

Constitution of Camden Chamber of Commerce, Tourism &
Industry Inc. (INC 055 187 016)

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(INC 055 187 016)

Part 1 - Preliminary

1 Definitions and interpretation

1.1 **Defined terms**

In this Constitution, words beginning with a capital letter that are defined in Part 1 of **Schedule 1** have the meaning ascribed to them in that schedule.

1.2 **Interpretation**

The interpretational rules contained in Part 2 of **Schedule 1** apply in the interpretation of this Constitution.

2 Objects

The objects for which the Chamber was established are as follows:

- (1) To promote and encourage the advancement of business in Camden and the Camden District.
- (2) To provide a forum for the exchange, provision and sharing of information, knowledge and skill for the administration advancement and conduct of business in Camden and the Camden District.
- (3) To hold and arrange instruction in the administration and conduct of business by any means whatsoever including but not limited to conferences, conventions, exhibitions, lectures and seminars.
- (4) To enter into any contractual arrangement with any person in furtherance of the objects of the Chamber.
- (5) To promote and protect the internal and external trade, commerce, transport and the manufactures and industries (**Trade and Commerce**) of Camden and surrounding regions.
- (6) To consider questions connected with Trade and Commerce.
- (7) To promote, support or oppose legislative or other measures affecting Trade and Commerce.
- (8) To collect and circulate statistics and other information relating to Trade and Commerce.
- (9) To undertake training and education for the benefit of Members.
- (10) 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 sell, demise, let, mortgage or dispose of the same.
- (11) To erect, maintain, improve or alter any building for the purpose of the Chamber.
- (12) To borrow or raise money by the issue of 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 (**Securities**).

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- (13) To invest and deal with the moneys of the Chamber not immediately required upon the Securities and in such manner as may from time to time be determined.
- (14) 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.
- (15) To raise money by subscription and to grant any rights and privileges to subscribers.
- (16) To do such things as may be conducive to the extension of Trade and Commerce or incidental to the attainment of the above objects.

(collectively referred to as the **Objects**).

3 Rules

- (1) In addition to this Constitution, the Chamber is to be governed and managed in accordance with the Rules which are attached as **Annexure 1**.
- (2) In the event of any inconsistency between clauses 1 to 8 (inclusive) of this Constitution and the Rules, the provisions of this Constitution prevail to the extent of that inconsistency.

4 Membership

4.1 Qualification

A person is qualified to be a Member if the person:

- (1) has been nominated for membership in accordance with clause 4.2;
- (2) meets the qualification requirements of Members set out in the Rules; and
- (3) has been approved for membership of the Chamber by the Executive Committee in accordance with clause 4.3.

4.2 Nomination for membership

- (1) A nomination of a person for membership of the Chamber:
 - (a) must be made in writing by the nominee (**Nominee**) in the form set out in the "*Application for Membership of the Camden Chamber of Commerce, Tourism & Industry*" attached as **Annexure 2** to this Constitution (**Application**);
 - (b) must be completed and signed by the Nominee and proposed by an existing Member of the Chamber; and
 - (c) must be lodged with the Secretary of the Chamber.
- (2) After receiving a nomination for membership, the Secretary must as soon as reasonably possible refer the nomination to the Executive Committee which must determine whether to approve or to reject the Application.
- (3) The form of the Application may be amended from time to time by the Executive Committee.

4.3 Determination of nomination

- (1) When the Executive Committee determines a nomination for membership, the Secretary must notify the Nominee in writing:
 - (a) the determination of the Executive Committee; and
 - (b) if the nomination is approved, the requirement of the Nominee to pay the amounts outlined in clause 4.9 within twenty eight (28) days of the date of such notice, or such other period determined by the Executive Committee.

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- (2) The Secretary, on payment by the Nominee of the relevant amounts, must enter the Nominee's details in the Register and, upon those details being entered the Nominee becomes a Member of the Chamber.

4.4 Recording of Members and Executive Committee members on the Register

- (1) The Public Officer must maintain and keep separate registers which contain:
 - (a) the details of the Members (**Members Register**); and
 - (b) the members of the Executive Committee and the member of each Sub-Committee (**Committee Register**),
(collectively referred to as the **Registers**).
- (2) Each entry of a Member in the Members Register must include:
 - (a) the Member's name;
 - (b) the Member's address (postal or residential);
 - (c) the date on which the Member became a Member of the Chamber;
and
 - (d) any other information decided by the Executive Committee from time to time (including email addresses).
- (3) Each entry of a member of the Executive Committee and any Sub-Committee in the Committee Register must include:
 - (a) that member's name;
 - (b) the member's position held within the Executive Committee or Sub-Committee (as the case may be);
 - (c) the date on which the member was elected or appointed to the Executive Committee or Sub-Committee (as the case may be); and
 - (d) any other information decided by the Executive Committee from time to time (including email addresses).
- (4) The Registers must be kept in New South Wales at either:
 - (a) the main premises of the Chamber; or
 - (b) if the Chamber has no premises, at the official address of the Chamber.
- (5) The Registers must be open for inspection, free of charge and at any reasonable hour, by any person. The Registers may be kept by the Chamber in hard copy and electronically for inspection.
- (6) Any changes that are required to be made to the Registers must be made by the Secretary within one (1) month of that change occurring.

