



Canterbury Bankstown Chamber of Commerce

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EXPERIENCE THE KNOWLEDGE

# Canterbury Bankstown Chamber of Commerce Inc.

**ABN 11 347 186 254**

Governed by the Associations Incorporation Act 2009 and Associations Incorporation  
Regulation 2010.

## Constitution

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## PART 1 - PRELIMINARY

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### 1. Definitions

1.1 In this Constitution:

- **Act** means the *Associations Incorporation Act 2009*.
- **Association** means the Canterbury Bankstown Chamber of Commerce Inc. (ABN 11 347 186 254) herein referred to as **the Chamber**.
- **Board** means a team of members, including the Committee Members, who have been appointed and have specific powers, duties and responsibilities in accordance with the terms of this Constitution.
- **Chairperson** means a designated officer of the Chamber that prescribes over the general and special meetings and Annual General Meeting of the Chamber.
- **Chief Executive Officer (CEO)** means the person appointed by the Board, whose responsibilities include the management of the overall operations and resources of the Chamber.
- **Commissioner** means the Commissioner of the NSW Fair Trading.
- **Committee Members** means the persons, firms or companies entered into the Register of members' for the former South West Bankstown Chamber of Commerce on the 8<sup>th</sup> day of August 2016, who will at all times hold a position on the Board. These members include:
  - Walid Mehanna;
  - Philip Iccovou (Lefand Group Pty Ltd)
  - Jason Arraj (Forward Legal Pty Ltd)
  - Bill Parasiris (Western Sydney University)
  - George Germanos (Alliance Accounting Pty Ltd)
  - Geoff Gaymer (TAFE Services)
  - Glen Waud (Councillor, City Canterbury Bankstown)
- **Director-General** means the Director-General of the Department of Services, Technology and Administration.
- **Ordinary Members** means members of the Chamber that are not otherwise part of the Committee or Board.
- **Public Officer** means as defined in section 34 of the Act.
- **Regulation** means the *Associations Incorporation Regulation 2010*.
- **Secretary** means:
  - i. the person holding office under this Constitution as secretary of the association; or
  - ii. if no such person holds that office - the public officer of the association.

1.2 In this Constitution:

- a) a reference to a function includes a reference to a power, authority and duty; and
- b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

1.3 The provisions of the *Interpretation Act 1987* apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

## **2. Objectives of the chamber**

2.1 The objectives of the Chamber are to:

- a) promote, advance and protect the interests of its members;
- b) promote, advance and develop trade and commerce, in The Canterbury Bankstown Local Government Area;
- c) consider all questions and issues connected with such trade, and commerce;
- d) promote, support or oppose legislative and/or other governmental issues and measures affecting such trade and commerce;
- e) collect, circulate and consider educational information, statistics and other information relating to such trade, and commerce;
- f) receive and provide training and education for the benefit of its members;
- g) participate in activities in support of or in conjunction with not-for-profit organisations and registered charities who operate within The Canterbury Bankstown Local Government Area;
- h) purchase, lease, hire or otherwise acquire to assist the Chamber to meet its objectives any real or personal property so far as the law may allow and from time to time to sell, demise, let, mortgage or dispose of the same;
- i) erect, maintain, improve or alter any building to assist the Chamber to meet its objectives;
- j) borrow or raise money by the issue of or upon bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Chamber or any mortgage or charge of all or any part of the property of the Chamber to assist the Chamber to meet its objectives;
- k) invest and deal with the moneys of the Chamber not immediately required upon such securities and in such manner as may from time to time be determined;
- l) engage professional assistance of any kind and to remunerate any person or organisation for services rendered or to be rendered in or about the formation, operation or promotion of the Chamber;
- m) raise money by subscription and to grant rights and privileges to subscribers;
- n) raise money by other means such as sponsorships, promotions, partnerships and other commercial arrangements; and
- o) do all such things as may be conducive to the extension of trade, commerce, transport, manufacturing and industries in The Canterbury Bankstown Local Government Area or incidental to the attainment of the above objects.

