

CONSTITUTION

Work together, grow together



2018

Riverland West Chamber of Commerce
(Waikerie, Blanchetown, Cadell & Morgan)

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1. NAME

The name of the incorporated association is RIVERLAND WEST CHAMBER OF COMMERCE, referred to herein as 'THE CHAMBER'.

2. OBJECTS

The objects of the Chamber shall be to promote and protect the interests of the business community in the Riverland West Region as defined in 4.2 below in such as to...

- 2.1 promote retail, tourism and commercial interests in the Riverland West Region
- 2.2 market the Riverland West Region as a destination for business and tourism
- 2.3 promote growth and economic prosperity
- 2.4 increase visitation to the Riverland West Region by working together to grow together
- 2.5 encourage businesses to work together and grow together
- 2.6 serve as a central hub to collate and share information with our Members
- 2.7 support businesses in the Riverland West Region through training and networking events and opportunities
- 2.8 form mutually beneficial relationships with Loxton Waikerie District Council and Mid Murray Council

3. MINIMUM NUMBER OF MEMBERS

The Chamber must have at least 15 financial members

4. DEFINITIONS

- 4.1 'The Act' means the Associations Incorporations Act 1985
- 4.2 'Riverland West' means the geographic area encompassing Waikerie, Blanchetown, Cadell, Morgan and Overland Corner townships (Postcodes 5320, 5321, 5322, 5330, 5357)

- 4.3 'Committee' means the Executive Committee of the elected management of the Chamber
- 4.4 'Members' means all financial members of The Chamber as recorded in the Member's Register
- 4.5 'A month' shall mean a calendar month
- 4.6 AGM means Annual General Meeting

5. POWERS OF THE CHAMBER

The Chamber shall have such powers as are necessary and incidental to carrying out its objects within the parameters of the Act.

6. EFFECT OF THE CONSTITUTION

Members acknowledge and agree that this Constitution forms a contract between them and the Chamber and that they are duty bound by this Constitution and any changes issued under this Constitution as implemented in the future.

7. INCONSISTENCY

If there are any inconsistencies between this Constitution and the Act, the Act will always prevail.

8. CHANGES TO THE CONSTITUTION

The Constitution may only be amended following a special resolution by the members present and voting at any general meeting duly convened for that purpose.

9. MEMBERSHIP

9.1 Eligibility

Membership to the Chamber is open to:

- a. persons over the age of 18 years who reside in the geographic area of the Riverland West and are conducting business as a Sole Trader, a Trust or a Partnership within the Riverland West area.
- b. incorporated entities which conduct business in the Riverland West Area
- c. educational institutions within the Riverland West Area

- d. any Committees established by the District Council of Loxton Waikerie and Mid Murray Council pursuant to *Local Government Act 1999 Section 41*.

9.2 Application

- a. an application for membership must be on the form prescribed by the Executive Committee (*see Nomination Form*).
- b. the Executive Committee shall consider any application referred to it by the Membership Officer/ Executive Officer and shall accept or reject the application at the next ordinary meeting

9.3 Accepting or rejecting an application

- a. the Executive Committee may at its discretion provide reasons in writing withholding the approval of any application
- b. where the Executive Committee rejects an application, the applicant may appeal against the decision by giving written notice to the Secretary within fourteen (14) days after being advised of the decision
- c. if the applicant gives notice of an appeal under subclause (b) the Executive Committee must consider the appeal at the next ordinary meeting following receipt of the notice of appeal
- d. if after considering the appeal the Executive Committee reaffirms its decision to reject the application, that decision shall be final and the result notified to the applicant in writing.

9.4 Membership Fee

- a. if an application for membership is approved by the Executive Committee, the applicant becomes a member upon payment of the membership fee which is set at the AGM.
- b. each member must pay the annual membership fee to the Treasurer/ Executive Officer on the first day of each financial year or on any other date as agreed by the Executive Committee
- c. the membership fees shall be determined by the Executive Committee
- d. the Executive Committee may at its discretion agree to approve an application for membership on payment of a pro rata annual membership fee
- e. membership fees are non-refundable

9.5 Renewal of Membership

Members must renew their membership in accordance with the Constitution.

