers and authorities property exercisable for the good conduct of

the affairs of the Network and all matters incidental thereto

9. EXTRAORDINARY VACANCY ON THE COMMITTEE

9.1 Vacancy

A Vacancy may occur in any office of the Committee if the office holder:

- a) Dies
- b) Resigns
- c) Is convicted of a serious offence, at the discretion of the Committee
- d) Is permanently incapacitated by mental or physical health
- e) Is absent for three (3) consecutive Committee meetings of which the person has received notice without tendering an apology to the person presiding at each of those meetings, and the Committee declares the office vacant
- f) Ceases to be a member of the Network

In the event of a vacancy occurring for any reason the Committee may fill such a vacancy and the appointed person shall hold office until the next following Annual General Meeting, or General Meeting, whichever comes first.

10. ALTERATION OF RULES

- a) No alteration, addition or amendment of these Rules shall be made unless and until such notice of proposed alteration or amendment has been given in writing to members, and not less than twenty one (21) days prior.
- b) Any notice as above must be presented at either a General Meeting or an Annual General Meeting at which it is proposed to debate such alteration, addition or amendment.
- a) The proposed changes may be debated at the Network meeting specified in the notice as referred to in rule 10 a
- b) Voting on these Rules change shall be submitted to a secret ballot of the delegates present in person or by proxy and at that meeting (unless they resolve by a 75% majority to have the vote called out by a show of hands) and entitled to vote, immediately following the closure of debate and shall require the approval of the 75% majority.
- c) Where more than one alteration, addition or amendment is proposed, then the same maybe submitted in separate questions and either passed or rejected separately.
- d) An up to date record of these Rules must be maintained by the Network and must be available to all new members and available for members to copy, on written request.

11. TERMINATION OF MEMBERSHIP

- a) If the Committee considers the conduct of a members is detrimental to the interests of the Network, which conduct may include but is not limited to;
 - i) Neglecting to pay any fee payable under these Rules

- ii) Neglecting to observe, comply with or conform to the provisions of these Rules;

then the Committee may consider termination of membership. Any paid fees shall be forfeited by the member.

- b) If the Committee considers that a member should be suspended or expelled from membership of the Network because of conduct which is detrimental to the interests of the Network, the Committee must communicate in writing to the member
 - i) notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
 - ii) particulars of that conduct, not less than twenty eight (28) days before the date of the Committee meeting referred to in paragraph (a).
- c) At the Committee meeting referred to in a notice the Committee may, having given the member concerned a reasonable opportunity to be heard by, or make representation in writing to the Committee, suspend or expel or decline to suspend or expel that member from membership of the Network and must, after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member not less than 14 days after the decision.

12. COMMON SEAL

The Network shall have a common seal, which shall only be affixed to any deed, instrument or document by the authority of the Committee and shall be signed by the Chairperson and countersigned by the Executive Officer or a Committee member. The Executive Officer shall retain custody of the seal and shall keep a record of its use, on behalf of the Secretary.

13. CUSTODY OF RECORDS

The custody of the records, books, documents and securities shall be held by the Executive Officer.

14. INSPECTION OF RECORDS

A member may at any reasonable time inspect without charge records of meetings, the seal register and audited financial statements, without breaching the privacy or confidentiality of members.

15. DISSOLUTION OF THE NETWORK

If upon the cancellation or the winding up of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members.

The surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

16. NOT FOR PROFIT

The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.

A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (d).

A payment to a member out of the funds of the Association is authorised if it is —

- a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
- b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
- c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
- d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

17. DISPUTE RESOLUTION

- a) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- b) If the parties to a dispute are unable to resolve the dispute between themselves within the time required, any party to the dispute may start the grievance procedure by giving written notice to the Secretary, which should include notice of the parties to the dispute; and the matters that are the subject of the dispute.
- c) Within 28 days after the Secretary is given the notice, a Committee meeting must be convened to consider and determine the dispute.
- d) The Secretary must give each party to the dispute written notice of the Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- e) At the Committee meeting at which a dispute is to be considered and determined, the Committee must give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both) submissions to the Committee about the dispute; and give due consideration to any submissions so made; and determine the dispute.
- f) The Committee must give each party to the dispute written notice of their decision, and their reasons, within 7 days after the Committee meeting at which the decision is made.
- g) A party to the dispute may, within 14 days after receiving notice of the Committee's decision give written notice to the Secretary requesting the appointment of a mediator. The mediator must be a person independent of the Network and agreed upon by both parties to the dispute
- h) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- i) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place
- j) In conducting the mediation, the mediation is confidential, the mediator must give each party to the mediation every opportunity to be heard; and allow each party to the mediation to give due consideration to any written statement given

by another party; and ensure that natural justice is given to the parties to the mediation throughout the mediation process. The mediator cannot determine the matter that is the subject of the mediation.

- k) If mediation takes place because a member whose membership is suspended or who is expelled from the Association and as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked, that revocation does not affect the validity of any decision made at a Board meeting or general meeting during the period of suspension or expulsion