

Kingborough Community Enterprise Centre Inc

Trading as:

**Kingborough and Huon Business Enterprise
Centre**

& Business South.



By-Laws

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Interpretation

In these By-Laws, unless the context otherwise requires, the interpretation of terminology is the same as contained in the *KHBEC constitution and model rules*.



By-Law 1: Membership

This By-Law should be read in conjunction with the KCEC Constitution, with reference to section **5 Membership of Association**.

- 1.1. As soon as practicable after the receipt of a nomination for membership, the manager or employee of the Association is to refer the application to the board.

By-Law 2: Annual Subscription

This By-Law should be read in conjunction with the KCEC Constitution, with reference to section **30 Annual Subscription**.

- 2.1. **The annual subscription**, for a financial year of the Association is payable by members of the Association. As determined by the board and gazetted on the Association's web site.
- 2.2. **Notification of membership renewal** will be sent to current financial members **by the 1st of June**. Reminders for membership renewal may also be sent to current financial members as the Association sees fit. These notifications and reminders can be sent via any communication channel the Association sees fit including, but not limited to, email, ordinary mail, etc.
- 2.3. If a current financial member cannot be contacted through the notification process outlined above, the Association is under no obligation to pursue or otherwise track down the member or otherwise update their contact information. Members are responsible for communicating changes to their contact information to the Association.
- 2.4. Payment is due before the financial year for which membership is being renewed.
- 2.5. New members must be ratified by the board before they are eligible to vote and exercise other member privileges.
- 2.6. The annual subscription, for the next financial year of the Association, is due and payable prior to close of business (5pm) on the last Friday of the current financial year.
- 2.7. Payment is deemed complete when the funds from a potential or renewing member are in the Association's bank account and cleared.



- 2.8. If the subscription amount paid by the potential or renewing member is incorrect and less than that prescribed the renewal is deemed incomplete and invalid until such time as the shortfall is paid and cleared in the Association's bank account.
- 2.9. If the subscription paid by the potential or renewing member does not arrive in the Association's bank account, bounces, reversed or otherwise removed from the Association's account, in part or in full, for any reason the renewal is deemed incomplete and invalid until such time as the shortfall is paid and cleared in the Association's bank account.
- 2.10. It is the responsibility of the potential or renewing member to ensure that payment arrives in the Association's bank account within the prescribed timeframes. The Association cannot and does not accept any responsibility for delays in payment due to third parties including but not limited to postal delays, bank processing delays, electronic outages etc.
- 2.11. If a member of the Association has not paid their annual subscription for a financial year of the Association by the due date then they cease to be a member of the Association.
- 2.12. The public officer or employee of the association may remove the name of the member from the register of members maintained under rule 5(10) of the constitution.
- 2.13. If a member of the Association has not paid their annual subscription for a financial year of the Association they are not entitled to attend, or vote at, any special or annual general meeting of the Association. This rule applies regardless of whether their name is recorded in the register of members or not.
- 2.14. If a member of the Association has not paid their annual subscription for a financial year of the Association they cease to be eligible for member benefits of any kind including, but not limited to, attending member only events, member discounts, member correspondence and any other benefits the management or board may deem as for members only.
- 2.15. If a member subsequently pays their membership renewal after the due by date, the board may, upon majority vote,



deem that the membership can be considered continuous for the purposes of calculation a member's membership duration only. This notional continuity in no way affects or overrides any of the other rules or By-Laws regarding eligibility for voting or other member benefits.

By-Law 3: Constitution of the board

This By-Law should be read in conjunction with the KCEC Constitution, with reference to section **23 Constitution of the board**.

3.1. The number of members on the board is to be no less than 6 and no greater than 8.

3.2. A board member may be removed from the board if:

3.2.1. They fail to perform their duties as required by the position they hold.

3.2.2. Their conduct is considered detrimental to the interests of the Association.

3.2.3. They hinder the execution of the duties by the other members of the board.

3.2.4. They hinder the operation of the Association in any way.

3.2.5. They operate outside their remit and/or otherwise misrepresent the activities, interests, and principles of the Association.

