

Constitution of:

FORSTER-TUNCURRY BUSINESS CHAMBER INC.

Incorporated under the *Associations Incorporation Act 2009*

About this Constitution:

This constitution binds the Members and the Committee. These rules form the structure within which the Chamber operates.

This Constitution was adopted at the Annual General Meeting of Members held at Club Forster on November 21, 2012.

This Constitution replaces all previous Constitutions and rules of Chamber of the Chamber

© Bromhead Legal, 20 Wallis Street, Forster, 2048.

October 2012

Contents

Part 1 - Preliminary

1	Definitions	3
---	-------------------	---

Part 2 - Membership

2	Membership generally	4
3	Nomination for membership.....	4
4	Cessation of membership	5
5	Membership entitlements not transferable	5
6	Resignation of membership	5
7	Register of members	6
8	Fees and subscriptions.....	6
9	Members' liabilities	6
10	Resolution of disputes	6
11	Disciplining of members.....	7
12	Right of appeal of disciplined member	8

Part 3 - The committee

13	Powers of the committee	8
14	Composition and membership of committee	8
15	Election of committee members.....	9
16	Secretary	9
17	Treasurer.....	10
18	Casual vacancies	10
19	Removal of committee members	11
20	Committee meetings and quorum	11
21	Delegation by committee to sub-committee	12
22	Voting and decisions	12

Part 4 - General meetings

23	Annual general meetings - holding of.....	13
24	Annual general meetings - calling of and business at	13
25	Special general meetings - calling of	13
26	Notice	14
27	Quorum for general meetings	14
28	Presiding member	15
29	Adjournment.....	15
30	Making of decisions	15
31	Special resolutions	15
32	Voting.....	16
33	Proxy votes not permitted	16
34	Postal ballots	16

Part 5 - Miscellaneous

35	Insurance.....	16
36	Funds - source	16
37	Funds - management	16
38	Change of name, objects and constitution	17
39	Custody of books etc	17
40	Inspection of books etc.....	17
41	Service of notices	17
42	Financial year	18

Appendix 1	Application for membership of Chamber	19
-------------------	--	-----------

Part 1 – Preliminary

1. *Objects of the Chamber*

The Chamber is reconstituted under this Constitution, with the intention of continuing and fostering the promotion of an active, vibrant and successful business community within the District.

The objects of the Chamber specifically include, without limitation:

- (a) Promote and foster trade, commerce, and the success of business enterprise generally within the District;
- (b) Provide a forum for information gathering, dissemination or learning in the areas of the Chamber's operation or interest;
- (c) Where, and to the extent practicable, to promote the business, legal and/or financial interests of Members
- (d) Work with other community groups for the benefit of the Forster-Tuncurry and District business communities
- (e) Exchange and gather information and statistics in the area of the Chamber's operations or interests;
- (f) Purchase, lease, hire or otherwise acquire or control for the broader purposes of the Chamber's activities or interests any real, personal or intellectual property as the Committee may lawfully decide;
- (g) To Sell, lease, mortgage, charge, encumber or otherwise deal with any real, personal or intellectual property of the Chamber as the Committee may lawfully decide for the broader purposes of the Chamber's activities or interests;
- (h) To erect, maintain, lease, improve or alter any building for the broader purposes of the Chamber's activities or interests;
- (i) To borrow or raise moneys, to such extent as may be lawful under the Act for the broader purposes of the Chamber's activities or interests;
- (j) To invest and deal with the moneys of the Chamber;
- (k) To engage professional assistance of any kind, and to remunerate any person for services rendered;
- (l) To do all such things as the Chamber may lawfully otherwise be able to do.

2. *Definitions*

(1) In this constitution:

Chamber means the Forster-Tuncurry Business Chamber Inc, ABN 88 544 232 152

Committee means the Committee of the Chamber duly formed and constituted under Part 3 of this constitution

Constitution means these rules, as they may lawfully have been amended from time to time.

Director-General means the Director-General of the Department of Services, Technology and Administration, or his accepted replacement.

District means the Forster-Tuncurry District and broader Great Lakes surrounding business and commercial areas, and such other broader local areas of business, farming and enterprise generally where Members reside or operate their businesses.