## **3. Code of conduct**

- 3.1 The Chamber is to conduct its business in a professional manner with the highest standards of integrity and in accordance with applicable laws and regulations.
- 3.2 The Board, Ordinary Members and suppliers are to comply with the Chamber's Code of Conduct, Policies and Procedures that is in effect and as may be amended from time to time.
- 3.3 The Board may review, implement and/or vary the Chamber's Code of Conduct, Policies and Procedures at any time at its sole discretion.
- 3.4 The Board and Ordinary Members who do not comply with the Chamber's Code of Conduct, Policies and Procedures may be dealt with in accordance with clause 13 of this Constitution.

## **PART 2 - MEMBERSHIP**

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### **4. Membership qualifications**

4.1 A person or organisation is eligible to be a member of the Chamber if:

- a) In the case of a person - the person is a natural person engaged in trade or commerce;
- b) In the case of an organisation - the organisation is engaged in trade or commerce; and
- c) the person and/or organisation has applied and been approved for membership of the Chamber in accordance with clause 5.

## **5. Application for membership**

- 5.1 An application for a person and/or organisation to become a member of the Chamber:
- a) must be made in writing in the prescribed form to an appropriate person appointed by the Chamber; or
  - b) must be submitted online through the Chamber's website in the prescribed form.
- 5.2 The Board will consider the merits of the application and will determine whether the application has been rejected or accepted.
- 5.3 The Board's decision as to accepting or rejecting applications for membership is final.
- 5.4 The Board is not obligated to provide the reasoning for their decision to accept or reject an application for membership.
- 5.5 If the application for membership is accepted, the Secretary must:
- a. notify the applicant in writing that the Chamber has approved their application; and
  - b. request that the applicant pay (within twenty-eight days' of the notification) the prescribed membership fee set out in clause 10.
- 5.6 Upon receipt of payment, the Secretary will enter or cause to be entered the applicants name in the register of members and, on the name being entered, the application will become a member of the Chamber.

## **6. Cessation of membership**

- 6.1 A person and/or organisation ceases to be a member of the Chamber if they:
- a) die;
  - b) resign their membership;
  - c) do not satisfy the Membership qualifications of the Chamber, in accordance with clause 4;
  - d) is expelled from the Chamber; or
  - e) fails to pay the annual membership fee under clause 10 within two (2) months after the fee is due and payable.
- 6.2 The Board shall have the power to terminate the membership of any member who fails to pay the annual membership fee under clause 10 within two (2) months after the fee is due.
- 6.3 Any arrears in membership fees shall remain a debt due to and recoverable by, the Chamber.
- 6.4 If any member of the Chamber, or Director or Partner of an organisation which is a member of the Chamber, be:
- a. convicted of an indictable offence; or
  - b. adjudged a bankrupt; or
  - c. make a composition or arrangement with their creditors under the provisions of any statute; or
  - d. if any company which is a member enter into liquidation, whether compulsory or voluntary (save for the purpose or reconstruction),

such a member and/or organisation shall thereupon automatically cease to be a member of the Chamber. The Board shall have the power, in its absolute discretion to consider and reinstate a member's membership in such circumstances.

- 6.5 If any member acts in a manner which is considered by the Board to be detrimental to the interests of the Chamber or the member is found to have breached the policies of the Chamber, as published from time to time, their membership may be suspended or terminated immediately by way of special resolution that is supported by at least three-quarters of the votes cast by the Committee at the meeting.

## **7. Membership entitlements not transferable**

- 7.1 All membership entitlements are not capable of being transferred or transmitted to another member and terminate on cessation of membership.

## **8. Resignation of membership**

- 8.1 A member of the Chamber may resign from their membership by giving written notice of at least one (1) month to the Secretary of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 8.2 Upon a member ceasing to be a member under clause 8.1, the Secretary will make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **9. Register of Members**

- 9.1 The Secretary must establish and maintain a register of all members of the association, specifying:
- a) The name, addresses and business classifications of each member;
  - b) The date upon which the name of each member was entered into the register;
  - c) The membership fee paid by the member and the date on which it was received; and
  - d) The names of the representatives appointed to attend meetings and to vote on behalf of the organisation.
- 9.2 The register of members must be kept in New South Wales -
- a. At the main premises of the Chamber;
  - b. If the Chamber has no premises, at the Chambers official address.
- 9.3 Other than as authorised by the Board, a member must not use information about a person obtained from the register to send material to the person, other than for:
- a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Chamber or other material relating to the Chamber; or
  - b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **10. Fees and subscriptions**

