



CONSTITUTION

including changes adopted at the SEAANZ AGM September 2005

Incorporated in South Australia under the Associations Incorporation Act 1985

1. Name of the Association

- 1.1 The name of this not-for-profit Association will be the Small Enterprise Association of Australia and New Zealand (hereafter known as 'SEAANZ').

2. Objects of the Association

- 2.1 The objects SEAANZ shall be to advance the development and understanding of small enterprise by:
- 2.1.1 Furthering the development of scholarship, education, research and practice in the relevant discipline areas, including encouraging the application of research findings;
 - 2.1.2 Identifying and developing proposals for programs to meet small enterprise needs;
 - 2.1.3 Communicating and disseminating ideas and information on small enterprise, and promoting their discussion by the holding of conferences, publishing material and other appropriate means;
 - 2.1.4 Liaising, including affiliating, with other associations or bodies with similar objects;
 - 2.1.5 Making representations and/or providing commentaries to Government or other bodies on any matter relevant to the Association; and
 - 2.1.6 Doing all such other things as are conducive or incidental to the attainment of the above objects or any of them.

3. Powers of the Association

- 3.1 In furthering its objects the Association shall, inter alia, have the following powers.
- 3.1.1 Purchasing leasing or otherwise acquiring any real or personal property that

- may be deemed necessary or convenient to achieve the objects of the Association;
- 3.1.2 Accepting gifts, whether subject to a special trust or not, for any one or more of the objects of the Association;
 - 3.1.3 Taking steps from time to time as the International Executive Committee (hereafter "Committee") or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions or otherwise;
 - 3.1.4 Recording, printing and publishing of material the Committee or the members in general meeting agree is desirable for promoting the objects of the Association;
 - 3.1.5 Borrowing or raising money in a manner and on terms the Committee may agree or the members approve or direct through a resolution passed at a general meeting;
 - 3.1.6 Investing any moneys of the Association not immediately required for any of its objects in such manner as the Committee may from time to time determine or as may be approved or directed by resolution passed at a general meeting;
 - 3.1.7 Engaging individuals or organisations to run the Association's Secretariat in the service of the Association as agreed by the Committee and subject to Clause 10.2.1, 10.2.2, 10.2.3.
 - 3.1.7.1 The Secretariat will manage the day to day business of the Association as per the instructions of the Committee; The Executive Director of the Secretariat will be a non-voting member of the Committee so they may report directly to the Committee.
 - 3.1.8 Determining the most appropriate legal structure for the Association to provide maximum protection for Members; and
 - 3.1.9 Doing of all such other lawful things as are incidental or conducive to the attainment of the objects of the Association.

4. Membership of the Association

4.1 Individual membership;

- 4.1.1 Shall be available to those persons who are: full-time or part-time teachers or scholars of small enterprise management or related disciplines in educational institutions; consultants to small enterprise; employees of organizations with a significant involvement in small enterprise management education, research, training, advice or consulting; and to such other persons, including small enterprise operators, as may have a substantial interest in the advancement of scholarship in those disciplines.
- 4.1.2 Nominations for ordinary membership may be made by an ordinary member of the Association and shall be lodged with the Association's Secretariat...
- 4.1.3 Once a nomination has been approved by the Committee, or under its authority delegated to an officer of the Association, and the annual subscription has been paid by the nominee, they will become an ordinary member of the Association with access to the benefits of the ICSB...
- 4.1.4 Membership shall be retained by payment of the annual subscription and shall

be deemed to have lapsed if the subscription is not paid by the end of the financial year to which it relates.

- 4.1.5 Members who are not financial 6 months into the year that their subscription is due will lose their entitlement to the benefits of their SEAANZ Membership. Access to the benefits of the ICSB will also cease at that date.

