

**Wauchope Chamber of Commerce and Industry Inc.
Constitution and Rules**

Part 1

1 Definitions

a. In these rules:

“Commissioner” means the Commissioner of the Department of Fair Trading.

“Ordinary member” means a member of the committee who is not an office- bearer of the association, as referred to in rule 21(b).

“Secretary” means:

- (i) the person holding office under these rules as secretary of the association, or
- (ii) if no such person holds that office the public officer of the association.

“Special general meeting” means a general meeting of the association other than an annual general meeting.

“The Act” means the Associations Incorporation Act 1984.

“The Regulation” means the Associations Incorporation Regulation 1999.

b. In these rules:

- (i) a reference to a function includes a reference to a power, authority and duty, and
- (ii) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

c. The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

2 Name

The name of the association is The Wauchope Chamber of Commerce and Industry Inc.

3 Office

The principal place of administration of the Chamber shall be at the office of the Secretary or at such other place as the executive committee shall from time to time determine.

4 Objects

The objects for which the chamber is established are:

- a. To promote and protect the internal and external trade, commerce, transport and the manufacturers and industries of and surrounding regions.
- b. To consider all questions connected with such trade, commerce, transport, manufacturers and industries.
- c. To promote, support or oppose legislation that may affect such trade, commerce, transport, manufacturers and industries.
- d. To collect and circulate statistics and other information relating to such trade, commerce, transport, manufacturers and industries.
- e. To undertake to supply the contact at State Chamber for arbitration of disputes arising out of trade, commerce, transport, and industries.
- f. To form a code of practice whereby the transactions of business relating to the aforesaid matters may be simplified and facilitated.
- g. To undertake training and education for the benefit of members.
- h. To purchase, lease, hire or otherwise acquire for the purpose of the chamber 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. To erect, maintain, improve or alter any building for the purpose of the chamber.

- j. To 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.
- k. To 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. To engage professional assistance of any kind and to remunerate any person for services rendered or to be rendered in or about the formation or promotion of the chamber.
- m. To raise money by subscription and to grant any rights and privileges to subscribers.
- n. To do all such things as may be conducive to the extension of trade, commerce, transport, manufacturers and industries or incidental to the attainment of the above objects.

Part 2 Membership

5 Membership Qualifications

- a. A person is qualified to be a *business member* of the association if the person is a natural person engaged in commerce trade services industry or manufacture or if that person is nominated by an organisation engaged in commerce trade services industry or manufacture as its representative and they:
 - (i) have been nominated for membership of the Association as provided by Rule 6, and
 - (ii) have been approved for membership of the Association by the committee of the Association.

- b. Each organisation engaged in trade services industry or manufacture may nominate only 1 representative. Other persons associated with that organisation may apply for membership as a community member.

- c. A person is qualified to be a *community member* of the Association if the person is a natural person not engaged in commerce trade services industry or manufacture or if that person is associated with a business member and
 - (i) have been nominated for membership of the Association as provided by Rule 6, and
 - (ii) have been approved for membership of the Association by the committee of the Association.

6 Nomination for membership

- a. A nomination for membership of the association:
 - (i) must be made by a member of the association in writing in the form set out in Appendix 1 to these rules, and
 - (ii) must be lodged with the secretary of the association.

- b. As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.

- c. As soon as practicable after the committee makes that determination, the secretary must:
 - (i) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
 - (ii) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.

7 The secretary must, on payment by the nominee of the amounts referred to in clause 8 (a) or (b) within the period referred to in Clause 6 (c), enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

8 Membership fees

There are two levels of membership.