4.5 Privacy of Register

- (1) If a Member requests that any information contained in the Registers about the Member (other than the Member's name) not be available for inspection then that information must not be made available for inspection.
- (2) A Member must not use information about a person obtained from the Registers to contact or send material to the person, other than for the purposes of sending that person:
 - (a) a newsletter relating to the Chamber;
 - (b) a notice in respect of a meeting or other event relating to the Chamber;
 - (c) other material relating to the Chamber; or

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- (d) any other notice or document necessary to comply with a requirement of the Act or Regulations.

4.6 Membership entitlements are not transferable

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

- (1) cannot be transferred or transmitted to another person; and
- (2) terminates upon cessation of the person's membership.

4.7 Cessation of membership

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

- (1) dies or, in the case of a body corporate, is wound up;
- (2) resigns from membership of the Chamber;
- (3) is expelled from the Chamber in accordance with clause 4.12; or
- (4) fails to pay any Fee within three (3) months of that Fee becoming due.

4.8 Resignation of membership

Provided a Member has paid all outstanding Fees, a Member may resign from membership of the Chamber by first giving notice (being no less than one (1) month) in writing to the Secretary of the Member's intention to resign and, upon the expiration of the period of notice, the Member ceases to be a Member.

4.9 Fees, subscriptions, charges etc.

- (1) A Member is required to pay the Fees to the Chamber:
 - (a) upon admission to the Chamber; and/or
 - (b) on an annual basis,as set out in the Rules.
- (2) The details of any such Fees are provided for in the Rules and may be changed by the Executive Committee from time to time.

4.10 Members liabilities

The liability of a Member 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, of the unpaid Fees.

4.11 Dispute Resolution

- (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 the Dispute Resolution Committee.
- (2) If a Member who is a party to a dispute under paragraph (1) is also an Office Bearer:
 - (a) that Member will be removed from the Dispute Resolution Committee for the purpose of dealing with the relevant dispute; and
 - (b) another Member must be appointed to the Dispute Resolution Committee to temporarily replace that Office Bearer for the purpose of resolving the dispute in accordance with this clause 4.11.
- (3) The Dispute Resolution Committee will assess and consider the dispute and either:
 - (a) pursuant to an ordinary resolution of the Dispute Resolution Committee, make a determination in order to resolve the dispute and if applicable, provide directions to the relevant parties in respect of the dispute; or

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- (b) refer the dispute to a community justice centre for mediation under the *Community Justice Centres Act 1983* (NSW). The costs of any such mediation are to be borne equally between the parties in dispute.
- (4) If a dispute is:
 - (a) resolved by the Dispute Resolution Committee under paragraph 4.11(3)(a), then the determination of that committee will be final and binding; or
 - (b) referred to a community justice centre under paragraph 4.11(3)(b) and is not resolved by mediation within three (3) months from the date of referral), the dispute is to be referred to arbitration. *The Commercial Arbitration Act 2010* (NSW) applies to any such dispute referred to arbitration.

4.12 **Disciplining of Members**

- (1) A complaint may be made to the Executive Committee by a Member (or a member of the Executive Committee) (**First Member**) that another Member (**Second Member**) of the Chamber:
 - (a) has breached the terms of this Constitution or the Rules;
or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Chamber or its Members..
- (2) The Executive Committee, at its discretion, may refuse to deal with a complaint if the Executive Committee considers the complaint to be trivial or vexatious in nature.
- (3) If the Executive Committee decides to act on the complaint, the Executive Committee must:
 - (a) give notice of the complaint to the Second Member in writing;
 - (b) give the Second Member fourteen (14) days from the time notice is given to make submissions to the Executive Committee in relation to the complaint; and
 - (c) take into consideration any submissions made by the First Member and the Second Member in connection with the complaint.
- (4) In order to discipline the Second Member, the Executive Committee must pass a Special Resolution agreeing that the Second Member should be disciplined and the form that the disciplining should take.
- (5) If a complaint is made against a member of the Executive Committee, that Executive Committee member will be excluded from the disciplinary process and their vacancy will be temporarily filled by another Member of the Chamber, at the Executive Committee's discretion, during the disciplinary process.
- (6) The powers possessed by the Executive Committee to discipline Members are:
 - (a) to require that a Member apologise to the Chamber or an affected Member;
 - (b) to require the Second Member to cease to hold any position in the Chamber other than that of a Member; and/or
 - (c) to expel or suspend the Second Member from the Chamber,
on such terms and conditions that the Executive Committee thinks fit.
- (7) If the Executive Committee decides to expel or suspend the Second Member, the Executive Committee must within seven (7) days of its decision provide to the Second Member in writing:

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- (a) notice of their chosen disciplinary action;
- (b) the reasons for which the Executive Committee has chosen to exercise such disciplinary action; and
- (c) the Member's right to appeal in accordance with clause 4.13.