4.2 Corporate membership

- 4.2.1 This shall be available to those organizations with a substantial interest in the advancement of small enterprise including (but not limited to): educational institutions, small enterprise institutes or centres, consulting organizations, firms that provide professional service to small enterprise, government agencies, professional and trade associations and chambers of commerce.
- 4.2.2 Nominations and other procedures for organisational membership are as described in 4.1.2, 4.1.3, 4.14, 4.15.
- 4.2.3 Each organisational member shall be permitted to designate no more than two representatives who shall be entitled to all the privileges and benefits of ordinary membership.

4.3 Institutional Supporter Membership:

- 4.3.1 This shall be available to those organizations with a substantial interest in the advancement of small enterprise including (but not limited to): educational institutions, small enterprise institutes or centres, consulting organizations, firms that provide professional service to small enterprise, government agencies, professional and trade associations and chambers of commerce.
- 4.3.2 Nominations and other procedures for organisational membership are as described in 4.1.2, 4.1.3, 4.14, 4.15.
- 4.3.3 Each Institutional Supporter shall be permitted to designate no more than two representatives who shall be entitled to all the privileges and benefits of ordinary membership.
- 4.3.4 Each Institutional Supporter shall be offered promotional advertising on the SEAANZ website, links from the SEAANZ website to their corporate website and promotional opportunities in the SEAANZ Networker.

4.4 Student Membership

- 4.4.1 Shall be available to students enrolled for fulltime courses in small enterprise management or similar, and to other persons having an interest in small enterprise who do not qualify for ordinary membership as prescribed in 4.1.
- 4.4.2 Nominations and other procedures for student membership are as described in 4.1.2, 4.1.3, 4.14, 4.15.
- 4.4.3 Student members are not eligible for election as an officer or as a member of the Committee, and have no voting rights.

4.5 Life Membership

- 4.5.1 Shall be available to those persons who have, in the opinion of the Committee from time to time have rendered meritorious service in advancing the objects of the Association.

4.5.2 Life membership shall be conferred on such persons on the recommendation of the Committee at the Annual General Meeting of the Association.

4.5.3 Persons admitted to life membership shall not be required to pay the annual subscription for ordinary membership

4.6 Honorary membership:

4.6.1 Shall be available for distinguished visitors to Australia or New Zealand, being persons whose services to the advancement of scholarship in small enterprise and related disciplines in the opinion of the Committee merit this award of membership.

4.6.2 Honorary membership shall be conferred by the Committee for periods not exceeding one year at a time.

4.6.3 Honorary members are not eligible for election as an officer or as a member of the Committee, and have no voting rights.

4.7 Annual Subscriptions:

4.7.1 The annual subscription for each class of membership shall be determined from time to time by the Committee.

4.8 Refusal of Membership

4.8.1 The Committee may cancel or refuse to renew the membership of any member for conduct contrary to the objects of the Association

5. Officers of the Association

5.1 Officers of the Association shall comprise:

5.1.1 President

5.1.2 Vice-Presidents (4), the roles of which shall be determined at the first meeting of each new Board.

5.2 The officers shall be elected at the Annual General Meeting.

5.3 The President or his or her nominee is the official spokesperson of the Association. The President shall chair all general meetings of the Association and shall have a casting vote in addition to a deliberative vote. In his or her absence, a Vice President shall chair general meetings and if one not present the meeting shall elect its own chair.

6. International Committee (the 'Committee')

6.1 The International Committee (hereafter 'Committee') shall comprise the following voting members: the Officers of the Association, the President of the International Council for Small Business and five other members elected at the Annual General Meeting, provided, that no State, Territory or New Zealand can hold a majority on the Committee.

6.1.1 The editor of the SEAANZ journal (see Section 10), and the Chapter

presidents shall be entitled to participate in all meetings as non-voting members, but shall not be counted for the purposes of establishing or maintaining a quorum unless they have separately been elected to one of the positions listed in rule 6.1 above.