9.6 Cessation of Membership

A member shall cease to be a member if:

- a. they become bankrupt or avails themselves in any way of the provision of the Bankruptcy Act
- b. being a body corporate, they become subject to administration or receivership, or are wound up in accordance with the Corporations Law
- c. if in the case of voluntary cessation of membership, notice of resignation is given in writing to the Secretary or any other member of the Executive Committee
- d. payment of the membership fee remains outstanding for three (3) months after the due date unless the Executive Committee decides otherwise

Any person whose membership has ceased shall be eligible to be re-admitted at the discretion of the Executive Committee on such terms as deemed suitable by the said Committee

10. RIGHTS OF MEMBERS

- 10.1 Membership rights may only be exercised after the member's name has been entered into the Register of Members
- 10.2 Each member, or in the case of a body corporate its nominee, is entitled to one vote at general meetings of the Chamber
- 10.3 Each member, or in the case of a body corporate its nominee, is entitled to stand for and be elected to the Executive Committee
- 10.4 The members are entitled to all privileges, benefits, advantages and services as set out in the membership prospectus and published from time to time
- 10.5 Members are entitled to inspect:
 - a. the Constitution
 - b. minutes of General meetings
 - c. minutes of Executive meetings
 - d. annual reports and annual financial reports;
 - e. and subject to clause 14.3, the Register of Members, membership ofThe Chamber is not transferable

11. GRIEVANCES AND COMPLAINTS

- 11.1 The grievance procedure set out in this rule applies to disputes under this Constitution between:

- a. a member and another member, or
 - b. a member and the Chamber
- 11.2 The parties to the dispute must meet within fourteen (14) days after the dispute is notified to the Secretary who will notify the parties of a time and venue where the parties are to meet with a view to discussing and resolving the dispute.
- 11.3 The Executive Committee may prescribe additional grievance procedures consistent with this clause.

12. DISCIPLINE OF A MEMBER

- 12.1 The Executive Committee may commence or cause to be commenced disciplinary proceedings against any member who has allegedly;
- a. breached, failed, refused or neglected to comply with any provision of this Constitutions or any resolution or determination of the Chamber at a General Meeting
 - b. acted in a manner unbecoming of a member or prejudicial to the objects of the Chamber
 - c. or otherwise brought the Chamber into disrepute
- 12.2 All members will be subject to and will submit unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Chamber as set out in this Constitution.

13. DISCONTINUANCE OF A MEMBER

13.1 Discontinuance for Breach

- a. Membership of the Chamber may be discontinued at the discretion of the Executive Committee upon breach by a member of any clause in this Constitution including but not limited to the following:
 - i. failure to pay any monies owing to the Chamber
 - ii. failure to comply with any resolutions made or passed by the Chamber at a General Meeting
 - iii. as a result, following disciplinary procedures as brought about by clause 12 above
- b. A member's membership shall not be discontinued by the Executive Committee under this clause without the Executive Committee first giving the subject member the opportunity to explain and/ or rectify the breach.

- c. Where a member fails, in the Executive Committee's view, to adequately explain or suitably rectify a breach, that member's membership shall be terminated by the Executive Committee giving written notice to that member.
- d. The Register shall be amended to reflect the discontinuance of membership under this clause as soon as possible.

13.2 Member to re-apply

A member whose membership has ceased to apply under clause 13 above:

- a. may seek renewal or re-apply for membership after the commencement of the next following membership year and;
- b. may be readmitted at the discretion of the Executive Committee on such conditions, if any, that are deemed appropriate

13.3 Forfeiture of Rights

A member who ceases to be a member for whatever reason, shall forfeit all membership rights and entitlements and thereafter not use any intellectual property of the Chamber.

Any Chamber documents, property or records in the possession, custody or control of that member shall be returned to the Secretary immediately.