4.13 Appeal of Disciplinary Action

- (1) Where the Executive Committee makes a decision against a Member under clause 4.12 the decision made may be appealed by that Member (**Relevant Member**).
- (2) The Relevant Member must give written notice to the Secretary of its intention to appeal the decision within seven (7) days of the decision being made. If such written notice is not given to the Secretary within the period referred to in the preceding sentence, then unless the Executive Committee allows otherwise, the Relevant Member will lose its right to appeal the decision.
- (3) The notice may be accompanied by a statement of the grounds on which the Relevant Member intends to rely for the purposes of the appeal.
- (4) On receipt of a notice from the Relevant Member under paragraph (2), the Secretary must notify the Executive Committee which is to convene a Special General Meeting of the Chamber to be held within twenty eight (28) days after the date on which the Secretary received the notice.
- (5) At the Special General Meeting of the Chamber convened under paragraph (4):
 - (a) no business other than the question of the appeal is to be discussed;
 - (b) the Executive Committee and the Relevant 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 original decision of the Executive Committee should be confirmed or revoked.
- (6) The appeal is to be determined by a simple majority of votes cast by the Members at the Special General Meeting.
- (7) If the decision is in relation to the Secretary then the word "Secretary" is to be changed to "President" in clause 4.13 (2) and 4.13 (4)

5 The Executive Committee

5.1 The Executive Committee

Subject to the terms of this Constitution, the Act, the Regulations and any resolution passed at a Members Meeting, the Executive Committee will:

- (1) control and manage the affairs of the management and operation of the Chamber; and
- (2) exercise any power that the Chamber can exercise under the Act except where the power needs to be exercised by the Members at an Annual General Meeting or Special General Meeting, and
- (3) has power to perform the acts and do things that appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the association.

5.2 Composition and membership

- (1) The Executive Committee is to consist of the following positions:
 - (a) the Office Bearers; and
 - (b) two (2) Members who are not Office Bearers.

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- (2) The **Office Bearers** comprise:
 - (a) the President;
 - (b) the Vice-President;
 - (c) the Treasurer;
 - (d) the Secretary; and
 - (e) the Public Officer.
- (3) All the positions on the Executive Committee outlined in rule 5.2 are to be filled by Members who are to be elected by the Members at the Annual General Meeting in accordance with clause 5.4.
- (4) A Member can hold only two (2) of the positions outlined in rule 5.2 except if those two (2) positions are President and Vice-President.
- (5) All positions on the Executive Committee last only until the next Annual General Meeting after the Member has been elected to the Executive Committee. At that time any Member may seek to be elected to the Executive Committee in accordance with this Constitution and if applicable, the Rules.

5.3 Non-Executive Committee Members

- (1) In addition to the members of the Executive Committee, the Executive Committee, from time to time, may appoint other Members of the Chamber as **Non-Executive Committee Members**.
- (2) A Non-Executive Committee Member:
 - (a) can be any Member who is not an elected member of the Executive Committee;
 - (b) does not hold any voting rights at Executive Committee Meetings nor do they hold any other rights that are afforded to members of the Executive Committee; and
 - (c) may attend Executive Committee meetings, but their participation is not compulsory, nor will their attendance be counted towards the requirement of quorum.

5.4 Election of Office Bearers

- (1) A person nominated as a candidate for the Executive Committee must be a Member of the Chamber.
- (2) To be elected to any position on the Executive Committee, a Member must be nominated by two (2) other Members of the Chamber. This nomination must be in writing and signed by the two (2) Members who are nominating the relevant Member for a position.
- (3) All nominations must be given to the Secretary at least seven (7) days before the Annual General Meeting at which elections will be held for positions on the Executive Committee.
- (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 there are insufficient nominations to fill the vacancies on the Executive Committee, then further nominations for the unfilled positions will be taken at the Annual General Meeting.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

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- (7) 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 any usual and proper manner that the Executive Committee directs.
- (8) If any or all positions on the Executive Committee are unfilled after the end of the Annual General Meeting those unfilled positions become casual vacancies and can be filled by any Member who accepts that vacancy as nominated by the Executive Committee from time to time.

5.5 Roles of Office Bearers

The roles and responsibilities of each Office Bearer is provided for in the Rules.

5.6 Casual Vacancy

- (1) A **Casual Vacancy** occurs on the Executive Committee if a member of the Executive Committee:
 - (a) dies;
 - (b) ceases to be a Member of the Chamber;
 - (c) becomes insolvent, is placed into administration or liquidation within the meaning of the *Corporations Act 2001* (Cth) or is wound up;
 - (d) resigns from office by notice in writing given to the Secretary.
 - (e) is removed from office under clause 5.7;
 - (f) becomes bankrupt or mentally incapacitated;
 - (g) is absent, without the consent of the Executive Committee, from three (3) consecutive meetings of the Executive Committee;
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months; or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* (Cth).
- (2) In the event of a Casual Vacancy, the Executive Committee may fill that vacancy by appointing another Member (who agrees to do so) in place of the member of the Executive Committee who is subject to the Casual Vacancy.
- (3) The person appointed to the Executive Committee to fill the Casual Vacancy will only be able to remain in this position until the next Annual General Meeting at which time elections will be held for all positions on the Executive Committee.

5.7 Removal of a Member of the Executive Committee or other Sub-Committees

- (1) A member of the Executive Committee or any other Sub-Committee can be removed from their position on the relevant committee if at least five (5) Members call for a vote for such removal at a Special General Meeting.
- (2) At the Special General Meeting the member who may be removed from their position has the right to speak to the Chamber to establish why they should not be removed from their position.
- (3) In order to remove a member from any committee an ordinary resolution at the Special General Meeting is required. If this is not obtained, then the relevant Member will remain a member of the relevant committee.
- (4) If the Member is removed from their position at a Special General Meeting, a Casual Vacancy occurs.

