

2019



KDCCI CONSTITUTION

INDEX

1. NAME.....	4
2. DEFINITIONS	4
3. PURPOSE OF THE CHAMBER	5
4. OBJECT OF THE CHAMBER.....	5
5. POWERS.....	5
6. MEMBERSHIP	6
6.1. Qualifications for Membership	6
6.2. Ordinary Membership	6
6.3. Associate Membership	7
6.4. Honorary Annual Membership.....	7
6.5. Honorary Life Membership	7
7. REGISTER OF CHAMBER MEMBERS.....	8
8. SUBSCRIPTION OF CHAMBER MEMBERS.....	9
9. SUSPENSION/TERMINATION/EXPULSION OF MEMBERSHIP	9
9.1. Suspension of Membership.....	9
9.2. Termination of Membership	10
9.3. Expulsion of Members.....	10
10. BOARD	11
10.1. Composition of the Board	11
10.1.1. Election of the Board.....	11
10.2. Role and Powers of the Board	12
10.3. Casual Vacancies.....	12
10.4. Proceedings of the Board	13
10.5. Confidentiality and Members Interests.....	14
10.6. Resolving Disputes.....	14
10.6.1. Mediation of Disputes	16
10.6.2. If mediation results in decision to suspend or expel being revoked.....	17
10.7. Sub-Committees	17
11. SPECIAL GENERAL MEETINGS.....	17
11.1. Convening Special General Meetings - Board	17
11.2. Convening Special General meetings- Members.....	18
11.3. Notice of Special General Meetings	18
11.4. Order of Business at Annual General Meetings	19
11.5. Quorum in Proceedings at Special and Annual General Meetings.....	19

KDCCI Constitution as at August 2019

11.6.	Minutes of Meetings of Chamber	20
11.7.	Voting Rights of Members of the Chamber	20
12.	CHIEF EXECUTIVE OFFICER	20
13.	RULES OF THE CHAMBER.....	21
14.	COMMON SEAL OF THE CHAMBER	21
15.	FINANCIAL MATTERS	21
16.	INSPECTION OF RECORDS OF THE CHAMBER.....	22
17.	CUSTODY OF BOOKS AND SECURITIES	22
18.	WINDING UP OR DISSOLUTION OF THE CHAMBER	23
19.	DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF THE CHAMBER.....	23

KARRATHA & DISTRICTS CHAMBER OF COMMERCE & INDUSTRY INC.

1. NAME

The name of the Association is Karratha & Districts Chamber of Commerce and Industry Incorporated.

2. DEFINITIONS

In these Rules, unless the contrary intention appears:

"Affiliated Chamber" means a Chamber of Commerce and Industry situated in the state of Western Australia and affiliated with the Chamber of Commerce and Industry of Western Australia;

"Applicant" means any organisation applying for membership of the Chamber;

"Associate Member" means an organisation accepted for membership of the Chamber according to sub-rule 5.3;

"Board" means the Board constituted in accordance with Rule 9;

"Board meeting" means the proceedings referred to in sub-rule 9.5;

"Board member" means the person(s) referred to in sub rule 9.1 (a);

"Chamber" means the Karratha & Districts Chamber of Commerce & Industry Incorporated ;

"Chief Executive Officer" means the person employed by the Chamber, in accordance with Rule 11, to conduct the affairs of the Chamber and implement its policy;

"General meeting" means an ordinary, special, or annual meeting of members convened in accordance with these rules;

"Grievance procedure" means the procedures set out in Division 3 of the Act Resolving Disputes;

"Honorary Annual Member" means a person admitted to membership of the Chamber according to sub-rule 5.4;

"Honorary Life Membership" means a person elected to membership of the Chamber according to sub-rule 5.5;

"Member" means a member of the Chamber under Rule 5;

"Ordinary resolution" means a resolution passed at any meeting by a majority of those people present and entitled to vote thereat;

"Organisations" means any firm, sole trader, company, association, government agency or individual;

"Participating Member" means a representative of the member organisation as per Rule 5;

"Party to a dispute" includes a person _

- a) Who is a party to the dispute; and
- b) Who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

"Rules" means these rules and any alterations or additions to them;

"Special resolution" means a resolution passed in accordance with sub rule 10.5 (eii);

"The Act" means the *Associations Incorporation Act 2015*;

"Year" means the Association's financial year, commencing on the 1st day of July in each year and expiring on the 30th day of June in the following year.