6.1.2 The Executive Director will be a non-voting member of the Committee

6.2 The Committee:

6.2.1 shall, subject to the resolution of the Association in general meeting, control and manage the business and affairs of the Association; and

6.2.2 may, subject to this constitution, exercise all such powers and functions as may be exercised by the Association, other than those powers and functions that are required to be exercised by Annual General Meetings of members of the Association, and may appoint members of the Association by co-option to sub-committees of the Committee.

6.3 The quorum and procedures of any sub-committee appointed by the Committee or constituted or established under the constitution of the Association shall be the same as for the Committee

6.4 The Committee shall have power to fill any casual vacancy, including Officers of the Association, by appointing a member.

6.5 Any member appointed to fill a casual vacancy shall hold that office until the succeeding Annual General Meeting of the Association.

6.6 The Committee shall meet from time to time at such place and at such times as the Committee may determine, but not less than once in each financial year. The Committee may conduct its meetings, and undertake resolutions, either in person, by telephone, or by mail, facsimile or electronic format, providing at all times that a quorum exists.

6.7 Not less than half the filled membership of the Committee from time to time shall constitute a quorum for the transaction of the business of a meeting of the Committee.

6.8 The President shall chair meetings of the Committee and in the President's absence any officer elected by the members of the Committee present may chair the meeting.

6.9 The Committee may from time to time approve the establishment of local Chapters and shall determine the terms and conditions of their relationship with the Association.

7. Election of Officers of the Association and Members of the Committee

7.1 Nominations of members for election as officers and Committee members of the Association shall be:

7.1.1 called by the Secretariat not less than 90 days prior to the Annual General

- Meeting;
- 7.1.2 in writing, signed by a financial Member of the Association and by the candidate consenting to the nomination; and
 - 7.1.3 received by the Secretariat not less than 45 days prior to the Annual General meeting.
- 7.2 If the number of nominations exceeds the number of vacancies to be filled, or more than one nomination is received for any of the Officer positions, a postal ballot of Members shall be held prior to the Annual General Meeting.
 - 7.3 Ballot papers showing the candidates for election will be posted to Members 28 days prior to the Annual General Meeting.
 - 7.4 Ballot papers must be received by the Secretariat not less than seven (7) days before the time notified for the Annual General Meeting.
 - 7.5 The Committee shall appoint a member, not being a candidate for election, to be the returning officer for any ballot.
 - 7.6 The returning officer shall notify the Chair of the Annual General Meeting the numbers of votes cast for each candidate and shall advise the Chair of the several candidates to be declared elected subject to clause 6 1).
 - 7.7 The Chair of the Annual General Meeting shall declare to the meeting the names of the persons elected as officers and Committee members of the Association.
 - 7.8 In the event of a nomination or nominations not being received for any of the officers positions, or if insufficient nominations are received for members of the Committee, the Annual General Meeting may fill by election the positions for which no nominations or insufficient nominations were received.

8. Vacation of office

- 8.1 For the purposes of the constitution, an office of the Association becomes vacant if the officer:
 - 8.1.1 dies;
 - 8.1.2 becomes bankrupt or applies to take advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors or makes any assignment of his or her estate for their benefit;
 - 8.1.3 becomes of unsound mind; or
 - 8.1.4 resigns office by writing under his or her hand addressed to the Committee.
- 8.2 To fill a casual vacancy see clauses 6.4, 6.5.

9. Association's Office

- 9.1 The office of the Association shall be located at the place as the Committee may

from time to time determine.

10. Association's Journal

- 10.1 The Association may cause to be published a journal dedicated to disseminating research on small enterprises.
- 10.2 The frequency and mode of publication shall be determined by the Committee
- 10.3 The Committee shall appoint an editor of the journal, who shall hold such position until such time as otherwise resolved by the Committee:

11. Income and Property of the Association

- 11.1 The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association.
- 11.2 The Association shall not:
 - 11.2.1 appoint a person who is a member of the Committee to any office of the Association to the holder of which there is payable any remuneration by way of salary, fees or allowances, except where a person who is appointed as a paid employee of the Association in the position of Executive Director of the Secretariat.
 - 11.2.2 pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of expenses incurred on behalf of the Association), except where a person who is appointed as a paid employee of the Association in the position of Executive Director of the Secretariat.