14. REGISTER OF MEMBERS

14.1 The Chamber, through its Secretary, shall keep and maintain a Register of the members that at its minimum must contain:

- a. the business name, address, telephone number and email contact of each member and:
- b. the date on which the member was admitted to the Chamber

14.2 Members shall provide to the Secretary any changes to those details within one month of those changes.

14.3 Inspection of Register

Subject to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding the address and any other direct contact details of any member, shall be available for inspection (but not copying) by members upon reasonable notice.

14.4 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the objects of the Chamber in such a manner as the Executive Committee considers appropriate.

15. LEVIES

- 15.1 If at any time, the Executive Committee is of the opinion that the current income of the Chamber is, or is likely to be, insufficient to meet its expenses in the current or following financial year the Executive Committee may convene a General Meeting for the purpose of recommending a levy on members. The notice convening the General Meeting must contain particulars of the motion due to be put to the General Meeting.
- 15.2 If the General Meeting resolves to impose a levy, whether as proposed by the Executive Committee or otherwise, each member must pay the levy within 30 days after the member receives an invoice for the levy.
- 15.3 Not more than one levy shall be imposed in any one financial year and shall not exceed the current annual membership fee.

16. EXECUTIVE COMMITTEE

16.1 Roles and Powers

The affairs of the Chamber shall be managed by and controlled under direction by an Executive Committee and the Executive Committee agrees to undertake the following:

- a. exercise all powers of the Chamber except those matters that this Constitution requires the Chamber to determine through a General Meeting
- b. employ, contract and appoint any persons deemed necessary by the Executive Committee in order to carry out the objects of the Chamber
- c. admit members to the Chamber in accordance with this Constitution
- d. determine an annual budget and manage and control funds in accordance with the objects of the Chamber
- e. undertake such tasks as may be delegated to it by a General Meeting
- f. act in a proper and professional manner at all times

16.2 Composition of the Executive Committee

- a. The Executive Committee shall consist of:

- 1) Chair
 - 2) Vice Chair
 - 3) Treasurer
 - 4) Secretary
 - 5) Up to nine (9) ordinary Committee members
- b. The Chair may allocate portfolios to any of the ordinary Committee Members and shall appoint any member of the Executive Committee to be the Public Officer.
- c. All members of the Executive Committee are expected to form part of one or more Sub Committees such as but not limited to;
- 1) Digital Committee
 - 2) Events Committee
 - 3) Advertising Committee
 - 4) Budget Committee
 - 5) Markets
 - 6) Membership
 - 7) Show and Shine
 - 8) Strategic planning/ Constitution

16.3 Eligibility of Executive Committee Members

- a. A member of the Executive Committee must be a member of the Chamber
- b. Committee members must be elected to the Committee at an Annual General Meeting or appointed under clause 16.10

16.4 Nominations for election to the Executive Committee

Nominations must be:

- a. in writing
- b. on the prescribed form (if any) provided for that purpose
- c. signed by any two (2) Chamber members
- d. accepted by the nominee
- e. delivered to the Secretary no less than seven (7) days prior to the date fixed for the Annual General Meeting

16.5 Retirement of Executive Committee Members

- a. All Committee members will hold their positions until the conclusion of the second (2nd) AGM after their election unless the Executive Committee member vacates their position under clause 16.10 or is removed under clause 16.8
- b. The Chair of the outgoing Committee must preside at the Annual General Meeting until a member is elected as new Chair.
- c. Outgoing Committee Members may offer themselves up for re-election and serve consecutive terms on the Executive Committee.

16.6 Election by Default

- a. If the number of nominations received is equal to or fewer than the number of vacancies of the Executive Committee, then provided they are approved by the majority of the members present and entitled to vote, those nominees shall be declared duly elected.
- b. If there are insufficient nominees received to fill all vacancies on the Executive Committee, or if there is a shortfall because a nominee is not approved by the majority as provided for under this clause, then all unfilled positions will be deemed to be casual vacancies for the purpose of clause 16.10 below.

16.7 Election by Ballot

- a. If the number of nominations exceed the number of vacancies to be filled on the Executive Committee, voting papers shall be prepared containing the names of the candidates for each vacancy on the Executive Committee.
- b. The members chosen by ballot must be declared by the Chair to be duly elected members of the Executive Committee.