3. PURPOSE OF THE CHAMBER

The Karratha and Districts Chamber of Commerce and Industry actively promotes the interests of its members in the business community, and provides a range of services to generate positive outcomes for commercial and professional organisations.

4. OBJECT OF THE CHAMBER

- a. provide opportunities for members to network, share information and skills, attend professional development and mentor each other and others in the City of Karratha;
- b. to strengthen community and business networks;
- c. to advance professional women, entrepreneurship and business growth in the City of Karratha;
- d. to deliver economic development initiatives as a group, or on behalf of partners, to our members and the City of Karratha;
- e. to collect information regarding matters of interest to businesses and the community.

5. POWERS

The powers conferred on the Association by section 13 of the Act are subject to the following additions, exclusions or modifications:

The Chamber may borrow and raise money by way of loans, overdrafts, commercial bills and other facilities, and secure them by mortgages, charges, guarantees, indemnities and/or other securities over all or any of the property of the Chamber and liquidate, redeem or payoff such obligations and securities as and when it sees fit.

The property and income of the association must be applied solely towards the promotion of the objects or purposes of the association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the association, except in good faith in the promotion of those objects and purposes.

6. MEMBERSHIP

6.1. Qualifications for Membership

Membership of the Chamber is open to any natural person, organisation, company, firm or other legal entity directly or indirectly engaged in business in Karratha and the surrounding districts, or wishing to pursue the Chamber's objectives.

6.2. Ordinary Membership

- a. Membership shall comprise of Ordinary Associate, Honorary Annual or Honorary Life;
- b. When an organisation is accepted as an Ordinary Member of the Chamber;
 - i. the name of the organisation shall be entered into the register of members along with who the participating member is of that organisation;
 - ii. subject to sub-rules (iii), (iv) and (v) Participating Members are entitled to participate in the Chamber's activities;
 - iii. the voting rights of the organisation shall be determined by sub-rule 10.7;
 - iv. only one (1) Participating Member may hold office on behalf of the organisation at any one time;
 - v. Participating Members shall not be separately entered into the Chamber's register of members.
- c. An applicant wishing to become an Ordinary Member of the Chamber shall:
 - i. apply in writing to the Board in such form as the Board from time to time directs;
 - ii. pay the subscription as stated in sub rule 7(a); and

- iii. agree to be bound by the rules and decisions of the Chamber as amended from time to time.
- d. The Board shall consider each application and shall accept or reject that application and ratify it at the next Board meeting.

6.3. Associate Membership

- a. An organisation whose activities extend outside the Karratha & Districts area and who are financial members of an Affiliated Chamber are eligible to become Associate Members of the Chamber.
- b. Associate Members are entitled to participate in the Chamber's activities, but shall not have voting privileges or hold office.
- c. An organisation wishing to become an Associate Member of the Chamber shall:
 - i. apply in writing to the Board in such form as the Board from time to time directs; and
 - ii. attach to the application referred to in sub-rule (a) proof of membership of an Affiliated Chamber.
- d. The Board members shall consider each application and shall accept or reject that application and ratify it at the next Board meeting.
- e. The Board may consider at its discretion, applications from organisations outside of the state of Western Australia.

6.4. Honorary Annual Membership

- a. The Board may admit to Honorary Annual Membership of the Chamber persons distinguished in public affairs, commerce, education, finance or any such person as the Board considers it desirable to admit to Honorary Annual Membership.
- b. An Honorary Annual Member shall be entitled to participate in the activities of the Chamber but shall not have voting privileges or hold office.
- c. For the purposes of sub-rule (a) the Board may consider at its discretion a nomination for admission to Honorary Annual Membership received from any two Ordinary Members of the Chamber.

6.5. Honorary Life Membership

- a. The Board may nominate for election to the position of Honorary Life Membership any past or present Participating Member or any person who has rendered distinguished service to the Chamber.
- b. The Board shall cause a motion for the election of the person so nominated to be placed on notice for consideration of the voting members of the Chamber at the Annual General Meeting next following such nomination or any special general meeting duly convened for that purpose.
- c. For the purposes of sub-rule (a), the Board may consider at its discretion a recommendation for nomination received from any two Ordinary Members of the Chamber.
- d. When considering a candidate for election to the position of Honorary Life Membership the Board shall have regard to:
 - i. The length and quality of service afforded by the candidate to the Chamber;
 - ii. The character of the candidate generally;
 - iii. The number of persons for the time being holding the position of Honorary Life Member of the Chamber; and
 - iv. Any other factor which the Board may consider to be relevant.
- e. Honorary Life Members are subject to the same rights and conditions as Ordinary Members, but shall not be required to pay any membership subscription.
- f. Honorary Life Membership of the Chamber shall endure for the lifetime of the incumbent.
- g. Honorary Life Membership shall only be granted to individuals and not to organisations.

