

# ~~CABRAMATTA CHAMBER OF COMMERCE Inc.~~

## CONSTITUTION & RULES

### 1. Name

The name of the association is the Cabramatta South West Sydney Chamber of Commerce Incorporated.

### ~~2. Office~~

~~The office of the association shall be at Lansdowne Management Group, PO BOX 165, Cabramatta 2166 or at such other place as the committee shall from time to time determine.~~

### 3. Objects

3 The Objects of the Chamber are to:

- a) promote, advance and protect the interests of its members;
- b) promote, advance and develop trade and commerce within the Catchment Area;
- c) provide resources, guidance, and assistance to local businesses, fostering their growth and success;
- d) conduct workshops, networking opportunities and, where appropriate, provide advice to ensures that members have the support they need to thrive;
- e) facilitate connections among businesses, to create networking opportunities for members to collaborate, share ideas, and form valuable partnerships
- f) consider all questions and issues connected with such trade and commerce;
- g) promote, support, make recommendations, oppose or otherwise advocate for its members in relation to legislative and/or other governmental issues at all levels affecting such trade and commerce;
- h) collect, circulate and consider educational information, statistics and other information relating to such trade, and commerce;
- i) participate in activities in support of or in conjunction with not-for-profit organisations and registered charities who operate within Catchment Area;
- j) purchase, lease, hire or otherwise acquire to assist the Chamber to meet its objectives any real or personal property so far as the law may allow and from time to time to sell, demise, let, mortgage or dispose of the same;
- k) erect, maintain, improve or alter any building to assist the Chamber to meet its objectives;
- l) borrow or raise money by the issue of or upon bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Chamber or any mortgage or charge of all or any part of the property of the Chamber to assist the Chamber to meet its objectives;
- m) invest and deal with the moneys of the Chamber not immediately required upon such securities and in such manner as may from time to time be determined;
- n) engage professional assistance of any kind and to remunerate any person or organisation for services rendered or to be rendered in or about the formation, operation or promotion of the Chamber;
- o) raise money by subscription and to grant rights and privileges to subscribers;
- p) raise money by other means such as sponsorships, promotions, partnerships and other commercial arrangements; and

g) do all such things as may be conducive to the extension of trade and commerce in the Catchment Area or incidental to the attainment of the above objects.

~~To promote the interests of business in the area defined by the geographical boundaries using the Australia Post postcode "2166" (hereinafter called 'the Cabramatta area') and to that end:-~~

- ~~1. To carry the voice of business in the Cabramatta area to local, state, and federal governments.~~
- ~~2. To foster and encourage the establishment and the development of commercial, professional, manufacturing, and service organisations in appropriate locations in the Cabramatta area.~~
- ~~3. To encourage and promote a central business district that will faithfully, economically, and efficiently serve the requirements of bona fide residents of, and visitors to, the Cabramatta area, and endeavour to ensure that business proprietors, employees, customers, clientele, visitors, and other bona fide users of the Cabramatta CBD can transact business and shop in freedom and peace without fear or harassment.~~
- ~~4. To comment on and make recommendations to the appropriate authorities and service providers in relation to issues of development, planning, building and other community services. To further comment and make recommendations to other service providers, whether public or private organisations, whose services affect the interests of business in the Cabramatta area.~~
- ~~5. To encourage and develop communication and cooperation within the local business community, government at all levels, other service providers, other community groups, and the general community.~~
- ~~6. To take an active interest in the promotion, development, and growth of the cultural activities of the Cabramatta area and the welfare of its residents. To participate in projects or events which advance those ends.~~
- ~~7. To positively present the history to the Cabramatta business centres, foster appropriate celebration of the achievements of the Cabramatta community, promote positive aspects of the Cabramatta business centres, and to help develop the Cabramatta business centres as worthy unusual and enjoyable places to do business.~~
- ~~8. To promote competence, service, and integrity in business dealings in the Cabramatta area and to encourage best business practices.~~
- ~~9. To advise and assist members of the Cabramatta business community in matters of interest in the general conduct of trade or commerce within the Cabramatta area. To exchange, collect and communicate to members information that will assist them.~~
- ~~10. To vigorously recruit for, and strive to maintain a large and active membership that is committed to achieving these objects.~~
- ~~11. 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 association.~~
- ~~12. To raise money by subscription and to grant any rights and privileges to subscribers, and to invest and deal with such moneys not immediately required in such manner as may from time to time be determined.~~