16.8 Vacating Office

The position of a Committee member becomes vacant if the member is:

- a. disqualified from being a Committee member under Section 30 of the Act
- b. resigns after giving written notice to the Committee
- c. dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health
- d. becomes bankrupt or personally insolvent
- e. fails to attend 3 consecutive meeting of the Executive Committee without leave from the Committee

16.9 Term of Elected Members

Members of the Executive Committee elected under clauses 16.6 or 16.7 shall be elected for a term of two (2) years. Subject to provisions in this Constitution relating to resignation or removal of Executive Committee members, elected Committee members shall remain in the position from the conclusion of the AGM at which the election took place to the conclusion of the second following AGM.

16.10 Filling Casual Vacancy on the Executive Committee

- a. Any casual vacancies arising on the Executive Committee may be filled by a majority vote of the remaining Executive Committee members, from amongst properly qualified persons.
- b. Any casual vacancy may only be filled for the balance of the term created by the vacancy.

16.11 Executive Committee may act to constitute a quorum

In the event of a casual vacancy, or vacancies arising on the Executive Committee, the remaining Executive Committee members may continue to act on behalf of the Chamber. However, if the number of remaining members of the Executive Committee are not sufficient to form a quorum at the meeting of the Executive Committee they may only act for the purpose of increasing the number of Executive Committee members to a number sufficient to constitute a quorum.

17. MEETINGS OF THE EXECUTIVE COMMITTEE

17.1 Executive Committee to meet

- a. The Executive Committee will meet once a month on the 3rd Tuesday of that month where practical, and after any open meeting with the members.
- b. Meetings shall be suggested for the following month as part of that month's Agenda and if agreed to shall be advertised as such.
- c. The minutes of the meeting shall be forwarded by email to the Executive Committee members as soon as reasonably practical after the meeting.
- d. The Agenda shall be forwarded by email to all Executive Committee members no less than 3 days prior to a meeting.
- e. The Chair and two (2) other Executive Committee members may at any time convene an ad hoc meeting of the Executive Committee on not less than 24hrs notice to all Executive Committee members
- f. The Secretary, in consultation with the Chair, shall be responsible for a recording true and accurate account of events and keeping safe the minutes of

all Executive Committee meetings including a record of all resolutions passed by the Executive Committee

17.2 Decisions of the Executive Committee

- a. Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes and a determination of a majority of Executive Committee members shall for all purposes be deemed a determination of the Executive Committee
- b. All Executive Committee members shall have one vote on any one question
- c. Where voting is equal the Chair of that meeting may exercise a casting vote
- d. If the Chair does not exercise a casting vote, the motion will be lost
- e. Members may pass a resolution without an Executive Committee meeting in the form of an electronic transmission if all Committee members entitled to vote do so in writing. This is as valid and as effectual as if it had been passed at an Executive Committee meeting duly convened and held if the wording of the resolution and statement is identical in each copy.

17.3 Quorum

At the meetings of the Executive Committee the number of members of the Executive Committee required to constitute a quorum is seven (7) provided at least one of them is the Chair or Vice Chair.

17.4 Chair

- a. The Chair must preside over all Executive Committee meetings and General Meetings
- b. If the Chair is absent from the meeting the Vice Chair must preside at the meeting
- c. If the Chair and the Vice Chair are both absent from the meeting the presiding member of that meeting must be:
 - i. a member elected by other members present if it is a General Meeting or;
 - ii. in the case of an Executive Committee meeting, a member of the Executive Committee elected by the other Executive Committee member present
- d. In the event of a motion being drawn in the number of votes cast, the Chair has the deliberative vote

The Chair must revisit the Constitution upon a new Chair taking office in order for the Constitution to be maintained as an accurate and up-to date document that reflects the Chamber's activities.

17.5 Chair authorized to act on behalf of the Executive Committee

Where sound management practice requires a timely decision to be taken on behalf of The Chamber and it is not practicable to defer the issue(s) to the next Executive Committee meeting, the Chair may exercise the powers of the Executive Committee provided that all such decisions are tabled and ratified at the next meeting of the Executive Committee.