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5.8 Notice of Executive Committee meetings

- (1) The Executive Committee must meet at least three (3) times in each twelve (12) month period.
- (2) Any Officebearer can convene a meeting of the Executive Committee at any time provided adequate notice is given in accordance with paragraph (3).
- (3) For any meeting of the Executive Committee referred to in paragraphs (1) and (2), the Secretary, whether in writing or orally, must provide at least forty eight (48) hours notice to all members of the Executive Committee advising:
 - (a) the time and date of the meeting;
 - (b) the venue of the meeting; and
 - (c) what business is to be raised at this meeting.
- (4) The notice period in paragraph (3) may be reduced for any meeting of the Executive Committee if all members of the Executive Committee agree.

5.9 Quorum for Executive Committee Meetings

- (1) The Executive Committee may hold a meeting at two (2) or more venues using any technology that gives the members of the Executive Committee as whole a reasonable opportunity to participate.
- (2) A reference to a member of the Executive Committee being present in person at a meeting includes a reference to that member participating in an Executive Committee meeting by electronic means.
- (3) A quorum for an Executive Committee meeting is four (4) members present in person (**EC Quorum**).
- (4) If at any time during an Executive Committee meeting:
 - (a) the EC Quorum requirement is not met; or
 - (b) if during the course of a meeting and before all matters in the notice of the Executive Committee meeting have been dealt with, the EC Quorum ceases to be present,the meeting is no longer quorate and no further business may be conducted.
- (5) If the EC Quorum is not present at a meeting of the Executive Committee then the meeting is to be adjourned for one week. The meeting is to be held the following week on the same day, at the same place and time (**Adjourned Meeting**) unless otherwise agreed by the Executive Committee. Each member of the Executive Committee must be notified of the Adjourned Meeting.
- (6) If the EC Quorum is not met at the Adjourned Meeting, then the members of the Executive Committee present at the Adjourned Meeting will constitute the quorum for the purpose of that meeting.
- (7) At a meeting of the Executive Committee:
 - (a) the President or, in the President's absence, the Vice President is to be the chairperson of the meeting; or
 - (b) if the President or the Vice President will not be attending the meeting, then any other person nominated by the President (or in the absence of such nomination, the Vice President's nomination) will be the chairperson; and
 - (c) the chairperson will have a Casting Vote at Executive Committee meetings in addition to their own deliberative vote.

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5.10 Delegation by Executive Committee to Sub-Committees

- (1) The Executive Committee, from time to time, may:
 - (a) form one (1) or more Sub-Committees for any reason and on such conditions as the Executive Committee thinks fit; and
 - (b) delegate to a Sub-Committee any power which the Executive Committee can exercise except any power which the Act or any other law states cannot be delegated.
- (2) The terms, conditions and limitations of any such delegation must be decided by the Executive Committee. The Executive Committee may dissolve any Sub-Committee at any time.
- (3) All delegations of power by the Executive Committee are to be set out in writing and signed by the President. These delegations of power are to be kept by the Secretary.
- (4) Any Sub-Committee so formed must in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Executive Committee.
- (5) Any right or power delegated to a Sub-Committee may continue to be exercised by the Executive Committee
- (6) Any act or thing done or suffered by the Sub-Committee acting in the exercise of their delegation will have the same effect as if the power had been exercised by the Executive Committee.
- (7) A Sub-Committee may call meetings at any time that it believes necessary. The President may appoint one (1) of the members of a Sub-Committee to act as the chairperson for that Sub-Committee. Any member of the Executive Committee may also be a member of the Sub-Committee.
- (8) The rules applicable to a meeting of the Sub-Committee must be determined by the Executive Committee.
- (9) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (10) A sub-committee may meet and adjourn as it thinks proper.

5.11 Voting and decisions

- (1) Unless otherwise expressly stated in this Constitution or the Rules, any matter put for a vote either by the Executive Committee or by any other Sub-Committee will be taken to be approved if a majority of the Executive Committee or Sub-Committee's members vote in favour of it.
- (2) All members of the Executive Committee or a Sub-Committee present at the relevant meeting will be entitled to one (1) vote.
- (3) The chairperson at a meeting of the Executive Committee or a meeting of a Sub-Committee will have a casting vote at that meeting in addition to their own deliberative vote.
- (4) Any act or thing done or suffered or purported to be done or suffering in the exercise of power by the Executive Committee or a Sub-Committee will not be able to be challenged as being invalid simply because one of the members (or more) of that committee was not properly appointed or qualified to be a member of the Executive Committee or a Sub-Committee.

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6 General Meetings, Annual General Meetings and Special General Meetings

6.1 **Holding of General Meeting**

The Executive Committee, at its discretion and by providing notice to the Members, may convene a General Meeting of the Chamber from time to time on a date, and at a place and time decided by the Executive Committee, for the purpose of the Objects and any other matters the Executive Committee deems relevant to the Chamber.

6.2 **Holding of Annual General Meetings**

The Chamber, within the period of six (6) months after the expiration of each Financial Year, must convene an Annual General Meeting.

6.3 **Annual General Meetings**

(1) Subject to the Act and clause 6.2, the Annual General Meeting of the Chamber is to be convened on such date and at such a place and time as decided by the Executive Committee.

(2) In addition to any other business which may be conducted at an Annual General Meeting, the business of an Annual General Meeting is to include, but is not limited to, 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 Executive Committee reports on the activities of the Chamber during the last preceding Financial Year.

