

Asia-Pacific Business Council for Women Inc

CONSTITUTION

1. NAME

The name of the Council is the ASIA-PACIFIC BUSINESS COUNCIL FOR WOMEN INCORPORATED referred to herein as “the Council”

2. DEFINITIONS

In this Constitution, unless the contrary intention appears:

- 2.1 COMMITTEE means the Executive Committee of Management of the Council
- 2.2 MEETING means a general meeting of members of the Council convened in accordance to these rules
- 2.3 MEMBER means a fully paid-up member of the Council
- 2.4 ACT means the Association Incorporation Act 1985
- 2.5 REGULATIONS means the Associations Incorporation Regulations, 2008
- 2.6 ADVISORY COMMITTEE means the Advisory Committee to the Executive Committee of Management of the Council

3. OBJECTIVES

- 3.1 To develop and establish a professional business support organisation for women with an interest in trading in the Asia-Pacific region
- 3.2 To develop an effective business information dissemination system for members
- 3.3 To facilitate business opportunities by assisting members in establishing contacts with business in the Asia-Pacific region, for the purpose of promoting trade between Asia-Pacific and South Australia.
- 3.4 To act as an autonomous and independent body with a view to co-operating with other business associations, councils, government bodies and chambers of commerce, both Federal and state, where the Committee considers such co-operation meets with the objectives of the Council and is in the interest of the members.
- 3.5 To provide consultation in business related issues to government and any other commercially related bodies with respect to women in business.
- 3.6 To ensure the development of the Council and its activities

4. POWERS

- 4.1 The Council shall for the purpose of carrying out its objects, subject powers conferred by section 25 of the Act and these rules:

a) acquire, hold, deal with, and dispose of any real or personal property

- b) administer any property or trust
- c) invest its monies in any security in which trust money may be vested or in any other manner authorised by the rules of the Council
- d) borrow money upon such conditions and terms as the Council sees fit
- e) give such security for the discharge of liabilities incurred by the Council as the Council sees fit
- f) appoint agents to transact any business of the Council on its behalf
- g) enter into any other contract it considers necessary or desirable

5. MEMBERSHIP

- 5.1 There shall be the following classes of membership:

ORDINARY MEMBERSHIP shall be granted to all women supporting the objectives of the Council

CORPORATE MEMBERSHIP shall be granted to any registered firm, company, business or government instrumentality actively engaged in commerce or industry

ASSOCIATE MEMBERSHIP shall be provided to persons who may be conducting business but wish to offer support to the objectives of the Council

- 5.2 Any persons who applies and qualifies for membership in writing, shall upon acceptance and payment of the annual subscription be a member
- 5.3 The Committee may by simple majority nominate (for approval of members to an Annual General Meeting) honorary life members for distinguished and continued service to the Council and may appoint honorary members for a period of not more than 12 months.

6. SUBSCRIPTION

- 6.1 The subscription fee for each class of membership shall be such sum as the members shall determine from time to time in general meeting.
- 6.2 The subscription fee for each class of membership shall be payable annually at such time as the Committee shall determine from time to time.
- 6.3 Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the council, provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.

7. TERMINATION OF MEMBERSHIP

- 7.1 A member can at any time terminate membership by written notification to the Secretary of the Council
- 7.2 Any member so resigning shall be liable for any outstanding subscriptions which shall be recovered as a debt to the Council

8. TERMINATION OF MEMBERSHIP

- 8.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Council.

9. THE COMMITTEE

- 9.1 The Committee shall consist of the President, four Vice Presidents, Secretary, Treasurer and five Committee members
- 9.2 The first Committee of the Council shall be appointed from the promoters of the Council. The first Committee shall hold office until the first annual general meeting after incorporation at which time members of the Committee shall retire but shall be eligible for reappointment.
- 9.3 Nominations for positions shall be elected from full members, by secret ballot at the annual general meeting of the Council and shall hold office for a term of one year
- 9.4 Nominations for positions shall be made by a proposer and a seconder (both of whom are full members) and endorsed with the consent of the nominee. Nominations shall be lodged either in writing prior to the election date or in person during the meeting
- 9.5 The Committee shall have the power to co-opt or fill any casual vacancies for the remaining term of the outgoing Committee member