- 10.1 The Annual Membership Fee payable by members of the Chamber shall be determined by the Board and made publicly available via the Chambers website.
- 10.2 The Board at its absolute discretion may, at any time, vary the Annual Membership Fee to reflect the value of the services offered by the Chamber.
- 10.3 The Annual Membership Fee shall be invoiced one (1) month prior to the anniversary of the member's joining date, or as otherwise agreed, and shall be payable by the member within seven (7) days.
- 10.4 In determining the Annual Membership Fee, the Board may prescribe differing levels of fees for members of differing classes and sizes.
- 10.5 The Annual Membership Fee is an annual fee and the Board may from time to time set the method of payment of the fee.
- 10.6 Any refunds of the Annual Membership Fee will not be provided on a pro-rata basis.

## **11. Member liabilities**

- 11.1 The liability of a member of the Chamber to contribute towards the payment of the debts and liabilities of the Chamber or the costs, charges and expenses of the winding up of the Chamber is limited to the amount, if any, unpaid by the member in respect of membership of the Chamber as required by Clause 10.
- 11.2 If upon the winding up or dissolution of the Chamber there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Chamber, but shall be donated and distributed equally to three local charities nominated by the Board.

## **12. Resolution of internal disputes**

- 12.1 Disputes between members of the Chamber (in their capacity as members) and disputes between members and the Chamber, are to be referred to a Community Justice Centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- 12.2 At least seven (7) days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
- 12.3 If a dispute is not resolved by mediation within three (3) months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration. The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

## **13. Disciplining of members**

- 13.1 A complaint may be made to the Board by any person or organisation that a member of the Chamber:
- a) has refused or neglected to comply with a provision or provisions of this Constitution; or
  - b) has persistently and wilfully acted in a manner prejudicial to the interests of the Chamber.
- 13.2 On receiving such a complaint, the Board must:
- a) cause notice of the complaint to be served on the member concerned;
  - b) give the member at least fourteen (14) days from the time the notice is served within which to make submissions to the Board in connection with the complaint;
  - c) take into consideration any submissions made by the member in connection with the complaint.
- 13.3 The Board may, by resolution, expel the member from the Chamber or suspend the member from membership of the Chamber if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- 13.4 If the Board expels or suspends a member, the Secretary must, within seven (7) days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under Clause 14.
- 13.5 The expulsion or suspension does not take effect:
- a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
  - b) if within that period the member exercises the right of appeal, unless and until the Chamber confirms the resolution under Clause 14, whichever is the latter.

## **14. Right of appeal of disciplined member**

- 14.1 A member may appeal to the Chamber in general meeting against a resolution of the Board under clause 13, within seven (7) days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 14.2 The notice may, but need not, be accompanied by a statement of the grounds on which

the member intends to rely for the purposes of the appeal.

- 14.3 On receipt of a notice from a member under clause 14.1, the Secretary must notify the Board which is to convene a general meeting of the Chamber to be held within twenty eight (28) days after the date on which the Secretary received the notice.
- 14.4 At the general meeting of the Chamber convened under Clause 14.3:
- a) no business other than the question of the appeal is to be transacted;
  - b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 14.5 The appeal is to be determined by a simple majority of votes cast by members of the Chamber.

## **PART 3 - THE BOARD**

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### **15. Powers of the board**

- 15.1 Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Chamber in general meeting, the Board:
- a) is to control and manage the affairs of the Chamber;
  - b) may exercise all such functions as may be exercised by the Chamber, other than those functions that are required by this Constitution to be exercised by a general meeting of members of the Chamber; and
  - c) has the power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Chamber.