(c) To elect the Office Bearers

(d) To receive and consider any financial statement or report required to be submitted to the Members under the Act.

(3) An Annual General Meeting must be specified as being an Annual General Meeting in the notice convening the meeting.

6.4 **Special General Meetings**

(1) A Special General Meeting may be convened:

(a) at any time that the Executive Committee decides; or

(b) at the request of at least 5% (in number) of the

Members.

(2) A request by Members for a Special General Meeting:

(a) must state the purpose or purposes of the meeting;

(b) must be in writing and signed by the Members making the request;

(c) must be lodged with the Secretary; and

(d) may consist of several documents in a similar form, each signed by one (1) or more of the Members making the request.

(3) If the Executive Committee fails to convene a Special General Meeting to be held within one (1) month after the date on which a request of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the request may convene a Special General Meeting to be held not later than three (3) months after that date.

(4) No business other than that specified in the notice convening a Special General Meeting is to be transacted at the meeting.

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6.5 Notice

- (1) Except in the case of Special Resolutions, the Members of the Chamber must be given fourteen (14) days written notice (or notice by such other means as the Member might suggest to the Secretary) of a meeting. The notice must state the time and place of the meeting and the business to be raised at the meeting.
- (2) Where a meeting is being convened to consider a Special Resolution, the Members of the Chamber must be given twenty one (21) days written notice of the meeting. The notice must state that the purpose of the meeting is to consider a Special Resolution and must state the time and place of the meeting and the business to be raised at the meeting.
- (3) 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.

6.6 Procedure and Quorum for General Members Meetings

- (1) No Members Meeting may be held unless:
 - (a) a quorum of at least 25% (in number) of the Members of the Chamber are present; and
 - (a) at least 4 members of the Executive Committee are present,
(GM Quorum).
- (2) At a Special General Meeting requested by Members, all Members requesting the meeting must be present.
- (3) If at any time during a Special General Meeting:
 - (a) the GM Quorum requirement is not met; or
 - (b) if during the course of a meeting and before all matters in the notice of meeting have been dealt with the GM Quorum ceases to be present,

the meeting is no longer quorate and no further business may be conducted.
- (4) If a GM Quorum is not present at the first meeting then the meeting is to be adjourned for one week. The meeting is to be held the following week on the same day, at the same place and time (**Adjourned GM Meeting**).
- (5) If the GM Quorum is not met at the Adjourned GM Meeting, then the members of the Executive Committee and the Members present at the Adjourned GM Meeting will constitute the quorum for the purpose of that meeting.
- (6) At a GM Meeting:
 - (a) the President or, in the President's absence, the Vice President is to be the chairperson of the meeting; or
 - (b) if the President or the Vice President will not be attending the meeting, then any other person nominated by the President (or in the absence of such nomination, the Vice President's nomination) will be the chairperson; and
 - (c) the chairperson will have a casting vote at the GM Meeting in addition to their own deliberative vote.

6.7 Making of decisions

- (1) A question at a Members Meeting is to be decided by a show of hands by all Members present at that meeting unless it is an Annual General Meeting where the Executive Committee decide on other voting

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means. The result of the show of hands, or voting means must be recorded into the minutes of the meeting and this record will be proof of how the question was determined.

- (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 association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) At any Members Meeting, a Member is entitled to one (1) vote only (except for where the Chairperson exercises a Casting Vote).
- (4) All votes must be given personally or by proxy
in accordance with Section 6.8.
- (5) No votes are permitted to be cast via post.
- (6) A Member or proxy is not entitled to vote at any Members Meeting unless all money due and payable by the Member has been paid,
- (7) 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.

6.8 Appointment of proxies

- (1) Each Member is to be entitled to appoint another Member as proxy at a Members Meeting by notice given to the Secretary at least twenty four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be in writing and indicate the name of the Member who is appointing a proxy, the name of the proxy appointed and must be signed by the appointor.

6.9 Special Resolution

A special resolution may only be passed by the association in accordance with section 39 of the Associations Incorporations Act 2009.

7 Insurances, finance and books

7.1 Insurances

- (1) The Chamber may effect and maintain any insurances as decided by the Executive Committee from time to time, including but not limited to public liability insurance.
- (2) Records of the insurances referred to in paragraph (1) are to be kept by the Public Officer.

7.2 Funds source

- (1) The funds of the Chamber are to be derived from Fees, donations, sponsorships and such other sources as the Executive Committee decides from time to time.
- (2) All money received by the Chamber must be deposited as soon as reasonably practicable to the credit of the Chamber's bank account.
- (3) The Chamber, as soon as practicable after receiving any money, must issue an appropriate receipt.

7.3 Funds management

- (1) In the absence of an ordinary resolution at a Special General Meeting to the contrary, the funds of the Chamber are to be used to pursue the Objects of the Chamber in such manner as the Executive Committee determines from time to time.

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- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) Members of the Executive Committee or employees of the Chamber, being Members or employees authorised to do so by the Executive Committee.
- (3) Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

The assets and income of the organisation shall be applied solely in furtherance of the above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.
- (4) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (5) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

7.4 Alteration of Objects and the Constitution

The statement of Objects and the provisions of this Constitution may be altered, rescinded or added in accordance with section 10 of the Act.