7. REGISTER OF CHAMBER MEMBERS

- a. Section 53 of the Act requires an incorporated association to maintain a register of its members and record in the register any change in the membership of the association. Any change to the register must be recorded within 28 days after the change occurs.
- b. Under section 53 (2) of the Act the register of members must include each member's name and a residential, postal or email address. The Chief Executive Officer shall, on the Chamber's behalf, keep and maintain the register of members. The register shall be kept and maintained at the office of the Chamber.
- c. The Chief Executive Officer shall cause the name of a person who dies or who ceases to be a member under these rules to be deleted from the register of members referred to in sub rule (a) above.

8. SUBSCRIPTION OF CHAMBER MEMBERS

- a. The annual subscription of members shall be such amount or amounts as shall be determined from time to time by the Board.
- b. Different rates may be prescribed for different classes of members or on such basis or differentiation as the Board may decide or these rules require.
- c. Each member shall pay to the Chamber annually on or before 1 July or such other date as the Board from time to time determines the amount of the subscription determined under sub-rule (a).
- d. The Chamber may from time to time by special resolution impose a levy or call on any group or groups thereof PROVIDED that the total of such levies shall not exceed the amount of the annual subscription of that member for that year.
- e. Fees for new applicants will be calculated on a pro-rata amount of the fees set in sub rule (a), so that their membership is aligned with sub rule (c).
- f. Membership shall commence from date on the membership application form.

9. SUSPENSION/TERMINATION/EXPULSION OF MEMBERSHIP

9.1. Suspension of Membership

- a. At the Board's discretion, members may be suspended from membership upon the failure to pay any sum of money or moneys due and payable to the Chamber within two (2) months of such sum or sums becoming payable.
- b. A suspension imposed under sub-rule (a) shall be revoked upon payment, by the member so suspended, of all monies due and payable.
- c. A suspension or revocation under this sub-rule shall become effective upon delivery of a notice in writing from the Board to the member concerned.

9.2. Termination of Membership

Termination of membership shall become effective on the following grounds:

- a. Failure to pay membership subscriptions in accordance with rule 7 and 8.1(a) within three (3) months of the commencement of the date fixed by or under sub-rule 7(c).
- b. Resignation from the Chamber as follows:
 - i. a member who delivers notice in writing of its resignation from the Chamber to a Board member or to the CEO ceases, on that delivery, to be a member;
 - ii. a member who resigns pursuant to this sub-rule remains liable to pay to the Chamber the amount of any subscription or other monies due and payable by that member to the Chamber at the date of that resignation ;
 - iii. No part of an organisation's membership fee shall be refunded to any Member whose membership of the Chamber is terminated for whatever reason.
- c. If a member, incorporated or unincorporated, becomes insolvent, defunct or is wound up.

9.3. Expulsion of Members

- a. If the Board considers that a member should be expelled from membership because of conduct detrimental to the Chamber's interests, the Board shall communicate in writing to the member;
 - i. notice of the proposed expulsion and of the time, date and place of the Board meeting at which the question of that expulsion will be decided; and
 - ii. particulars of that conduct.

not less than thirty (30) days before the date of the Board meeting referred to in sub-rule (i).
- b. At the Board meeting referred to in a notice communicated under sub-rule (a) the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to the Board, expel or decline to expel that member from membership and shall, forthwith after deciding whether or not to expel that member, communicate that decision in writing to that member.
- c. Subject to sub-rule (e), a member who is expelled under sub-rule (b) from membership ceases to be a member fourteen (14) days after the day on which the decision is communicated to the member under sub-rule (b).
- d. A member who is expelled under sub-rule (b) from membership shall, if it wishes to appeal against that expulsion, give notice to a board member or the CEO of their intention to do so within the period of fourteen (14) days referred to in sub-rule (c).