3.3. A board member may only be removed from the board upon a majority vote to that effect from the rest of the current sitting board.

3.3.1. Such a vote may be conducted at any meeting, ordinary, general or special and

3.3.2. May be exercised using any ballot system that the remainder of the sitting board see fit, including, but not limited to email, in person, messaging or other means.



By-Law 4: Election of members of a board

This By-Law should be read in conjunction with the KCEC Constitution, with reference to section **24 Election of members of a board**.

- 4.1. A nomination of a candidate for election as an officer of the Association, or as an ordinary board member, can only be initiated upon invitation from the current sitting board.
- 4.2. A nomination of a candidate for election as an officer of the Association, or as an ordinary board member, is to be based on the set of skills and tasks that they will bring to the board.
- 4.3. Duplication of skills sets on the board is to be avoided and where this is identified, during the nomination and election of a candidate, the current sitting board can terminate the candidacy at any time without any obligation to clarify or elaborate beyond the identified redundant skill set.
- 4.4. A nomination of a candidate for election as an officer of the Association, or as an ordinary board member, is to be signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination).
- 4.5. A nomination of a candidate for election as an officer of the Association, or as an ordinary board member, is to be delivered to the public officer or designated employee of the association by the published closing date and time (at least 10 days before the day on which the annual general meeting is to be held). NOTE: The published date and time criteria has been added to remove any ambiguity and argument as to the definition of the start and end of a day etc.
- 4.6. The ballot for the election of officers of the Association and ordinary board members is to be conducted at the annual general meeting in the manner determined by the board.
- 4.7. Withdrawal of nominations in writing will be permitted after the close of nominations.
- 4.8. Candidates for office shall be Personal Financial Members of the Association and shall, together with their written consent to nomination, supply a *curriculum vitae* and a statement of professional concerns.



- 4.9. Each statement of professional concerns shall not be more than 100 words. Words in excess of 100 words may be excised by the Chief Executive Officer or by the person or organisation conducting the ballot as decided by the Chief Executive Officer, without consultation.
- 4.10. If it is determined that a statement of professional concern is defamatory, misleading, offensive, deceptive, or is likely to mislead or deceive, then the board will return the statement to the candidate for rectification.
- 4.11. If the candidate refuses to alter the text of the statement (in the context of the point above), the statement may be edited prior to publication. Alternatively, the board may choose to reject the candidate and exclude them from the election. In either case a note is to be included with published and publicly available candidate materials to these effects in accordance with this By-Law
- 4.12. *Curriculum vitae* and statements of professional concerns must be received by the close of nominations.
- 4.13. The requirement for a candidate to provide a *Curriculum vitae* and statement of professional concerns can only be waived upon unanimous agreement by the current sitting board.
- 4.14. If insufficient nominations are received to fill any, or all, vacancies on the board the current sitting board may choose to:
- 4.14.1. Leave the position/s vacant, or
 - 4.14.2. Invite the current sitting board member to re-nominate for their position within the rules and By-Laws contained herein and within the constitution.
 - 4.14.3. Invite further nominations for the position at the annual general meeting within the rules and By-Laws contained herein and within the constitution.
 - 4.14.4. Actions within this By-Law sub-section may only be enacted with unanimous agreement of the current sitting board.
- 4.15. If the number of nominations received is equal to or less than the number of vacancies on the board to be filled, the persons nominated may be taken to be elected only upon unanimous agreement from the current sitting board.



- 4.16. If the number of nominations received exceeds the number of vacancies on the board to be filled, a ballot is to be held.
- 4.17. If the number of further nominations received at the annual general meeting exceeds the number of remaining vacancies on the board to be filled, a ballot is to be held in relation to those further nominations.

By-Law 5: Vacation of Office

This By-Law should be read in conjunction with the KCEC Constitution, with reference to section **25 Vacation of office**.