### **16. The Board**

- 16.1 The Board is to consist of:
- a) the office-bearers of the Chamber;
  - b) Committee Members; and
  - c) not more than a further five (5) members appointed by the Board in accordance with the guidelines established in clause 17; and
  - d) ex-officio Board members.
- 16.2 The office-bearers of the Chambers are as follows:
- a. Chairperson,
  - b. Deputy Chairperson,
  - c. Treasurer; and
  - d. Secretary.
- 16.3 A Board member may hold up to two (2) offices, excluding the office of Chairperson and Deputy Chairperson.
- 16.4 A Board member will hold office for a period of two (2) years, save as for Committee Members who will hold office indefinitely.
- 16.5 There are three (3) categories of ex-officio members of the Board, namely:
- a. immediate past Chairperson,
  - b. appointed Ambassadors, and
  - c. appointed Project Officers.



- 16.6 Ex-officio members do not have voting rights at Board meetings and are excluded from participating in such meetings.
- 16.7 Ambassadors are appointed by the Board. This appointment is only to be bestowed upon individuals for outstanding contributions to the Chamber. Each appointment will be by unanimous vote of the Board, based on written and endorsed submissions of at least two Board members.
- 16.8 Project Officers are appointed by the Board. These appointments are bestowed upon individuals on a project basis for a defined period of tenure, where the Project Officer will bring a level of expertise that is not otherwise available within the Board. Each appointment will be made by majority vote of the Board.
- 16.9 Upon election, Ambassadors, Board members and Project Officers must sign a formal Agreement with the Chamber confirming acceptance and acknowledgment of their roles, responsibilities and obligations as a Board Member, Ambassador or Project Officer.
- 16.10 If the Board Member is re-elected, subject to it remaining up to date and current with the requirements of the Chamber, the Board Member will not be required to sign a further Agreement.

## **17. Election of board members**

- 17.1 The Chairperson, Deputy Chairperson, Treasurer and Secretary shall be elected by a simple majority ballot at the Annual General Meeting.
- 17.2 All other members of the Board shall be appointed as required, pursuant to clause 16.
- 17.3 Nominations of candidates for election as office-bearers of the Chamber or as ordinary committee members must:
- a) be made in writing, signed by two (2) Board members and accompanied by the written consent of the candidate (using the designated form of the nomination); and
  - b) be delivered to the Secretary of the Chamber at least seven (7) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- 17.4 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected. Further nominations can be received at the Annual General Meeting; however, these nominations must meet the eligibility criteria outlined in clause 16.
- 17.5 If insufficient further nominations are received or candidate nominations received do not meet the criteria identified in clause 16, any vacant positions remaining on the Board are taken to be casual vacancies and the Board at its absolute discretion can determine whether to appoint a member to the vacancy.
- 17.6 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 17.7 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held in such usual and proper manner as the Board may direct.

## **18. Secretary**

- 18.1 The Secretary of the Chamber must, as soon as practicable after being appointed as Secretary, lodge notice with the Chamber of their address.
- 18.2 It is the duty of the Secretary to keep records of:
- a) all appointments of office-bearers and members of the Board;
  - b) the names of members of the Board present at a Board Meeting or general meeting; and
  - c) all proceedings at Board Meetings and general meetings.
- 18.3 It is the duty of the Secretary to confirm all Board appointments in writing by way of a Board Contract/Agreement.
- 18.4 Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting

in conjunction with the Secretary or by the Chairperson and Secretary at the next succeeding meeting.

- 18.5 It is also the Secretary's responsibility to ensure organisational compliance with all legislation associated with the operation of the Chamber as required.

## **19. Treasurer**

- 19.1 It is the duty of the Treasurer of the Chamber to ensure:
- a) that all money due to the Chamber is collected and received and that all payments authorised by the Chamber are made;
  - b) that the correct books and accounts are kept showing the financial affairs of the Chamber, including full details of all receipts and expenditure connected with the activities of the Chamber;
  - c) records of accounts as may be necessary to constitute a true and fair record of the financial position and operations of the Chamber are maintained and shall present financial statements as and when required by the Board; and
  - d) that before each Annual General Meeting a Balance Sheet and a Profit and Loss Statement for the financial year just ended, both duly audited with associated documents as required by legislation be presented.