Member means a Member of the Chamber who is presently, or who becomes admitted to membership in accordance with the Constitution

ordinary committee member means a member of the committee who is not an office-bearer of the Chamber.

secretary means:

- (a) the person holding office under this constitution as secretary of the Chamber, or
- (b) if no such person holds that office - the public officer of the Chamber.

special general meeting means a general meeting of the Members of the Chamber other than an annual general meeting.

the Act means the Associations *Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

(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.

(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.

Part 2 - Membership

3. Membership generally

- (1) Except in the case of a natural person who is a current member at the date of adoption of this Constitution (who shall be taken already to be a member under this Constitution), a person is eligible to be a member of the Chamber if:
 - (a) the person is a natural person engaged in commerce, trade, services, industry, manufacturing or farming, and
 - (b) the person:
 - a) completes an application form for membership, which is then approved in accordance with Clause 4; or
 - b) has been nominated and approved for membership of the Chamber in accordance with clause 4.
- (2) A person is taken to be a member of the Chamber if the person is a current member at the date of adoption of this Constitution, or is registered as a member under Clause 4.

4. Nomination for membership

- (1) An application or nomination of a person for membership of the Chamber:

- (a) may be made and signed by the applicant for membership, self-proposing, or may be made by a member of the Chamber, in either case in writing in the form set out in Appendix 1 to this constitution,
 - (b) must be lodged with the secretary of the Chamber.
- (2) As soon as practicable after receiving a nomination or application for membership, the secretary may approve the nomination or application, or alternatively, may refer the same to the committee which may in turn determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the secretary or the committee makes that determination, the secretary must:
- (a) notify the nominee that the committee approved or rejected the nomination (whichever is applicable), and
 - (b) if approved, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as annual subscription.
- (4) The secretary must, on payment by the nominee of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Chamber.

5. *Cessation of membership*

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Chamber, or
- (d) fails to pay the annual membership fee under clause 9 (2) within 3 months after the fee is due.

6. *Membership entitlements not transferable*

A right, privilege or obligation which a person has by reason of being a member of the Chamber:

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

7. *Resignation of membership*

- (1) A member of the Chamber may resign from membership of the Chamber by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the Chamber ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary

must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

8. Register of members

- (1) The public officer of the Chamber must establish and maintain a register of members of the Chamber specifying the name and postal or residential address of each person who is a member of the Chamber together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the Chamber, or
 - (b) if the Chamber has no premises, at the Chamber's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the Chamber at any reasonable hour.
- (4) A member of the Chamber may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or 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.

9. Fees and subscriptions

- (1) A member of the Chamber must, on admission to membership, pay to the Chamber an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount on the anniversary of that member having become a member.

10. Members' liabilities

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 9.

11. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the Chamber, or a dispute between a member or members and the

Chamber, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.

- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

12. *Disciplining of members*

- (1) A complaint may be made to the committee by any person that a member of the Chamber:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Chamber.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) 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
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee 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 and the expulsion or suspension is warranted in the circumstances.
- (5) 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 clause 13.
- (6) 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 13, whichever is the later.

13. *Right of appeal of disciplined member*

- (1) A member may appeal to the Chamber in general meeting against a resolution of the committee under clause 12, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (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.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the Chamber to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Chamber convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee 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.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Chamber.

Part 3 - The committee

14. *Powers of the committee*

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Chamber in general meeting, the committee:

- (a) is to control and manage the affairs of the Chamber, and
- (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 power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Chamber.

15. *Composition and membership of committee*

- (1) The committee is to consist of:
 - (a) the office-bearers of the Chamber, and
 - (b) at least 3 ordinary committee members, each of whom is to be elected at the annual general meeting of the Chamber under clause 16.
- (2) The total number of committee members is to be 7.
- (3) The office-bearers of the Chamber are as follows:
 - (a) the president,

- (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary.
- (4) A committee member may hold up to 2 offices (other than both the president and vice-president offices).
 - (5) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election
 - (6). No elected member of any local, State or Federal government may serve on the Executive while in office
 - (7) Only a Member is entitled to be a member of the committee

16. Election of committee members

- (1) Nominations of candidates for election as office-bearers of the Chamber or as ordinary committee members:
 - (a) must be made in writing, signed by 2 members of the Chamber and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the Chamber at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Chamber must be a member of the Chamber.

17. Secretary

- (1) The secretary of the Chamber must, as soon as practicable after being appointed as secretary, lodge notice with the Chamber of his or her address.

- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

18. Treasurer

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, and
- (b) that 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.

19. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee 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.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the Chamber, or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 20, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 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.

20. Removal of committee members

- (1) The Chamber in general meeting may by resolution remove any member of the committee 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.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Chamber, the secretary or the president may send a copy of the representations to each member of the Chamber or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

21. Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) 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.
- (4) Notice of a meeting given under subclause (3) 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.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) 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.
- (7) 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.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) 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.

22. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Chamber as the committee thinks fit) the exercise of such of the functions of the committee as 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.
- (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.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) 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 committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

23. Voting and decisions

- (1) 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.
- (2) 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.
- (3) Subject to clause 22 (5), the committee may act despite any vacancy on the committee.
- (4) 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

24. Annual general meetings - holding of

- (1) The Chamber must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Chamber must hold its annual general meetings:
 - (a) within 6 months after the close of the Chamber's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

25. Annual general meetings - calling of and business at

- (1) The annual general meeting of the Chamber is, subject to the Act and to clause 25, to be convened on such date and at such place and time as the committee thinks fit.
- (2) 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 committee reports on the activities of the Chamber during the last preceding financial year,
 - (c) to elect office-bearers of the Chamber and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

26. Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Chamber.
- (2) 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 Chamber.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) 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.

- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

27. Notice

- (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 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.
- (2) 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 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 subclause (1), the intention to propose the resolution as a special resolution.
- (3) 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 25 (2).
- (4) 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.

28. Quorum for general meetings

- (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.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (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.
- (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 3) are to constitute a quorum.

29. *Presiding member*

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Chamber.
- (2) 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.

30. *Adjournment*

- (1) 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.
- (2) 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 Chamber stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (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.

31. *Making of decisions*

- (1) A question arising at a general meeting of the Chamber is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, 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 Chamber, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

32. *Special resolutions*

A special resolution may only be passed by the Chamber in accordance with section 39 of the Act.

33. Voting

- (1) On any question arising at a general meeting of the Chamber a member has one vote only.
- (2) 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.
- (3) 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.
- (4) A member is not entitled to vote at any general meeting of the Chamber if the member is under 18 years of age.

34. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

35. Postal ballots

- (1) The Chamber may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 13).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 - Miscellaneous

36. Insurance

The Chamber may effect and maintain insurance.

37. Funds - source

- (1) The funds of the Chamber are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Chamber in general meeting, such other sources as the committee determines.
- (2) All money received by the Chamber must be deposited as soon as practicable and without deduction to the credit of the Chamber's bank or other authorised deposit-taking institution account.
- (3) The Chamber must, as soon as practicable after receiving any money, issue an appropriate receipt.

38. Funds - management

- (1) Subject to any resolution passed by the Chamber in general meeting, the funds of the Chamber are to be used in pursuance of the objects of the Chamber in such manner as the committee determines.

- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the Chamber, being members or employees authorised to do so by the committee.

39. *Change of name, objects and constitution*

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 public officer or a committee member.

40. *Custody of books etc*

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Chamber.

41. *Inspection of books etc*

- (1) The following documents must be open to inspection, free of charge, by a member of the Chamber at any reasonable hour:
 - (a) records, books and other financial documents of the Chamber,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the Chamber.
- (2) A member of the Chamber may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

42. *Service of notices*

- (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, or
 - (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.
- (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, and
 - (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. *Financial year*

The financial year of the Chamber is:

- (a) the period of time commencing on the date of incorporation of the Chamber and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the Chamber, commencing on 1 July and ending on the following 30 June.

Appendix 1 Application for membership of Chamber

(Clause 3 (1))

APPLICATION FOR MEMBERSHIP OF CHAMBER

.....

[*name of Chamber*]

Incorporated (incorporated under the *Chambers Incorporation Act 2009*)

I,

[*full name of applicant*]

of

[*address*]

.....

[*occupation*]

Representing:,

[*full name of organisation*]

.....

.....

[*contact details, including for organisation*]

hereby apply to become a member of the above-named incorporated Chamber. In the event of my admission as a member, I agree to be bound by the constitution of the Chamber for the time being in force.

.....

Signature of applicant

Date

OPTIONAL:

I,

[*full name*]

a member of the Chamber, nominate the applicant for membership of the Chamber.

.....

Signature of proposer

Date