- a. *General /Business* member - Fees are: such sum as the committee may from time to time determine.
- b. *Non-business/community* (residential) – Fees are such sum as the committee may from time to time determine.
- c. Membership fees are payable in the first month of each financial year and upon payment the member is eligible to vote and to be nominated as an office-bearer or for a committee position.
- d. If a member joins after the first quarter in any year the committee may reduce the membership fee payable for the remainder of the current financial year but it cannot be less than half the annual membership fee.
- e. The chamber's financial year shall be from the 1st day of July to the 30th June in the next succeeding year.
- f. In determining the annual subscription the executive committee may prescribe differing levels of fees for members of differing classes and sizes.
- g. The chamber may by resolution of an ordinary General Meeting impose a levy (not exceeding 50% of the relevant annual membership fee in any one financial year) on members of the chamber. Notice of the intention to impose such levy shall be given in writing to all members of the chamber with the Notice convening the General Meeting.

9 Cessation of membership

A person ceases to be a member of the association if the person:

- a. dies, or
- b. resigns membership, or
- c. is expelled from the association.
- d. fails to renew his membership for the following calendar year by June 30.

10 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the association (or nominated business representative):

- a. is not capable of being transferred or transmitted to another person, and
- b. terminates on cessation of the person's membership.

11 Register of members

- a. The *secretary* of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.
- b. The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- c. A member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount

12 Communication with Members

- a. Members will receive on a timely basis:
 - Minutes of all general meetings
 - Agenda for meetings
 - Notice of date time and place of general meetings.

- b. For ease of communication and to reduce costs, information will be sent to members via email for those that have this facility, otherwise information will be sent via normal mail or facsimile.
- c. All incoming and outgoing communication with regards to general business will be made available for perusal by members at the general meeting.
- d. Financial reports will be available for perusal by members at the general meetings or in business hours at the office by contacting the Treasurer.
- e. E-mail addresses and telephone numbers of the president and committee members will be made available to members for direct communication.

13 Funds

- a. The income and property of the chamber however it is derived, shall be applied solely towards the promotion of the objects of the chamber as set forth in the Constitution and Rules. No portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise to members of the Chamber itself. Nothing should prevent the payment in good faith of remuneration to any members or persons employed for services rendered to the chamber.
- b. Every member of the chamber is liable for payment of any debts and liabilities incurred by the chamber during their time of membership. Should the Chamber be wound up every member must pay, or within one year of completing their membership, any costs, charges and expenses amongst themselves; of winding up the Chamber. No members should incur expenses exceeding twenty-five (\$25.00) dollars.
- c. If, following the winding up or dissolution of the chamber, after the satisfaction of all its debts and liabilities, there remains any property, this property shall not be paid to or distributed among the members of the chamber. This property shall be distributed among such institutions

having objects similar to the objects of the Chamber to be determined by the members of the chamber at or before the time of dissolution and in default by the Supreme Court of New South Wales.

14 Funds source

- a. The funds of the association are to be derived from annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- b. All money received by the association must be deposited as soon as practicable and without deduction to the credit of the associations bank account.
- c. The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

15 Funds executive

- a. Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- b. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 of the committee or employees of the association, being members or employees authorised to do so by the committee.

16 Resolution of internal disputes

- a. Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

- b. At least 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.

17 Disciplining of members

- a. A complaint may be made to the committee by any person that a member of the association:
 - (i) has refused or neglected to comply with a provision or provisions of these rules, or
 - (ii) has acted in a manner detrimental to the interests of the association.
- b. On receiving such a complaint, the committee:
 - (i) must cause notice of the complaint to be served on the member concerned; and
 - (ii) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (iii) must take into consideration any submissions made by the member in connection with the complaint.
- c. The committee may, by resolution, expel the member from the association or suspend the member from membership of the association 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.
- d. If the committee expels or suspends a member, the secretary must, within 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 committee for having taken that action and of the member's right of appeal under rule 18.
- e. The expulsion or suspension does not take effect:

- (i) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- (ii) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 18(e), whichever is the later.