- e. When notice is given under sub-rule (d):
 - i. the Chamber in a general meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Chamber in the general meeting, confirm or set aside the Board's decision to expel that member; and
 - ii. the member who gave that notice does not cease to be a member unless and until the Board's decision to expel him or her is confirmed under this sub-rule.
- f. At the Board meeting referred to in sub-rule (b) the member concerned is entitled to legal representation.

10. BOARD

10.1. Composition of the Board

- a. The Board shall be elected at the Annual General Meeting and shall consist of:
 - i. a President;
 - ii. a Vice-President;
 - iii. a Treasurer; and
 - iv. up to ten (10) Ordinary Members.

10.1.1. Election of the Board

- a. Eligibility for election to the Board is limited to voting members.
- b. The term of office is two years, however Board members may stand for re-election at the end of their term.
- c. No person shall be eligible to become the President or Vice-President unless he/she is a member who has served on the Board for the twelve month period immediately prior to their nomination for the position of either President or Vice-President. In the event of no-one wishing to become President, then the decision will be referred back to a special meeting to be resolved by the Chamber members.
- d. No person shall hold the office of President for more than two (2) successive terms without the authority of a special resolution of the Chamber.
- e. A candidate for appointment to the Board shall, at least seven (7) days before the relevant annual general meeting, deliver to the Board a notice in writing duly signifying this candidature and the intention of two other members to propose the

candidate. The notice is to be signed by the candidate and the two proposers, all of whom must be voting members.

- f. In the event that more candidates are nominated for any office than there are vacancies, the election shall be held by secret ballot at the Annual General Meeting.
- g. The Chief Executive Officer will nominate an independent returning officer who will oversee the ballot.
- h. All members attending the Annual General Meeting, and who have signed the attendance record, will be handed a ballot paper on which the names of the candidates for the various board positions will be listed in alphabetical order. Members are to complete the ballot paper according to the instructions contained thereon and submit their completed form to the returning officer for counting. Once the counting is complete the meeting will be informed of the outcome of the ballot.

10.2. Role and Powers of the Board

- a. The affairs and general business of the Chamber shall be managed by the Board.
- b. Without limiting the generality of sub-rule (a), the Board is empowered:
 - i. to do all things for the management of the Chamber and for the furtherance of the Chamber's objectives except those things which, according to these rules, must be done by the Chamber in general meeting;
 - ii. to appoint or dismiss all such officers and servants as may from time to time be necessary for the carrying out of the Chamber's objectives and may pay or allow such salaries, allowances, pensions or recompenses to such officers and servants as it shall from time to time see fit;
 - iii. to enter into such contracts on behalf of the Chamber as it shall think advisable;
 - iv. to expend the funds of the Chamber in such a manner as is deemed to be in the best interests of and for carrying out the objectives of the Chamber;
 - v. The Board shall after the Annual General meeting in each year appoint for the ensuing year an auditor who is a qualified accountant;
 - vi. The President and/or CEO may invite at his or her discretion, any such person that may make a useful contribution to the deliberations of the Board.
 - vii. No board members will be paid financial reimbursement for carrying out their duties as a board member.

10.3. Casual Vacancies

KDCCI Constitution as at August 2019

- a. Any casual vacancy occurring on the Board may be filled by the Board from among the voting members and any voting member so appointed shall hold office until the next annual general meeting.
- b. A casual vacancy occurs in the office of any Board member if that Board member:
 - i. dies;
 - ii. resigns from the Board by notice in writing delivered to the President or, if the Committee member is the President, to the Vice-President;
 - iii. is convicted of an offence under the Act;
 - iv. is permanently incapacitated by mental, or physical ill health;
 - v. is absent from three consecutive Board meetings of which he or she has received notice and has failed to tender an apology to the person presiding at each of those Board meetings;
 - vi. ceases to be a member of the Chamber.