12. Keeping of Accounts

- 12.1 The Association shall
 - 12.1.1 keep such accounting records as correctly record and explain the transactions of the Association (including any transaction as trustee) and the financial position of the Association.
 - 12.1.2 keep its accounting records in such a manner as will enable:
 - 12.1.2.1 the preparation from time to time of true and fair accounts of the Association; and
 - 12.1.2.2 the accounts of the Association to be conveniently and properly audited in accordance with these rules;
 - 12.1.3 keep the accounting records at such place or places as the Committee may decide; and
 - 12.1.4 make its accounting records available for inspection by members of the Association at all reasonable times.

13. Banking and Finance

- 13.1 The Secretariat of the Association shall, on behalf of the Association, receive and account for all moneys paid to the Association.
- 13.2 The Committee shall cause to be opened with such bank as the Committee selects a banking account in the name of the Association into which the Secretariat shall deposit all moneys received by the Association.
- 13.3 The Committee may receive from the Association's bank or bankers, for the time being, the cheques drawn by the Association on any of **its** accounts with the bank or bankers, and may release and indemnify the bank or bankers from and against all claims, actions, suits or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Association.
- 13.4 Except with the authority of the Committee, no payment of a sum exceeding two dollars shall be made from funds of the Association otherwise than by cheques drawn on the Association's bank account; but the Committee may establish a cash advance to meet minor or urgent expenditure, subject to the observance of such conditions in relation to the use thereof as the Committee may impose.
- 13.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two voting members of the Committee. The Committee may from time to time stipulate that only certain Committee members have authority to sign such instruments.

14. Annual Financial Statements

- 14.1 The financial year of the Association shall be each year ended **30 June** or such other period (not in any case being longer than a calendar year) as the Committee may decide.
- 14.2 The officers of the Association shall cause to be made out in relation to the Association statements of revenue and expenditure for the last financial year and of the financial position as at the end of the last financial year which give a true and fair view respectively of the revenue and expenditure of the Association for the financial year and of its financial position as at the end of that financial year.
- 14.3 The officers of the Association shall cause to be attached to the statements provided for in the foregoing sub-rule the auditor's report relating to those statements.
- 14.4 The officers of the Association shall cause to be attached to any statements provided for in 13.2) of this rule and required to be laid before the Annual General Meeting of the Association a statement made in accordance with a resolution of the Committee and signed by not less than two officers stating whether in the opinion of the Committee:
- 14.4.1 the statement of revenue and expenditure is drawn up so as to give a fair

- view of the revenue and expenditure of the Association for the financial year;
- 14.4.2 the statement of financial position is drawn up so as to give a true and fair view of the state of affairs of the Association as at the end of the financial year; and
- 14.4.3 there are reasonable grounds to believe that the Association will be able to pay its debts as and when they fall due

15. Appointment of Auditor

- 15.1 At each Annual General Meeting of the Association, the members present shall appoint a person as the auditor of the Association.
- 15.2 A person so appointed shall hold office until the Annual General Meeting next after that at which he or she is appointed, and is eligible for re-appointment.
- 15.3 If at an Annual General Meeting there is no nomination for appointment of an auditor, or if a casual vacancy occurs in the office of auditor during the course of a financial year of the Association. The Committee shall appoint an auditor for the then current financial year of the Association and the person so appointed shall hold office until the next succeeding Annual General Meeting.