7.5 Custody of books

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:

- (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or
- (b) if the association has no premises, at the association's official address, in the custody of the public officer.

7.6 Inspection of books

- (1) The records, books, minutes of meetings and other documents of the Chamber must be open to inspection, free of charge, by a Member of the Chamber at any reasonable hour. Any such records may be kept by the Chamber by electronic means.
- (2) Despite subclause (1), the committee may refuse to permit a member of the association to inspect records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

7.7 Service of notices

A notice may be served by or on behalf of the Chamber on any Member either personally, by sending it by post, by emailing it to the Member's nominated email address or by faxing it to the Member (or by such other means as the Member requests) to the Member as shown in the relevant Register.

7.8 Financial Year

The Financial Year of the Chamber commence on 1 July and ends on 30 June the following calendar year.

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8 Conflicts of Interest

If:

- (1) a member of the Executive Committee or a Sub-Committee has a direct or indirect interest in a matter being considered or about to be considered at the relevant committee meeting, and
- (2) the interest appears to raise a conflict with the proper performance of that committee member's duties in relation to the consideration of the matter,

the committee member must, as soon as possible after the relevant facts have come to the committee member's knowledge, disclose the nature of the interest at a committee meeting and section 31 of the Act will apply.

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Schedule 1: Defined terms and interpretation

Part 1 – Definitions

Act	means the <i>Associations Incorporation Act 2009</i> (NSW).
Annual General Meeting	means the meeting of the Chamber held in accordance with clause 6.2.
Chamber	means the Camden Chamber of Commerce, Tourism and Industry Incorporated (INC 055 187 016).
Casting Vote	means a vote cast by a Chairperson of a meeting where there is an equality of votes.
Casual Vacancy	has the meaning ascribed to that term in clause 5.6.
Chairperson	means the person to chair a meeting of the Executive Committee or a Sub-Committee or the person appointed to chair a Special General Meeting of the Chamber in accordance with this Constitution.
Dispute Resolution Committee	means a Sub-Committee comprised of all Office Bearers for the purpose of dealing with any disputes or complaints as referred to in clause 4.11.
Executive Committee	means the governing body of the Chamber in referred to in clause 5.
Fees	means any fee, subscription or levy imposed on the Members in accordance with this Constitution and the Rules from time to time.
Financial Year	means the year commencing on 1 July and ending on 30 June the following calendar year.
General Meeting	means the meeting of the Chamber held in accordance with clause 6.1.
Member	means a person who has become a Member of the Chamber in accordance with clause 4.
Members Meeting	means a Special General Meeting or an Annual General Meeting.
Objects	has the meaning ascribed to it in clause 2.
Office Bearer	has the meaning ascribed to that term in clause 5.2(2).
Public Officer	means the person holding office as Public Officer of the Chamber.
Registers	has the meaning ascribed to that term in clause 4.4(1).
Rules	means the Rules of the Chamber of Commerce, Tourism & Industry attached at Annexure 1 .

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Secretary	means the person holding office as Secretary of the Chamber.
Special General Meeting	means a meeting other than a General Meeting or an Annual General Meeting.
Special Resolution	has the meaning ascribed to it in section 39 of the Act.
Sub-Committee	<p>means a Sub-Committee established by the Executive Committee pursuant to clause 5.10. Sub-Committees that may be established by the Executive Committee include are but not limited to:</p> <ol style="list-style-type: none">(1) Administrative Committee;(2) Commercial Committee;(3) Legal, Constitution and Procedure Committee;(4) Publications Committee;(5) Education Committee;(6) Promotion Committee; and(7) other such Sub-Committees that the Executive Committee determines is necessary.
Regulations	means the <i>Associations Incorporation Regulations 2010</i> (NSW).
Vice President	means the person holding office as Vice President of the Chamber.

Part 2 - Interpretational Rules

clauses, annexures and schedules	a clause, annexure or schedule is a reference to a clause in or annexure or schedule to this Constitution.
variations or replacements	a document (including this Constitution) includes any variation or replacement of it.
reference to statutes	a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them.
singular includes plural	the singular includes the plural and vice versa.
person	the word "person" includes an individual, a firm, a body corporate, a partnership, joint venture, an unincorporated body or association or any government agency.
executors, administrators, successors	a particular person includes a reference to the person's executors, administrators, successors, substitutes (including persons taking by novation) and assigns.
dollars	Australian dollars, dollars, \$ or A\$ is a reference to the lawful currency of Australia.
calculation of time	if a period of time dates from a given day or the day of

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	an act or event, it is to be calculated exclusive of that day.
reference to a day	a day is to be interpreted as the period of time commencing at midnight and ending 24 hours later.
reference to a group of persons	a group of persons or things is a reference to any two or more of them jointly and to each of them individually.
meaning not limited	the words “include”, “including”, “for example” or “such as” are not used as, nor are they to be interpreted as, words of limitation, and, when introducing an example, do not limit the meaning of the words to which the example relates to that example or examples of a similar kind.
next day	if an act under this Constitution to be done by a party on or by a given day is done after 4.30pm on that day, it is taken to be done on the next business day.
next Business Day	if an event must occur on a stipulated day which is not a Business Day then the stipulated day will be taken to be the next Business Day.
time of day	time is a reference to Sydney time.
headings	headings (including those in brackets at the beginning of paragraphs) are for convenience only and do not affect the interpretation of this Constitution.
gender	a reference to one gender extends and applies to the other and neuter gender.