10.4. Proceedings of the Board

- a. At all Board Meetings the Chair shall be taken by the President or (in their absence or refusal to act) the Vice President. If neither the President nor Vice President is present or willing to act, the Board shall elect a Chairman for the meeting.
- b. The Board shall meet for the dispatch of business not less than eight times per year and the President may at any time convene a Board meeting by providing a minimum of three (3) days notice.
- c. Each Board member has a deliberate vote.
- d. The Chief Executive Officer does not hold voting powers.
- e. At a Board meeting five (5) Board members constitute a quorum.
- f. A question arising at a Board meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Board meeting shall have a casting vote in addition to his or her deliberate vote.
- g. Subject to these rules, the procedure for the order of business to be followed at a Board meeting shall be determined by the Board members present at the Board meeting.
- h. A Board member having declared an interest referred to in sub rule 9.6 (a) shall not be entitled to vote upon the matter in which the member has such interest and shall absent themselves from the room in which any discussions or considerations of that matter take place, however the Board member may speak on the matter if it is so agreed by the Board.

10.5. Confidentiality and Members Interests

- a. Board members having any direct or indirect pecuniary interests in any proceedings before the Board shall:
 - (i) inform the Board of the same; and
 - (ii) make full declaration of any interests or benefits (pecuniary or otherwise) that they may directly or indirectly have or gain as a result of any matter in which the Board decides upon or exercises power or discretion over.
- b. No member of the Board shall at any time, whether whilst a Member of the Board or at any time thereafter, use or disclose confidential matters as agreed by the Board to any person or company whatsoever.
- c. The Board may dismiss from the Board or Sub-Committees any Board or Sub-Committee member who does not comply with sub rule (a) & 9.5(h).
- d. All ideas and concepts, of whatsoever nature, raised at meetings of the Board shall, unless the party proposing such an idea or concept first gives written notice to the Board that such a proposal is the proposer's own property and the terms upon which such a proposal is being put, be deemed the property of the Chamber thereafter and no member of the Board shall have proprietary interest in the same.

10.6. Resolving Disputes

Division 3 of the Act, applies to disputes between members or between one or more members of the Association.

- a. The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- b. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19 of the Act, any party to the dispute may start the grievance procedure by giving written notice to the secretary of:
 - i. The parties to the dispute and
 - ii. The matters that are the subject of the dispute.
- c. Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- d. The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- e. The notice given to each party to the dispute must state —

- i. when and where the committee meeting is to be held; and
 - ii. that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- f. If —
 - i. the dispute is between one or more members and the Association; and
 - ii. any party to the dispute gives written notice to the secretary stating that the party —
 - does not agree to the dispute being determined by the committee; and
 - requests the appointment of a mediator under rule 23,the committee must not determine the dispute.
- g. At the committee meeting at which a dispute is to be considered and determined, the committee must —
 - i. give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
 - ii. give due consideration to any submissions so made; and
 - iii. determine the dispute.
- h. The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- i. A party to the dispute may, within 14 days after receiving notice of the committee's determination under subrule (1)(c) of the Act, give written notice to the secretary requesting the appointment of a mediator under rule 23 of the Act.
- j. If notice is given under subrule (3 of the Act), each party to the dispute is a party to the mediation.

10.6.1. Mediation of Disputes

Division 4 of the Act, applies to mediation of disputes between members or between one or more members of the Association.

This Division applies if written notice has been given to the secretary requesting the appointment of a mediator —

- i. by a member under rule 15(7) of the Act; or
 - ii. by a party to a dispute under rule 20(5)(b)(ii) or 21(3) of the Act.
- a. If this Division applies, a mediator must be chosen or appointed under rule 23 of the Act.
- b. The mediator must be a person chosen —
 - i. if the appointment of a mediator was requested by a member under rule 15(7) of the Act — by agreement between the Member and the committee; or
 - ii. if the appointment of a mediator was requested by a party to a dispute under rule 20(5)(b)(ii) or 21(3) of the Act — by agreement between the parties to the dispute.
- c. If there is no agreement for the purposes of subrule (1)(a) or (b) of the Act, then, subject to subrules (3) and (4) of the Act, the committee must appoint the mediator.
- d. The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
 - i. a member under rule 15(7); or
 - ii. a party to a dispute under rule 20(5)(b)(ii); or
 - iii. a party to a dispute under rule 21(3) and the dispute is between one or more members and the Association.
- e. The person appointed as mediator by the committee may be a member or former member of the Association but must not —
 - i. have a personal interest in the matter that is the subject of the mediation; or
 - ii. be biased in favour of or against any party to the mediation.
- f. The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- g. Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- h. In conducting the mediation, the mediator must —
 - i. give each party to the mediation every opportunity to be heard; and
 - ii. allow each party to the mediation to give due consideration to any written statement given by another party; and

- iii. ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- i. The mediator cannot determine the matter that is the subject of the mediation.
- j. The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- k. The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

Section 182(1) of the Act provides that an application may be made to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under the procedure provided for in the incorporated association's rules.