18 Right of appeal of disciplined member

- a. A member may appeal to the association in general meeting against a resolution of the committee under rule 17, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
 - b. 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.
 - c. On receipt of a notice from a member under clause (a), the secretary must notify the committee, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
 - d. At a general meeting of the association convened under clause (c):
 - (i) no business other than the question of the appeal is to be transacted, and
 - (ii) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (iii) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
 - e. At the general meeting if the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.
- 19 a. The membership of any member may be determined by the committee if that person is convicted of an indictable offence or adjudged bankrupt or enters into a composition arrangement with his or her creditors or if any

company with which a member is associated is placed into liquidation
~~that company membership may be determined by the committee.~~

- b. The committee shall have the power to reinstate a member whose membership has been determined in accordance with this rule on such terms and conditions as it may think fit.

Part 3 The Committee

20 Powers of the committee

The committee is to be called the executive committee of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:

- a. is to control and manage the affairs of the association, and
- b. may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association, and
- c. has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper execution of the affairs of the association.

21 Constitution and membership of the committee

- a. The committee is to consist of:
 - (i) the office-bearers of the association, and
 - (ii) 6 ordinary members, each of whom is to be elected at the annual general meeting of the association under rule 22.
- b. The office-bearers of the association are to be:
 - (i) the president

- (ii) the vice-president
 - (iii) the treasurer
 - (iv) the secretary, and
 - (v) the immediate past president
- c. Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the members election, but is eligible for re-election.
- d. The immediate past president shall only form part of the executive committee for the twelve months of president or until such time as following his retirement from the office there is a change in the office of president.

22 Election of members

- a. Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee:
- (i) can be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - ~~(ii) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place~~
 - (iii) ~~must be delivered~~ or to the returning officer of the Association before the time set for the annual general meeting and
 - (iv) those nominations are read out as nominees for positions during the annual general meeting.
 - (v) nominations may be made from the floor during the election of officers.
- b. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- c. The returning officer is to be appointed by a two third majority vote of the full executive committee at any time prior to the annual general meeting

and shall be a suitable nominee not being a current member of the Wauchope Chamber of Commerce & Industry Inc.

- d. The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- e. Election of office bearers shall be declared on a simple majority ballot.
- f. Confirmation of life membership –
 - (i) must be carried out at the first general meeting immediately following the annual general meeting,
 - (ii) must be carried by the majority of the committee membership.
 - (iii) the confirmation of life membership should, where possible, be announced at a public gathering which involves the chamber as soon as possible following the first general meeting following the annual general meeting.

23 Outgoing Committee

The outgoing committee will hand over to the incoming committee all documentation and executive tools used to manage and administer the affairs, property and funds of the Association including but not limited to:

- a. All financial data including computer discs
- b. All cheque books and deposit books
- c. Signed banking forms for change of signatures
- d. Data file of e-mail addresses and membership listing in a format that can be accessed
- e. Letterhead and other stationery
- f. Policy and Procedure documentation
- g. Business Plan
- h. Budget
- i. Copy of Chamber's Constitution
- j. Access passwords for the website
- k. Map data file of advertisements, outstanding debtors if applicable.

- l. Key to post box
- m. Signed authorities to manage telephone, electricity
- n. ~~Common seal~~

24 President

The duties of the president include:

- a. Representing the Chamber generally
- b. Attending and representing the Chamber at external meetings both locally and regionally
- c. Actively promoting the region
- d. To be the official spokesperson for all media statements
- e. Chairing all meetings
- f. To lead and direct discussion at all committee meetings
- g. Coordinating the preparation of an annual business plan
- h. Organising all speakers, in consultation with the executive committee
- i. Overseeing the preparation of annual reports.
- j. Ensuring guest speakers are thanked in writing
- k. Preparing Chamber newsletters if applicable
- l. Ex – officio member of all sub-committees.

25 Vice President

The Vice President duties include:

- a. Act as deputy to the President as required
- b. Chair meetings and lead discussion at meetings in the absence of the President.
- c. Coordinate and supervise activities of the committee
- d. Assist president where necessary
- e. Participate in discussion and vote on issues at meetings.
- f. Actively promote events and activities
- g. Actively promote the region.