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Annexure 1 – Rules of Camden Chamber of Commerce, Tourism & Industry Inc.

Rules

Rules of Camden Chamber of Commerce, Tourism & Industry Inc.

(INC 055 187 016)

1 Definitions and Interpretation

1.1 Definitions

Except for the definitions set out below, any words beginning with a capital letter in these Rules have the meaning ascribed to them in Part 1 of Schedule 1 of the Constitution:

- (1) **Associate Member** means an associate member of the Chamber as described in Rule 2.6.
- (2) **Business** means a business, corporation or governmental or regulatory authority that is registered to trade or provide services within Australia.
- (3) **Class/Classes** has the meaning ascribed to it in Rule 2.2(1) and 2.7.
- (4) **Constitution** means the Constitution of the Chamber.
- (5) **Corporate Member** means a corporate member of the Chamber as described in Rule 2.4.
- (6) **Executive Officer** means an executive officer appointed pursuant to rule 5.
- (7) **Individual** means a person who is over the age of eighteen (18) and ordinarily resides in Australia.
- (8) **Ordinary Member** means an ordinary member of the Chamber as described in rule 2.3.
- (9) **Partnership Member** means a partnership member of the Chamber as described in Rule 2.5.

1.2 Interpretation

The interpretational rules set out in Part 2 of Schedule 1 of the Constitution apply to the interpretation of these Rules.

2 Membership

2.1 Eligibility for membership

- (1) In order to be approved as a Member by the Executive Committee, the proposed member must be:
 - (a) an Individual; or
 - (b) a Business,that engages, or is involved, in activities of a business nature.
- (2) The Executive Committee may approve an Individual or Business who either meets or does not meet the requirements of clause 2.1 as a Member with or without voting rights.

2.2 Membership Type

- (1) The membership of the Chamber will consist of the following classes of Members:
 - (a) Ordinary Members.
 - (b) Corporate Members.
 - (c) Partnership Members.
 - (d) Associate Members.

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(Collectively referred to as the **Classes** and any one (1) of them individually as a **Class**).

- (2) The Ordinary Members of the Chamber must consist of:
 - (a) persons engaged in commerce or in industry; or
 - (b) such other persons as the Executive Committee may from time to time determine.
- (3) The Corporate Members must consist of:
 - (a) corporations or governmental authorities engaged or interested in engaging in commerce or in industry within Australia; or
 - (b) persons who are carrying on business in Australia or any trade association established in or represented in Australia.
 - (c) such other persons as the Executive Committee may from time to time determine.
- (4) The Partnership Members will consist of firms of no more than ten (10) partners carrying on businesses in partnerships. Any such partnership must consist of persons who are eligible for membership of the Chamber as Ordinary Members.
- (5) The Associate Members must consist of such persons as the Executive Committee approves from time to time. The total number of Associate Members must not exceed one hundred (100) or any other such other number as the Executive Committee approves from time to time.

2.3 Ordinary Member Rights

Ordinary members will have the rights as provided to them by the Constitution as Members of the Chamber with voting rights.

2.4 Corporate Member Rights

- (1) A Corporate Member must nominate at least one (1) representative to act on its behalf in relation to the activities of the Chamber.
- (2) The nomination of a representative(s) must be made by the Corporate Member in writing to the Secretary and approved by the Executive Committee.
- (3) The representative(s) of the Corporate Member will have the same rights as Ordinary Members except that:
 - (a) only one (1) representative of a Corporate Member may vote on behalf of that Corporate Member at any meeting of the Chamber on the same resolution; and
 - (b) not more than one (1) of the representative from a Corporate Member may be elected to the Executive Committee.
- (4) A representative of a Corporate Member may be removed upon the Secretary receiving written notice of that representative's removal by the Corporate Member.
- (5) If a representative that is removed in accordance with Rule 2.4(4) is also a member of the Executive Committee, that representative must resign from their position on the Executive Committee.

2.5 Partnership Member Rights

- (1) A Partnership Member must nominate at least one (1) representative to act its behalf in relation to the activities of the Chamber.
- (2) The nomination of a representative(s) must be made by the Partnership Member in writing to the Secretary and approved by the Executive Committee.
- (3) The representatives of the Partnership Member will have the same rights as Ordinary Members except that:

Rules

- (a) only one (1) representative of a Partnership Member may vote on behalf of that Partnership Member at any meeting of the Chamber on the same resolution; and
 - (b) not more than one (1) of the representative from a Partnership Member may be elected to the Executive Committee.
- (4) A representative of a Partnership Member may be removed upon the Secretary receiving written notice of that representative's removal by the Partnership Member.
- (5) If a representative that is removed in accordance with Rule 2.5(4) is also a member of the Executive Committee, that representative must resign from their position on the Executive Committee.

2.6 Associate Members Rights

- (1) Associate Members shall have the following rights only:
- (a) The right to receive the services and the publications of the Chamber upon the same terms as those on which such services are available to other members.
 - (b) The right to take part in seminars, discussions and other activities of the Chamber on the same terms as Ordinary Members provided always that:
 - (i) Associate Members will not be entitled to attend or vote at any Members Meeting; and
 - (ii) will not be entitled to elect members of the Executive Committee or to be elected to or co-opted by the Executive Committee.