10.6.2. If mediation results in decision to suspend or expel being revoked

If —

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 15(7); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

10.7. Sub-Committees

The Board may from time to time have sub-committees formed which are to be made up from voting members. The members of such sub-committees are to be bound by sub rule 9.6.

11. SPECIAL GENERAL MEETINGS

11.1. Convening Special General Meetings - Board

The Board:

- a. may at any time convene a special general meeting;
- b. shall convene special general meetings within the time limits provided for the holding of special general meetings as determined by the Act; and
- c. shall, within 30 days of:

- i. receiving a request in writing to do so signed by not less than ten members convene a special general meeting for the purpose specified in that request; or
- ii. the Chief Executive Officer, receiving a notice under sub-rule 8.3 (d), convene a special general meeting for the purpose of dealing with the appeal to which the notice relates.

11.2. Convening Special General meetings- Members

- a. If a special general meeting is not convened within the relevant period of 28 days referred to:
 - i. in sub-rule 10.1 (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Board; or
 - ii. in sub-rule 10.1(c)(ii), the member who made the request concerned may convene a special general meeting himself or herself as if he or she were the Board.
- b. When a special general meeting is convened under sub-rule 10.2(a) (i) or (ii):
 - i. the Board shall ensure that the member or members convening the special general meeting are supplied free of charge with particulars of all members; and
 - ii. the Chamber shall pay the reasonable expenses of convening and holding the special general meeting.

11.3. Notice of Special General Meetings

- a. The Chief Executive Officer shall give to all members not less than 21 days notice of a special general meeting at which a special resolution is to be proposed and any other motions to be moved at that meeting.
- b. A notice given under sub-rule (a) shall specify:
 - i. when and where the special general meeting concerned is to be held; and
 - ii. particulars of the business to be transacted at the special general meeting concerned and of the order in which that business is to be transacted.
- c. The Chief Executive Officer may give notice under sub-rule (a) or (b) above by:
 - i. serving it on a member personally; or
 - ii. sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 6 or

- iii. sending an email or other electronic communication to the destination nominated by the member and appearing in the register of members kept and maintained under Rule 6
- d. When notice is sent by post under sub-rule (c) (ii), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

11.4. Order of Business at Annual General Meetings

In the case of an annual general meeting, the order in which business is to be transacted is:

- a. to consider the minutes of the previous Annual General Meeting;
- b. to consider the accounts and reports of the Board;
- c. to appoint Board members to replace outgoing Board members;
- d. notification of Membership Fee;
- e. any other business requiring consideration by the Chamber in a general meeting.

11.5. Quorum in Proceedings at Special and Annual General Meetings

- a. Ten percent (10%) of members present in person or by proxy constitute a quorum
- b. If within 30 minutes after the time specified for holding the general meeting in a notice given under sub-rule 10.3 (a)
 - i. as a result of a request or notice referred to in sub-rule 10.1(c) or as a result of action taken under sub-rule 10.2 (a) a quorum is not present, the general meeting lapses; or
 - ii. otherwise than as a result of a request, notice or action referred to in sub-rule (i) the general meeting stands adjourned to a time and venue to be determined by those in attendance at the meeting.
- c. There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- d. When a general meeting is adjourned for a period of 30 days or more, the Chief Executive Officer shall give notice under sub-rule 10.3 of the adjourned meeting as if that general meeting were a fresh meeting.
- e. At a general meeting:
 - i. an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and

- ii. a special resolution put to the vote shall be decided by three fourths (3/4) of those members or proxies in attendance.

11.6. Minutes of Meetings of Chamber

- a. The Chief Executive Officer shall cause proper minutes of all proceedings of all general meetings and Board meetings to be recorded.
- b. The President shall ensure that the minutes taken at a general meeting or Board meeting under sub-rule (a) above are checked and signed as correct by the President of the general meeting or Board meeting to which those minutes relate or of the next succeeding general meeting or Board meeting, as the case requires.
- c. When minutes have been recorded and signed as correct under this rule, they shall, until the contrary is proved, be evidence that:
 - i. the general meeting or Board meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
 - ii. all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
 - iii. all appointments or elections purporting to have been made at the meeting have been validly made.