26 Secretary

The Secretary's duties include:

- a. Collecting, noting and distributing all incoming mail and date stamping as received.
- b. Coordinating the update of membership lists (as members change their details or as new members join), including business name, contact person and all contact details including all phones, postal and street and e-mail addresses.
- c. Keeping and circulating the minutes of all General and committee meetings.
- d. Preparing reports on incoming and outgoing mail for all general meetings.
- e. Ensuring that all outgoing correspondence is copied to the executive committee
- f. Writing all correspondence as required including replies to incoming mail in consultation with the President.
- g. Sending thanks to speakers
- h. Preparing the agenda in consultation with the President and committee members at committee meeting
- i. Advising members of the date, time and location of all pending meetings no later than two weeks in advance of meeting date via e-mail or fax.
- j. Advising the general public of all pending meetings (for public interest) via an advertisement in local media including all above details.
- k. Sending out reminders of all pending general meetings with an agenda and supporting documentation no later than one week prior to the general meeting.
- l. Distributing via e-mail, fax or mail any communications from the executive committee.
- n. Participating in discussion and voting on issues at executive meetings.

27 Treasurer

The treasurer is solely responsible for all financial duties unless duties are specifically delegated to another committee member.

The treasurer's duties include:

- a. Banking – the banking of all incoming receipts on a timely basis

- b. Receipting – create and keep receipts for any monies received to be available at the next general meeting on request
- d. Reporting the financial position of the Association on a cash basis to the members at the monthly general meeting i.e. report income and expenditure on a monthly basis.
- e. Presenting accounts for payment with supporting documentation to committee to be passed for payment and keep records.
- f. Providing a tax invoice for membership and other supplies.
- g. Reporting on outstanding Debtors.
- h. Ensuring that every account presented for payment has a tax invoice with ABN
- i. Reconciling supplier accounts to ensure that double payments are not made
- j. Reconciling the bank account on a monthly basis
- k. Preparing reports and supporting documentation prior to the annual general meeting
- l. Preparing a budget in consultation with the executive committee at the beginning of the committee's term
- m. Participating in discussion and vote on issues at meetings
- n. Ensuring that all Insurances are up to date

28 Casual vacancies

- a. In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- b. For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:
 - (i) dies, or
 - (ii) ceases to be a member of the association, or
 - (iii) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - (iv) resigns office by notice in writing given to the secretary, or

- (v) is removed from office under rule 19, or
- (vi) becomes a mentally incapacitated person, or
- (vii) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

29 Meetings and quorum

- a. Meetings of the committee may be convened by the president or by any member of the committee.
- b. Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- c. Notice of a meeting given under clause (b) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- d. Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- e. No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- f. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- g. At a meeting of the committee:
 - (i) the president or, in the presidents absence, the vice-president is to preside, or

(ii) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

h. All members are to be supplied with Name, Telephone number and e-mail address of other committee members.

i. A committee is entitled to invite experts to attend specific meetings

j. Committee meetings will be held on a monthly basis

k. The agenda for the next general meeting will be set in consultation with the chair and committee members at the monthly committee meeting.

30 Sub Committees

A Sub Committee

a. Can be formed from general membership for specific roles

b. May meet and adjourn as it considers appropriate

c. May only exercise delegated powers in the way the executive committee decides

d. Can be disbanded at the discretion of the Executive Committee once a task/project has been completed

e. Will report on progress on a monthly basis to the executive committee in writing and then the executive committee will present recommendations to members with a written report.

31 Delegation by committee to sub-committee:

a. The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified, other than:

(i) this power of delegation, and

(ii) a function which is a duty imposed on the committee by the Act or by any other law.

- b. A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- c. A delegation under this section may be made subject to such conditions or limitations as to time or circumstances, as may be specified by the committee.
- d. Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- e. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- f. The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- g. The president and secretary shall ex officio be members of all sub committees.