## **20. Casual vacancies**

- 20.1 In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Chamber to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.
- 20.2 A casual vacancy in the office of a member of the Board occurs if the member:
- a) dies;
  - b) ceases to be a member of the Chamber;
  - c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth;
  - d) resigns office by notice, giving a minimum four (4) weeks' notice, in writing given to the Secretary;
  - e) is removed from office under clause 21;
  - f) becomes a mentally incapacitated person;
  - g) is absent from any three (3) Board meetings as an absentee or any four (4) Board meetings for any other reason unless such absence is authorised by the Board.
  - h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty of conviction is imprisonment for not less than three (3) months; or
  - i) is prohibited from being a Director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

## **21. Removal of board members**

- 21.1 The Chamber in general meeting may by resolution remove any member of the Board from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

## **22. Board meetings and quorum**

- 22.1 There shall be at least three (3) general meetings of the Chamber in each 12 month period, of which one (1) of these meetings will be deemed an Annual General Meeting, at a time and place to be determined by the Board.
- 22.2 Members shall be given at least fourteen (14) days' notice in writing of such meetings.

22.3 The Board shall meet as required but shall not meet less than three (3) times per year.

- 22.4 The Chairperson or, in his or her absence, the Deputy Chairperson shall preside at all meetings of the Board. If at any meeting neither the Chairperson nor Deputy Chairperson is present, within thirty (30) minutes of the appointed starting time, the meeting shall appoint a Chairperson from one of the remaining members of the Board other than any of the ex-officio members.
- 22.5 All meetings will have a quorum consisting of at least half of all current Board members. In the absence of a quorum, the meeting will be rescheduled.
- 22.6 At all meetings the business conducted shall be in accordance with the published Agenda for the meeting and any decisions of the Board shall (unless otherwise provided for in this Constitution) be decided by a majority with the Chairperson having a casting vote in addition to his or her deliberative vote.
- 22.7 Meetings may be held at one or more venues using any technology approved by the Board that gives each of the Board members a reasonable opportunity to participate. A Board member who participates in a meeting using that technology is taken to be present at the meeting and, if the Board member votes at the meeting, is taken to have voted in person.

### **23. Board conduct**

- 23.1 Board members will not disclose official information or documents acquired as a consequence of membership of the Board other than is required by law or when the member has been given proper authority to do so.
- 23.2 Board members will not accept gifts or benefits that could place them under an actual or perceived financial advantage or moral obligation to other organisations or individuals. Only gifts or hospitality of token or nominal value may be accepted. Accepting such gifts or benefits is essentially a matter of judgement. However, all gifts received by Board members should be declared. A Board member must be satisfied that their position will not in any way be compromised or appear to be compromised by acceptance of any gifts. A register of such gifts will be maintained by the Secretary.
- 23.3 Board members will disclose interests to the Board (which include positions and pecuniary interests) in corporations, partnerships or other businesses that may be relevant to the activities of the Board. A register of such interests will be maintained by the Secretary. When a conflict arises, the Board member must as soon as practicable disclose full and accurate details of the interest or issue to the Board.
- 23.4 Board members are expected to attend all Board meetings, all general meetings and the Annual General Meeting. It is also expected that Board members will attend the majority of events organised by the Chamber and at least one (1) other event per calendar year as a representative of the Chamber.

### **24. Delegation by the board to sub-committee**

- 24.1 The Board and/or CEO may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the association that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than –
- a. this power of delegation; and
  - b. a function which is a duty imposed on the committee by the Act or by any other law.
- 24.2 A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 24.3 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Clause has the same force and effect as it would have if it had been done or suffered by the Board.
- 24.4 A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in

the instrument of delegation.

- 24.5 Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- 24.6 Either the Chairperson, Secretary or CEO shall be an ex-officio member of all sub-committees.
- 24.7 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- 24.8 Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- 24.9 The Board and/or CEO may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 24.10 A sub-committee may meet and adjourn as it thinks proper.

## **25. Voting and decisions**

- 25.1 Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority votes of members of the Board or sub-committee present at the meeting.
- 25.2 Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 25.3 Subject to clause 22, the Board may act despite any vacancy on the Board.
- 25.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.
- 25.6 The returning officer shall be the Secretary.