16. Audit of Accounts

- 16.1 The auditor appointed under rule 12 shall report to members on the financial statements required to be laid before the Annual General Meeting and on the Association's accounting and other records relating to those accounts.
- 16.2 The auditor shall in his or her report state:
 - 16.2.1 whether in his or her opinion the statements of revenue and expenditure and financial position are properly drawn up so as to give a true and fair view respectively of the revenue and expenditure of the Association for the financial year and of the financial position as at the end of the financial year to which the statements relate;
 - 16.2.2 whether in his or her opinion the accounting records and other records to be kept by the Association have been properly kept;
 - 16.2.3 any defect or irregularity in financial statements and any matter not set out in the financial statements without regard to which a true and fair view of the matters dealt with by the financial statements would not be obtained; and
 - 16.2.4 if he or she is not satisfied as to any matter referred to in paragraphs 16.2.2 and b)16.2.3 of this sub-rule, his or her reasons for not being satisfied.
- 16.3 The auditor has a right of access at all reasonable times to the accounts and other records of the Association and is entitled to require from any officer or servant of the Association such information and explanations as he or she requires for the purpose of the audit.

- 16.4 The auditor or his or her agent authorized by him or her in writing for the purpose is entitled to attend any general meeting of the Association and to receive notices of any general meeting that a member is entitled to receive and to be heard at any general meeting that he or she attends on any part of the business of the meeting that concerns the auditor in his or her capacity as auditor, and is entitled to be heard notwithstanding that he or she retires at that meeting or a resolution to remove him or her from the office is passed at the meeting.

17. Annual General Meeting

- 17.1 The Association shall hold an Annual General Meeting.
- 17.2 The Annual General Meeting shall be held on such day (being not later than nine months after the close of the previous financial year of the Association) as the committee may determine.
- 17.3 The ordinary business of the Annual General Meeting shall be to:
- 17.3.1 Confirm the minutes of the last preceding Annual General Meeting;
 - 17.3.2 Receive from the Committee reports on the activities of the preceding financial year;
 - 17.3.3 Receive the annual financial statements from the Committee and the auditor's report thereon;
 - 17.3.4 Receive the returning officer's report and the chair's declaration on the annual elections, and if necessary hold any elections;
 - 17.3.5 Appoint the auditor; and
 - 17.3.6 Deal with any other business of which due notice has been given.

18. Special General Meetings

- 18.1 The Committee may call a Special General Meeting to consider any business of which due notice is given
- 18.2 The Committee shall, on the requisition in writing of not less than twenty members or one half of the members of the Association from time to time whichever numbers shall be the lesser, call a Special General Meeting to be held within 60 days of the receipt of the requisition to deal with the business specified in the requisition.
- 18.3 The requisition shall state the items of business, be signed by the requisitioners and lodged with the Association's Secretariat and may consist of several documents in like form, each signed by one or more of the requisitioners.

19. Notice of General Meetings

- 19.1 At the request of the President the Secretariat shall give not less than 28 days notice to members of the Association specifying the time, date and place of a general

meeting and the items of business to be transacted thereat.

20. Quorum and Voting by Proxy at General Meetings

- 20.1 Twenty members or one half of the members of the Association whichever number shall be the lesser from time to time being personally present and entitled to vote at such meetings shall constitute a quorum for the transaction of the business of the Annual General Meeting.
- 20.2 Voting should be by show of hands unless a poll is called for by not less than three members personally present in which case a ballot shall be held.
- 20.3 Upon any question arising at a general meeting of the Association, a member has one vote only which may be exercised in person or by a proxy who is also a member.
- 20.4 The Committee shall have power to fill any casual vacancy by appointing a member.
- 20.5 For a proxy to be valid for purposes of voting at an Annual General Meeting, it must:
 - 20.5.1 be signed by the member granting it;
 - 20.5.2 name the member of the Association authorized to use it and specify the meeting at which it may be exercised; and
 - 20.5.3 be registered with the Secretary at least 24 hours before that time notified for the meeting.

21. Alterations to Constitution

- 21.1 This constitution of the Association may be amended only by resolution carried at a general meeting of which due notice has given in accordance with Clause 17.

22. Dissolution

- 22.1 On dissolution at a special meeting of the Association any assets of the Association remaining after all liabilities have been paid shall be transferred to another organization of similar Status and objects to those of the Association.