32 Voting and decisions

- a. Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- b. Each member present at a meeting of the committee or of any sub-committee appointed by the committee (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.
- c. Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards

be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 General Meetings

- 33 There shall be at least one general meeting of the chamber in each year at a time and place to be determined by the executive committee. Members shall be given at least seven clear days' notice in writing of general meetings.
- 34 The Annual General Meeting of the chamber shall be held not later than four (4) months after the close of each financial year to
- a. receive the executive committee's report and
 - b. receive the treasurer's financial statement for that financial year
 - c. deal with any other business brought forward in conformity with the Rules of the chamber
 - d. to confirm the minutes of the ~~last~~ preceding annual general meeting and of any special general meeting held since that meeting and
 - e. to elect office bearers of the association and ordinary members of the committee
- 35 The president or, in his absence, the vice president, shall preside at all meetings of the chamber. If at any meeting neither the president nor vice president is present, within thirty (30) minutes of the appointed starting time, the meeting shall appoint a chairman from one of the remaining members of the executive committee. At all meetings the business shall (unless otherwise provided by this constitution) be decided by the majority present and the chairman shall be entitled to cast a deliberative vote in addition to his ~~deliberative~~ vote if required.
- 36 Special general meetings
- a. The committee may, whenever it thinks fit, convene a special general meeting of the association.

- b. The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- c. A requisition of members for a special general meeting:
 - (i) must state the purpose or purposes of the meeting, and
 - (ii) must be signed by the members making the requisition, and
 - (iii) must be lodged with the secretary, and
 - (iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- d. If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- e. A special general meeting convened by a member or members as referred to in clause (d) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

37 Notice

- a. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 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.
- b. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 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 (a), the intention to propose the resolution as a special resolution.

- c. No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 34.
- d. A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

38 Procedure

- a. No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- b. Seven members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- c. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (i) if convened on the requisition of members, is to be dissolved, and
 - (ii) 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.

39 Presiding member

- a. The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- b. If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

40 Adjournment

- a. The chairperson of a 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.
- b. If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- c. Except as provided in clauses (a) and (b), 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.

41 Making of decisions

- a. A question arising at a general meeting of the association 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 minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- b. At a general meeting of the association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- c. If a poll is demanded at a general meeting, the poll must be taken;
 - (i) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
 - (ii) in any other case, in such manner and at such 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 on that matter.

42 Special resolution

A resolution of the association is a special resolution:

- a. if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, 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 paragraph (a) if the resolution is passed in a manner specified by the Commissioner.

43 Voting

- a. On any question arising at a general meeting of the association a member has one vote only.
- b. All votes must be given personally or by proxy or in the case of a company, by a duly appointed representative of that company but no member may hold more than 5 proxies.

- c. Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- d. The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.
- e. In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- f. A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

44 Suppliers

- a. Two quotes are to be obtained from suppliers for purchases over \$500.00.
- b. Suppliers must provide a tax invoice with ABN.
- c. Preference will be given to a member business of the Chamber if all other criteria are equal.

Part 5 Miscellaneous

45 Common Seal

- a. The common seal of the chamber shall be kept in the custody of the public officer.
- b. The common seal shall not be affixed to any instrument except by the authority of the executive committee and the affixing of the common seal shall be attested by the signatures of any two of the president, vice president, treasurer and secretary.

46 Custody of Books

Except as otherwise provided by these rules, the secretary shall keep in his or her custody or under his or her control, all records including books and other documents relating to the chamber.

47 Inspection of Books

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

48 Insurance

The association may effect and maintain insurance.

49 Service of notices

- a. For the purpose of these rules, a notice may be served on or given to a person:
 - (i) by delivering it to the person personally, or
 - (ii) by sending it by pre-paid post to the address of the person, or
 - (iii) 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.

- b. for the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
 - (i) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (ii) 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
 - (iii) 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.