## **PART 4 - GENERAL MEETINGS**

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### **26. Annual general meetings**

- 26.1 The Chamber must, at least once in each calendar year and within the period of six (6) months after the expiration of each financial year of the Chamber, convene an Annual General Meeting of its members. Fourteen (14) clear days' notice in writing of such meeting shall be given to members.
- 26.2 The business of an Annual General Meeting is to include:
- a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
  - b) to receive from the Board reports on the activities of the Chamber during the last preceding financial year;
  - c) the Treasurer will present the financial position for the concluding financial year;
  - d) to elect office-bearers of the Chamber and ordinary members of the Board; and
  - e) to receive and consider any financial statement or report which is required to be submitted to members under Section 26.6 of the Act.

### **27. General meetings**

- 27.1 The Chamber must hold its first annual general meeting within 18 months after its registration under the Act.
- 27.2 The Chamber must hold its annual general meetings—
- (a) within 6 months after the close of the association's financial year, or

- (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.
- 27.3 The annual general meeting of the association is, subject to the Act and clause 27.2, to be convened on the date and at the place and time that the Chamber thinks fit.
- 27.4 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following –
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the Board reports on the activities of the association during the last preceding financial year,
  - (c) to elect office-bearers of the association and ordinary committee members,
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- 27.5 An annual general meeting must be specified as that type of meeting in the notice convening it.
- 27.6 The Board may, whenever it thinks fit, convene a special general meeting of the Chamber.
- 27.7 The Board must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the Chamber.
- 27.8 A requisition of members for a special general meeting:
- a) must be in writing;
  - b) must state the purpose or purposes of the meeting;
  - c) must be signed by the members making the requisition;
  - d) must be lodged with the Secretary; and
  - e) may consist of several documents in a similar form, each signed by one (1) or more of the members making the requisition.
- 27.9 If the Board fails to convene a general meeting to be held within one (1) month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one (1) or more of the members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.
- 27.10 A special general meeting convened by a member or members as referred to in clause 27.2 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

## **28. Notice**

- 28.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Chamber, the Secretary must, at least fourteen (14) days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 28.2 If the nature of the business proposed to be dealt with at the general meeting requires a special resolution of the Chamber, the Secretary must, at least twenty-one (21) days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under Clause 27, the intention to propose the resolution as a special resolution.
- 28.3 No business other than that specified in the notice convening the general meeting is to be transacted at the meeting.
- 28.4 A member wishing to bring any other business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the notice of the general meeting given after receipt of the notice from the member.

## **29. Quorum for general meetings**

- 29.1 No item of business is to be transacted at a general meeting unless a quorum of

members entitled under this Constitution to vote is present during the time the meeting is considering that item.

- 29.2 Five members or ten percent of the current membership, the greater thereof, present in person (being members entitled under this Constitution to vote at a General Meeting) constitutes a quorum for the transaction of the business of a general meeting.
- 29.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- a) if convened on the requisition of members, is to be dissolved; and
  - b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 29.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least ten) is to constitute a quorum.

### **30. Presiding member**

- 30.1 The Chairperson or, in the Chairperson's absence, the Deputy Chairperson, is to preside as Chairperson at any general meeting of the Chamber.
- 30.2 If the Chairperson and the Deputy Chairperson are absent or unwilling to act, the members present must elect another member of the Board to preside as Chairperson at the meeting.

### **31. Adjournment**

- 31.1 The Chairperson of general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 31.2 If a general meeting is adjourned for fourteen (14) days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Chamber stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 31.3 Except as provided in clauses 31.1 and 31.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **32. Making of decisions**

- 32.1 A question arising at a general meeting of the Chamber is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minutes of the Chamber, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 32.2 At a general meeting of the Chamber, a poll may be demanded by the Chairperson or by at least three (3) members present in person or by proxy at the meeting.
- 32.3 If a poll is demanded at a general meeting, the poll must be taken:
- a) immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of adjournment; or
  - b) in any other case, in such a manner and at such a time before the close of the meeting as the Chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting in that matter.

### **33. Special resolution**

- 33.1 A resolution of the Chamber is a special resolution:

- a) if it is passed by a majority which comprises at least three-quarters of such members of the Chamber as, being entitled under this Constitution so to do, vote in person or by proxy at a general meeting of which at least twenty-one (21) days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution; or
- b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in clause 32.1, if the resolution is passed in a manner specified by the Commissioner.