11.7. Voting Rights of Members of the Chamber

- a. Subject to these rules, each member present in person or by proxy at a special general meeting or annual general meeting is entitled to a deliberate vote.
- b. A member may appoint in writing a person to represent it at a particular special general meeting or at all general meetings.
- c. An appointment made under sub-rule (b) shall be so made by a resolution of the board or other governing body of the member concerned as follows:
 - i. the resolution must be authenticated in writing by the board or other governing body of the member and
 - ii. a copy of the resolution must be lodged with the Chief Executive Officer prior to the commencement of the meeting.
- d. A person appointed under sub-rule (b) to represent a member shall be deemed for all purposes to be the appointed member until that appointment is revoked or, in the case of an appointment in respect of a particular special general meeting, which appointment is not so revoked, the conclusion of that general meeting.

12. CHIEF EXECUTIVE OFFICER

- a. A Chief Executive Officer (CEO) of the Chamber may be appointed by the President and two Board members on terms, conditions and remunerations as deemed appropriate.
- b. The CEO shall be an Ex-Officio member of the Board.
- c. The CEO shall be responsible for undertaking the duties as defined in these rules.
- d. The CEO shall be responsible to the Board for the day-to-day administration of the affairs of the Chamber including the management of all staff employed by the Chamber and for carrying out the directions of the Board.

13. RULES OF THE CHAMBER

- a. The Board shall have the power to interpret any Rule made there under. Any interpretation by the Board can only be changed by Special Resolution at a General Meeting of the members.
- b. These Rules may be added to or removed or altered only by a Special Resolution of Members in a General Meeting.
- c. The Chief Executive Officer shall within one month of the passing of a Special Resolution altering these Rules, lodge notice of the Special Resolution with the Commissioner, in accordance with Section 30 of The Act..

14. COMMON SEAL OF THE CHAMBER

- a. The Chamber shall have a common seal (the "common seal") on which its corporate name shall appear in legible characters;
- b. The common seal shall not be used without the express authority of the Board and every use of that common seal shall be recorded.
- c. The affixing of the common seal must be witnessed by any two of:
 - i. the President;
 - ii. the Vice-President;
 - iii. any one member of the Board as so nominated by the Board.

15. FINANCIAL MATTERS

- a. The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.

- b. Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.
- c. The committee may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- d. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —
 - i. 2 committee members; or
 - ii. one committee member and a person authorised by the committee.
- e. All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.
- f. The financial year of the association commences on the (day) of (month).

16. INSPECTION OF RECORDS OF THE CHAMBER

- a. Any member may at any reasonable time inspect without charge the books, documents, records and securities of the Chamber upon giving the CEO and/or the President twenty four hours notice of their desire to do so.
- b. The member must not use or disclose information in a record or document referred to in sub rule 14(a) except for a purpose:
 - i. That is directly connected with the affairs of the Association or
 - ii. That is related to complying with a requirement of the Act.

17. CUSTODY OF BOOKS AND SECURITIES

- a. Subject to subrule (2) of the Act, the books and any securities of the Association must be kept in the secretary's custody or under the secretary's control.
- b. The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the treasurer's custody or under the treasurer's control.
- c. Subrules (1) and (2) of the Act, have effect except as otherwise decided by the committee.
- d. The books of the Association must be retained for at least 7 years.

18. WINDING UP OR DISSOLUTION OF THE CHAMBER

On application in writing to the Chamber of twenty members signifying their desire, by notice of a Special Resolution, that the Chamber be dissolved, a Special General Meeting shall be called to consider the question.

19. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF THE CHAMBER

- a. If upon the winding up or dissolution of the Chamber there remains, after the satisfaction of all its debts and liabilities, any property or other assets whatsoever, the same shall be given or transferred to such other Chamber of Commerce that is an Incorporated Association having objectives similar in whole or in part to the Chamber's objectives.
- b. By the special resolution referred to in rule 15, the members may determine the recipient of the Chamber's property and other assets.
- c. In default of a determination under sub-rule (b) a Judge of the District Court shall determine the disbursement of the property and other assets.
- d. Under no circumstances whether upon winding up and dissolution of the Chamber or otherwise shall any portion of the Chamber's property be paid to or distributed among members.



Signed

President

Name (printed) Vaughan Corps



Signed

Vice-President

Name (printed) Jared Fitzclarence

Dated 15th October 2019