17.6 Representation

The Chair may act as a spokesperson on behalf of the Chamber unless an alternative spokesperson has been appointed by the Executive Committee. The spokesperson may only comment on matters previously considered by the Chamber or the Executive Committee.

17.7 Conflict of Interest

- a. An Executive Committee member shall declare their interest in any contractual, selection, disciplinary or financial matter in which any conflict of interest arises or may arise.
- b. They shall, unless otherwise determined by the Executive Committee, abstain from discussions of such matters and shall not be entitled to vote in respect of such matters
- c. If the said Executive Committee member casts a vote, that vote shall be invalid
- d. In the event of uncertainty as to whether it is necessary for a member of the Executive Committee to abstain from a vote or participate in discussions, the issue should immediately be determined by a vote from the Executive Committee

17.8 Disclosure of Interest

- a. The nature of the interest of an Executive Committee member must be declared at the meeting of the Executive Committee at which the relevant matter is first taken into consideration. In any other case the interest should be revealed to the Executive Committee at the next meeting.

If an Executive Committee member becomes interested in a matter after it has been acted upon, the declaration of interest must be made at the first meeting of the Executive Committee held after the interest arises.

- b. All disclosed interests must also be disclosed at each Annual General Meeting in accordance with the Act.

17.9 General Disclosure

A general notice stating that an Executive Committee member is a member of any specified firm or company that they have had an actual or potential interest in any transactions between The Chamber and that firm or company is sufficient declaration under clause 17.8

After the distribution of the general notice, it is not necessary for the Executive member to give any further notice regarding any particular transaction with that firm or company.

17.10 Recording Disclosures

Any declaration made, any disclosure, or any general notice given by an Executive Committee member in accordance with clauses (conflict of interest, disclosure of interest and general disclosure) must be recorded in the minutes of the relevant meeting.

17.11 Funds and Accounts

- a. The Executive Committee, acting through the Treasurer, shall maintain an account with an authorized deposit taking institution into which all the Chamber's revenue is deposited and from which all expenditure of the Chamber is paid.
- b. All funds paid into the Chamber must be deposited within five (5) working days of receipt.
- c. Monthly the Treasurer shall table a profit and loss statement (including bank reconciliation and summary of debtors and creditors) and present this at the next following scheduled General and/ or Executive meeting.
- d. The Treasurer at the request of the Chair or at least three other Executive Committee members, shall table a profit and loss statement (including bank reconciliation and summary of debtors and creditors) at the next Executive Committee meeting.
- e. Subject to any restrictions imposed by a resolution at a General Meeting, the Executive Committee may approve expenditure on behalf of the Chamber in accordance with an annual budget.

18. ORDINARY GENERAL MEETINGS

There shall be convened an Ordinary General Meeting of the members no less often than once every 3 months.

18.1 Purpose

The purpose of an Ordinary General Meeting shall be to inform the membership of the business of the Chamber as to the business conducted by Executive Committee and, where appropriate, ratify or approve the decisions of the Executive Committee

18.2 Notice of a Meeting

- a. Notice shall be given to every member by the Secretary at least 7 days prior to the meeting
- b. Notice shall be sent to the addresses in the Register of Members via email or phone (and social media)
- c. Notice of an Ordinary General Meeting shall specify time, day, date and place of the meeting and shall state the business to be transacted at that meeting

18.3 Quorum

No business shall be transacted at any Ordinary General Meeting unless a quorum is present at the time the meeting proceeds to business. A quorum for Ordinary General Meetings of The Chamber shall be seven (7) members eligible to vote, including members of the Executive Committee.

18.4 Adjournment of Meeting

- a. If within half an hour from the time appointed for an Ordinary General Meeting, a quorum is not present, the meeting shall be adjourned until a suitable time, date and place as decided by the Chair of that meeting.
- b. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, that meeting will lapse.
- c. The Chair of the meeting may, with the consent of any meeting at which there is a quorum present, and shall if so directed by the meeting, adjourn the meeting from time to time and place to place
- d. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place
- e. When a meeting is adjourned for thirty (30) days or more notice of the adjourned meeting shall be given as in the case of an original meeting

18.5 Members entitled to vote

Each member has one vote on any question to be determined by resolution at an Ordinary General Meeting.