- 5.1. The office of an officer of the Association, or of an ordinary board member, becomes casually vacant if the officer or board member:
 - 5.1.1. is absent from 3 consecutive meetings of the board without the permission of the other members of the board.
 - 5.1.2. Fails to pay funds due to the Association within 14 days after receiving a notice in writing signed by the public officer or designated employee of the association stating that the officer or board member has failed to pay one or more amounts of annual subscriptions, all such amounts due and payable by the officer or member.

By-Law 6: Income and property of the Association

This By-Law should be read in conjunction with the KCEC Constitution, with reference to section **7 Income and property of the Association**.

- 6.1. The Association may pay a person or member of the Association interest at a rate not exceeding **7.25% per annum** on money lent to the Association by the person or member.

By-Law 7: Officers of the Association

This By-Law should be read in conjunction with the KCEC Constitution, with reference to section **22 Officers of the Association**.

- 7.1. An officer of the Association may only hold a position on the board for a maximum of 4 consecutive years.



- 7.2. The total duration of an officer's tenure as a board member is accumulated across all positions they have held and may currently hold.
- 7.3. The start date for the calculation of an officer's tenure, for the purposes of calculating and executing this By-Law, shall be the date of the AGM in 2020. The objective being to provide continuity and an appropriate migration period to the rules of the constitution and these By-Laws.
- 7.4. In the event that a position remains vacant, the 4 year limit imposed by rule 7.1 above may be extended year by year with the unanimous approval of the current sitting board.

By-Law 8: Annual general meeting

This By-Law should be read in conjunction with the KCEC Constitution, with reference to section **13 Annual general meeting**.

- 8.1. At each annual general meeting a maximum of 50% of board positions are designated for election.
- 8.2. The number of positions available is determined within the context of these By-Laws and the total number of positions currently defined herein.
- 8.3. The intent for this prescribed turn-over limit is to provide the board with stability and continuity of operation.
- 8.4. Subject to Clause 8.6 the Office Bearers of the Association and Ordinary Board Members shall be elected for a term of 2 years with a maximum of 2 consecutive terms.
- 8.5. Each Board Member shall, subject to this Constitution, hold office until the conclusion of the second Annual General Meeting following the date of the Board Member's election, but, subject to clause 8.4, is eligible for re-election.
- 8.6. Transitional period to facilitate a transition in governance arrangements, at the Annual General Meeting following the General meeting at which this Constitution is adopted by the Members:
 - 8.6.1. all Board Members in office must retire from office (with effect from the conclusion of the Annual General Meeting),



- 8.6.2. the Association is to conduct elections to elect individuals to fill the vacancies, in accordance with the terms of this Constitution and By-Laws; and
- 8.6.3. to facilitate orderly board rotation over time, immediately after the election is held, the individuals elected as Board Members must draw lots, in such manner as determined by the chairperson, to determine their initial term of office, such that:
 - 8.6.3.1. half the Board Members have an initial 2-year term;
 - 8.6.3.2. half the Board Members have an initial 1-year term, and at the conclusion of their initial term, such Board Members must retire but may be eligible to stand for re-election in accordance with the terms of this Constitution.
- 8.7. The Chair and Deputy Chair must have been Board Members for not less than two (2) years prior to their election.
- 8.8. The Board shall appoint a Public Officer, who shall be over the age of 18 years and a resident of Tasmania. The Public Officer may be an Office Bearer of the Association, a Board Member, or such other person as the Board may consider suitable and shall hold the position until terminated by the Board.
- 8.9. If, at any time between consecutive annual general meetings, 50% or more positions have become vacant on the board, there is no obligation to designate any additional positions for election at the annual general meeting.
- 8.10. The determinations outlined by this By-Law must be made prior to the publication of the notice of annual general meeting.
- 8.11. The determinations outlined by this By-Law must be included in the notice of annual general meeting as required by the constitution and these By-Laws.

By-Law 9: Banking and finance

This By-Law should be read in conjunction with the KCEC Constitution, with reference to section **9 Banking and finance**.

- 9.1. The limit for payments without the authority of the board is \$100.



9.2. The above limit is a cash spending limit. This limit does not apply to online and other electronic transactions incurred in the running of the business.

9.3. The above limit may only be altered with unanimous agreement of the board.

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