## **34. Voting**

- 34.1 Votes at a general meeting or the Annual General Meeting may be given either personally or by proxy or in the case of a company by a duly appointed representative.
- 34.2 The instrument appointing a proxy shall be in such form as the Board may from time to time prescribe and in writing under the hand of the member or of a company under the common seal or under the hand of one of its directors authorised in that behalf and shall be deposited with the Secretary not later than twenty four (24) hours before the time for holding the meeting.
- 34.3 No member may hold more than five (5) proxies.
- 34.4 When any organisation in its corporate capacity be a member of the Chamber only one (1) of such organisation or its accredited representative shall be entitled to vote at any one time.
- 34.5 A member is not entitled to vote at any general meeting of the Chamber unless all money due and payable by the member to the Chamber has been paid.
- 34.6 A member is not entitled to vote at any general meeting of the Chamber if the member is under 18 years of age.
- 34.7 All ballots are decided on by a simple majority.
- 34.8 The Chamber may hold a postal or electronic ballot, as the Board determines, to determine any issue or proposal, other than an appeal under clause 14. A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.
- 34.9 A general meeting may be held at one or more venues using any technology approved by the Board that gives each of the members a reasonable opportunity to participate. A member who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **35. Appointment of proxies**

- 35.1 Each member is to be entitled to appoint another member as proxy by notice given to the Secretary no later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- 35.2 The notice appointing the proxy is use the form as designated by the Board.

## **PART 5 - MISCELLANEOUS**

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### **36. Insurance**

- 36.1 The Chamber may effect and maintain insurance.

### **37. Funds**

- 37.1 The income and property of the Chamber however derived shall be applied solely towards the promotion of the Objects of the Chamber as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise whosoever to the members of the Chamber.
- 37.2 Nothing herein shall prevent the payment in good faith of remuneration to any officers or servants or persons employed by the Chamber or to any member of the Chamber or to any member or person for services rendered to the Chamber.

- 37.3 Subject to any resolution passed by the Chamber in either a general or Annual General Meeting, the funds of the Chamber are to be used in pursuance of the Objects of the Chamber in such manner as the Board determines.
- 37.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) members of the Board or employees of the Chamber, being members or employees authorised to do so by the Board.
- 37.5 The assets and income of the Chamber shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.
- 37.6 In the event of the Chamber being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

### **38. Alteration of name, objects and constitution**

- 38.1 An application to the Director-General for registration of a change in the Chamber's name, objects or Constitution in accordance with section 10 of the Act is to be made by the Secretary or a Board member.
- 38.2 The statement of Objects and these Rules may be altered, rescinded or added to only by a special resolution of the Chamber in a general or Annual General Meeting.

### **39. Authorised signatories**

- 39.1 The authorised signatories of the Chamber are the Chairperson, Deputy Chairperson, Treasurer, Secretary and CEO.
- 39.2 Any document requiring authorisation from the Chamber as an Association shall be attested by the signatures of the CEO and Chairperson. If in the absence of the Chairperson, any one of the above-elected positions can sign on their behalf.

### **40. Custody of books**

- 40.1 Except as otherwise provided by this Constitution, the Secretary and Treasurer shall keep in their custody or under their control all records, books and other documents relating to the Chamber.

### **41. Inspection of books**

- 41.1 The records, books and other documents of the Chamber shall be open to inspection, free or charge by a member of the Chamber at any reasonable hour.

### **42. Service of notices**

- 42.1 For the purpose of this Constitution, a notice may be served on or given to a person:
- a) by delivering it to the person personally;
  - b) by sending it by pre-paid post to the address of the person; or
  - c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- 42.2 For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- a) in the case of a notice given or served personally, on the date on which it is received by the addressee;
  - b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
  - c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.



### **43. Submissions to NSW Fair Trading**

- 43.1 A copy of this Constitution has or will be sent to the NSW Fair Trading to ensure it conforms with the various legal requirements of an Incorporated Association.
- 43.2 An annual statement, NSW Fair Trading - Form 12, will be submitted within thirty (30) days after the Annual General Meeting by the Secretary.

### **44. Financial year**

- 44.1 The financial year of the Chamber is each period of twelve (12) months after the expiration of the previous financial year of the Chamber, commencing on 1 July and ending on the following 30 June.