18.6 Voting Procedure

At any Ordinary General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- a. the Chair of the meeting; or
- b. a simple majority of the members present.

18.7 Chair may exercise casting vote

Where voting at meetings is equal, the Chair of the meeting may exercise a casting vote. If the Chair does not exercise a casting vote (as in 17.2c &d) the motion will be lost.

18.8 Recording of determinations

Unless a poll is demanded under clause 18.6 the Chair's declaration shall be conclusive evidence of the result of a resolution decided by a show of hands. The result of the resolution must be shown by the Secretary in the minutes.

18.9 Where poll demanded

- a. If a poll is duly demanded under clause 18.5 it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chair of the meeting directs.
- b. The Chair shall appoint two scrutineers
- c. The Chair shall distribute voting slips to the members present who shall vote thereon for or against and shall hand the said slips to the scrutineers who shall certify to the Chair the result of the poll
- d. The result of the poll shall be the resolution of the meeting and shall be recorded in the minutes by the Secretary

18.10 Proxy voting

Proxy voting shall not be allowed at any General Meeting.

19. NOTICES OF MOTION

Members entitled to vote may submit notices of motion for inclusion as general business at an Ordinary General Meeting. All notices of motion must be submitted in writing to the Secretary no less than fourteen (14) days prior to the General Meeting,

20. ANNUAL GENERAL MEETING

The Chamber's AGM shall be held in accordance with the Act and this Constitution on a date and at a venue determined by the Executive Committee but no later than three (3) months after the end of the Chamber's financial year, which shall be the end of October, with an AGM to be held no later than December of that year.

20.1 Notice of AGM

- a. Notice shall be given to every member by the Secretary
- b. Notice shall be sent to the address appearing the Register of Members
- c. A notice of the AGM shall specify time, day, date and place of the meeting and shall state the business to be transacted at that meeting
- d. Notice will be sent to those people entitled to receive it at least twenty-one (21) days prior to the AGM

20.2 Order of Business

The Order of Business at every AGM shall be as follows:

- a. tabling and consideration of the annual financial reports
- b. tabling of the Chair's annual report
- c. appointment/ reappointment of The Chamber's auditor for the following year
- d. election of the Executive Committee comprising off;
 - i. Chair
 - ii. Vice Chair
 - iii. Treasurer
 - iv. Secretary
 - v. Up to nine (9) ordinary Committee members

No business other than that provided for on the agenda for an Annual General Meeting shall be transacted at that meeting.

21. SEAL

- 21.1 The Chamber shall have a seal upon which its corporate name shall appear in legible characters, to be retained for safe keeping by the Secretary
- 21.2 The seal shall not be used without the express authorisation of the Executive Committee
- 21.3 Every use of the seal shall be recorded in the Chamber's minutes

- 21.4 Two Executive Committee members including at least one of either the Chair, Vice Chair, Secretary or Treasurer must witness every use of the seal

22. RECORDS AND ACCOUNTS

22.1 Records

The Secretary is responsible for establishing and maintaining proper records and minutes concerning all of its transactions, business, meetings, correspondence and dealings (including those of the Executive Committee)

These shall be produced as appropriate at each Executive Committee or General Meeting and the Chamber shall retain such records for a period of seven years after the completion of the transactions or operations to which they relate.

22.2 Financial records kept according to the Act

The Treasurer is responsible for keeping proper accounting and other financial records in accordance with the Act.

The Chamber shall retain such records for a period of seven years after the completion of the transactions or operations to which they relate.

22.3 Accounts conclusive

The statements of accounts, when adopted and approved by an AGM, shall be conclusive except when errors have been discovered within three (3) months after such adoption and approval.

22.4 Negotiable instruments

All cheques, promissory notes, banker's drafts, bills of exchange, bonds and other negotiable instruments and all receipts for monies paid to the Chamber, shall be signed, drawn, excepted, endorsed or otherwise executed as the case may be, by any two duly authorized members of the Executive Committee or in such other manner as the Executive Committee determines.