10. ADVISORY COMMITTEE

- 10.1 The APBCW Advisory Committee should comprise a maximum of three (3) people who are formally invited by the current President following consultation and agreement with the current Executive Committee.
- 10.2 Members of the Advisory Committee should be people of high standing within the community who have knowledge, contacts, ability and interest in supporting the President and Executive Committee to develop the APBCW
- 10.3 Terms as Advisory Committee members should initially be individually staggered terms from 2 to 3 years and thence after for a 1 year term with the option of remaining for a second year only
- 10.4 On the completion of a term as Advisory Committee members, a member may be renominated to the Committee only following a break of minimum of 12 months
- 10.5 Members of the Advisory Committee are required
- a) to meet with the Executive Committee twice a year
 - b) to attend the Annual General Meeting

11. DISQUALIFICATION OF COMMITTEE MEMEBRS

- 11.1 The Office of a Committee member shall become vacant of a committee member is:
- a) disqualified by the Act
 - b) Expelled under these rules

c) Permanently incapacitated by ill health

d) Absent without apology, for more than three consecutive committee meetings or more than three committee meetings in a financial year

12. PROCEEDINGS OF THE COMMITTEE

- 12.1 The Committee shall normally meet at least six times a year, or as it sees fit, in order to conduct the business of the Council
- 12.2 Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote
- 12.3 A quorum for a meeting of the Committee shall be five members
- 12.4 A Member of the Committee having a pecuniary interest in the contract with the Council must disclose that interest to the Committee as required by the Act, and shall not vote with respect to that contract.

13. FINANCE

- 13.1 The first financial year of the Council shall be the period ending 30 June 1995, and thereafter a period of 12 months ending on the 30 June in each year
- 13.2 All cheques issued with a specific amount for a purpose, and other instruments involving disposition of property of the Council must be signed by the Treasurer and one of the following: President, Vice Presidents and Secretary

14. THE SEAL

- 14.1 The Council shall have a common seal upon which the corporate name shall appear in legible characters
- 14.2 The Council shall not be used without the express authorization of the Committee, and every use of the seal shall be recorded in the minute book of the Council. The affixing of the seal shall be witnessed by two members of the Committee, one of whom will be President, Vice President or Secretary
- 14.3 The seal shall be kept in the custody of the Secretary or such other person as the Committee shall from time to time decide

15. MEETINGS

- 15.1 The Committee may call a special general meeting of the Council at any time, and shall call an annual general meeting in accordance with the Act.
- 15.2 The first general meeting shall be held within eighteen (18) months after the incorporation of the Council, and thereafter within four (4) months of the financial year
- 15.3 Upon requisition in writing of at least twelve (12) members of the Council, the Committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition
- 15.4 Every requisition for a special general meeting shall be signed by the members making the same and shall state the purpose of the meeting

- 15.5 The Annual General Meeting shall be held for the purpose of:
- a) Receiving the report from the Committee on the activities of the past year
 - b) Receiving the audited accounts of the Council
 - c) Electing the Committee members
 - d) Appointing the auditors
 - e) Determining any other business requiring consideration of the Council

16. PROCEEDINGS OF MEETING

- 16.1 One third of the members present personally or by proxy shall constitute a quorum at any general meeting
- 16.2 If within thirty minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. The meeting shall stand adjourned for another fifteen minutes after which the members present shall form a quorum

17. MINUTES

- 17.1 Proper minutes of all proceedings of the Council and of meetings of the Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose
- 17.2 The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the meeting took place or by the chairperson of the next succeeding meeting

18. AMENDMENT TO THE CONSTITUTION

- 18.1 This constitution may be amended, altered, or added to, substituted or repealed by the Council at any General meeting called for that purpose
- 18.2 Such alterations or amendments shall be made by at least a two thirds (2/3) majority vote of the members present
- 18.3 Notice of exact details of such alterations shall be sent in writing to members at least 14 days before the meeting

19. WINDING UP

- 19.1 If upon winding up of the Council there shall remain after that the satisfaction of all its debts and liabilities any assets whatsoever the same shall not be paid or distributed among the members of the Council but shall be given or transferred to such other body (or bodies) as the Committee may determine according to the resolution