2.7 Classes of Membership

The Executive Committee may at any time:

- (1) create any new Class or Classes of Members;
- (2) amend the rights of membership of any Class; and
- (3) transfer any Member (but only with its consent) from membership of one Class to membership of another Class.

2.8 Life Membership

- (1) The Executive Committee may provide life membership to Members who have given distinguished service to the Chamber.
- (2) Such power must not be exercised more than once in each Financial Year and must not be exercised in favour of more than one person in each Financial Year.
- (3) The life members will be exempt from the payments of annual subscriptions and will be entitled to all the rights of an Ordinary Member.

3 Fees

3.1 Fees

- (1) Each Class of Members must pay the following fees:
 - (a) Entrance Fee.
 - (b) Annual Fee.
- (2) The amount of the fees listed in rule 3.2 and 3.3 will be determined by the Executive Committee from time to time.

3.2 Annual Fee

Rules

- (1) The Annual Fee becomes due seven (7) days from the end of each financial year.
- (2) Subject to Rule 3.2(3), in the event that a person is admitted to membership after the 1st day of September in any calendar year the Annual Fee for that Member will be calculated on a pro rata basis, based on the remaining months in that membership year.
- (3) Subject to payment of the Annual Fee, if a person is admitted as a Member up to two (2) months prior to the Annual Fees becoming due for all Members for the relevant membership year, that Member will receive membership for that period for no additional fee, in addition to the twelve (12) months membership for which the Annual Fee has been paid.

3.3 Entrance Fee

The Entrance Fee payable by a new Member must be the same for all Members within the same Class.

4 The Executive Committee

4.1 Public Officer

- (1) Upon being appointed as the Public Officer, the Public Officer must:
 - (a) within twenty eight (28) days of taking the position, notify the Commissioner for Fair Trading, Department of Finance and Services, in the approved form in accordance with the Act of:
 - (i) the Public Officer's full name and date of birth;
 - (ii) the Public Officer's address for service of notices, being either the person's residential address or some other address at which the person can generally be found; and
 - (iii) the fact that the Public Officer has taken office as the Public Officer.
 - (iv) other information as required by Commissioner for Fair Trading and Department of Finance, Services and Innovation.
- (2) If there is any change in the Public Officer's address, the Public Officer must notify the Commissioner for Fair Trading, Department of Finance and Services within twenty eight (28) days after the change occurs.
- (3) The Public Officer is responsible for the following tasks for the Chamber and which is not an exhaustive list:
 - (a) Notifying NSW Fair Trading of any change in the Chamber's official address within twenty (28) days of any such change.
 - (b) Collecting all Chamber documents from former Members of the Executive Committee members and delivering the documents to the new Members of the Executive Committee.
 - (c) Returning all Chamber documents to the Executive Committee within fourteen (14) days of vacating office.
 - (d) Acting as the official contact for the Chamber, including taking delivery of documents served on the Chamber and bringing them to the attention of the Executive Committee as soon as possible.
 - (d) Having custody of all original hard and electronic documents in relation to the Chamber.

4.2 The President

Rules

Subject to clause 5.2(4) of the Constitution, a person elected as the President may hold that position for no more than two (2) consecutive years and may be re-elected to that office after a lapse of eleven (11) months.

4.3 **Secretary**

- (1) Upon being elected as the Secretary of the Chamber the Secretary must as soon as practicable, notify the Chamber of their postal address.
- (2) The Secretary is to perform the following tasks for the Chamber and which is not an exhaustive list:
 - (a) Keep a record of what has occurred at any meetings held (either General Meetings, Special General Meetings or meetings of the Executive Committee or a Sub-Committee) and who was in attendance at each meeting.
 - (b) Keep a book with the name, address and telephone number of every Member in it.
 - (c) Make sure that all Members receive a copy of the record of the information outlined in subparagraphs (a) and (b) above.
 - (d) Make sure that all Members receive a notice of a meeting in accordance with the provisions of this document.
 - (e) Any other duty conferred on the Secretary either by the Executive Committee or the Members at an Annual General Meeting.
 - (f) Keep copies, either in hard copy or in electronic form, of all original documentation for the Chamber as held by the Public Officer.
- (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.

4.4 **Treasurer**

It is the responsibility of the Treasurer to perform the following tasks and which is not an exhaustive list:

- (1) Collect the fees from all Classes of Members.
- (2) Collect monies from sponsors and any other debtors of the Chamber.
- (3) Pay all debts of the Chamber.
- (4) Keep records of all money paid to or from the accounts of the Chamber.
- (5) Any other duty conferred on the Treasurer either by the Executive Committee or the Members at a General Meeting.

- 4.5 The Executive Committee may undertake any other tasks or responsibilities decided by the Executive Committee from time to time with respect to the office.'

Rules

Annexure 2 – Membership Application Form

Rules

APPLICATION FOR MEMBERSHIP OF CAMDEN
CHAMBER OF COMMERCE, TOURISM &
INDUSTRY INCORPORATED (INC 055 187 016)

I,

[full name of business]

of

[address]

.....

[type of business]

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

We appoint our representative _____ as our nominated appointee for voting purposes.

.....

Signature of applicant

Date

I,

[full name]

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

.....

Signature of proposer

Date

I,

[full name]

a member of the association, second the nomination of the applicant for membership of the association.

.....

Signature of seconder

Date