23. AUDITOR

- 23.1 a properly qualified auditor or auditors shall be appointed by the Chamber at the Annual General Meeting.

- 23.2 the auditor's duties shall be regulated in accordance with the Act.

- 23.3 if no relevant provisions exist under the Act the duties shall be regulated in accordance with the Corporations Act 2001 and generally accepted principles and/ or any applicable code of conduct
- 23.4 the auditor may be removed by the Chamber at a General Meeting
- 23.5 the accounts of the Chamber shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by the Chamber's auditor or auditors at the conclusion of the financial year

24. APPLICATION OF INCOME

The income and property of the Chamber shall be applied solely towards the implementation of the objects of the Chamber.

- 24.1 Except as prescribed in this Constitution or the Act:
 - a. no portion of the income or property of the Chamber shall be paid or transferred directly or indirectly, by payment or dividend or otherwise to any member
 - b. no remuneration or other benefit in money or money's worth shall be paid or given by the Chamber to any member who holds any office of the Chamber
- 24.2 Payment in good faith of or to any member of the Chamber can only be made for:
 - a. any approved services rendered to the Chamber whether as an employee, Executive Committee member or otherwise
 - b. any goods supplied to the Chamber in the ordinary and usual course of operation
 - c. interest on any money borrowed by a member
 - d. rent for premises owned or let by any member of the Chamber
 - e. any approved out of pocket expenses incurred by a member on behalf of the Chamber

Nothing in clauses 24.1 and 24.2 preclude such payments provided they do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arms length in a similar transaction.

25. WINDING UP

Any decision made by the Chamber for winding up must be a special resolution of the membership.

- 25.1 subject to this Constitution the Chamber may be wound up in accordance with the Act
- 25.2 the liability of the members of the Chamber is limited
- 25.2 every member undertakes to contribute to the assets of the Chamber in the event of it being wound up while a member, or within one (1) year of ceasing to be a member, for payments of the debts and liabilities of the Chamber contracted before the time at which they ceased to be a member and towards the costs, charges and expenses of winding up the Chamber, such an amount not exceeding \$1.00.

26. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Chamber there remains, after satisfaction of all its debts and liabilities any assets or properties, they shall not be paid to or distributed to the members.

Instead these assets or properties shall be given or distributed to another organisation(s) that has objects similar to those of the Chamber.

Such an organisation(s) must constitutionally prohibit the distribution of its income and property to an extent at least or as great as that imposed on the Chamber by this Constitution.

The recipient organisation(s) is to be determined by the members in a General Meeting at or before the time of dissolution by the Chamber.

In default thereof, the decision is to be made by the judge of the Supreme Court of South Australia or any other court as may have, or require jurisdiction on the matter.

27. NOTICE

- 28.1 Notices may be given to any member of the Chamber entitled under this Constitution to receive such notices
- 28.2 The notice may be sent by email or phone (and/or social media) to the member's registered address
- 28.3 Where a notice is sent by electronic mail, service of the notice shall be deemed to be affected the next business day after it was sent

28. INDEMNITY

- 29.1 Every Executive Committee member and employee of the Chamber will be indemnified out of the property and assets of the Chamber against any liability incurred by them in their capacity as an Executive Committee member or employee in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any in relation to any such proceedings in which relief is granted by the Court.
- 29.2 The Chamber shall indemnify its Executive Committee members and employees against all damages and losses (including legal costs) for which any Executive Committee member or employee may or may become liable to any third party in consequence of any act or omission except in cases of gross negligence or willful misconduct on the part of the Executive Committee member or employee;
- a. in the case of an Executive Committee member, performed or made while acting on behalf of and with the authority, express or implied, of the Chamber and;
 - b. in the case of an employee, performed or made in the course of and within the scope of, their employment by the Chamber

The Chamber, by its Secretary, shall take out and maintain liability insurance cover for its Executive Committee members and employees.

29. AUTHORITY TO TRADE

The Chamber is authorised to trade in accordance with the Act.