## 4 Rules

### PART 1- PRELIMINARY

#### Definitions

2 In this constitution:

**an individual** means, either a real person or an organisation.

**catchment area** means, the suburb of Cabramatta and its surrounding suburbs, located within the Fairfield LGA.

**committee member** means an office-bearer or ordinary committee member.

**exercise a function** includes perform a duty.

**function** includes a power, authority or duty.

**office-bearer** means, a committee member who is elected to an office referred to in Clause 14(1)(a)(i) - (iv).

**ordinary committee member** means, a committee member who is not an office-bearer.

**organisation** means an entity registered or incorporated under any state or federal Act and or Regulation that conducts business, trade or commerce within the catchment area.

**register of members** means, the register of members maintained under Clause 4.

**secretary** of the Chamber means, the person holding office under this constitution as secretary including, for the purposes of the Act, the Public Officer of the Chamber.

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

**subcommittee** means a subcommittee established under Clause 20.

**subscription year** means the 12 month period from July 1 to June 30.

**the Act** means the Associations Incorporation Act 2009.

**the Regulation** means the Associations Incorporation Regulation 2022.

~~1. (1). In these rules:~~

~~"ordinary member" means a member of the committee who is not an office bearer of the association, as referred to in rule 14(2);~~

~~"secretary" means the person holding office under these rules as secretary of the association, or the person employed in that position to carry out those duties, or otherwise the public officer of the association;~~

~~"special general meeting" means a general meeting of the association other than an annual general meeting;~~

~~"the Act" means the Associations Incorporation Act, 1984;~~

~~"the Regulation" means the Associations Incorporation Regulation, 1994.~~

~~(2). In these rules:~~

~~(a) a reference to a function includes a reference to a power, authority and duty; and~~

~~(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.~~

~~(3) The provisions of the Interpretation Act, 1987, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the said Act.~~

## **4. Code of Conduct**

- a) The Chamber is to conduct its business in a professional manner with the highest standards of integrity and in accordance with applicable laws and regulations.
- b) The Committee, Ordinary Members and suppliers are to comply with the Chamber's Code of Conduct, Policies and Procedures that are in effect and as may be amended by the Committee from time to time.
- c) The Committee may review, implement and/or vary the Chamber's Code of Conduct, Policies and Procedures at any time at its sole discretion.
- d) The Committee and Ordinary Members who do not comply with the Chamber's Code of Conduct, Policies and Procedures may be subject to the provisions of Clause 10 of this Constitution.

## **PART 2— MEMBERSHIP**

### **5 Membership generally**

5.1 An individual is eligible to be a member of the Chamber if:

- a) In the case of a person - the person is a natural person who is, or was previously engaged in business, trade or commerce within the catchment area; or
- b) In the case of an organisation - the organisation is engaged in business, trade or commerce within the catchment area; and
- c) The individual has applied and been approved for membership of the Chamber in accordance with Clause 7.1; and

5.2 An individual is taken to be a member of the Chamber if the individual applied to be a member under Clause 6.1 and the application has been approved.

5.3 The Committee may establish differing categories or classes of membership and attach various privileges and benefits attached to such categories or classes.

### **Qualifications**

~~2. A person is qualified to be a member of the association if, but only if—~~

~~(a) the person is a Foundation member of the association, ie. a person entered in the Register of members at the time of incorporation, who also complies with all other membership qualifications or;~~

~~(b) the person is a person referred to in section 15(1)(a),(b) or (c) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act; or~~

~~(c) the person is a natural person who:~~

~~(i) has been nominated for membership of the association as provided by rule 3; and~~

~~(ii) has been approved for membership of the association by the committee of the association and;~~

~~(d) the person owns or operates a registered, legitimate, and lawful business in the area as defined in the Objects of the association.~~

## ~~Nomination~~ 6. Membership Application

### 6.1 An application by an individual to be a member of the Chamber must be:

- a) made in writing by a member of the Chamber, and
- b) in the form determined by the committee, and
- c) lodged with the secretary.

### 6.2 The committee may determine that an application may be made or lodged by email or other electronic means.

### 6.3 The secretary must refer an application to the committee as soon as practicable after receiving the application.

### 6.4 The committee must approve or reject the application.

### 6.5 As soon as practicable after the committee has decided the application, the secretary must:

- a) give the applicant written notice of the decision, including by email or other electronic means if determined by the committee, and
- b) if the application is approved - inform the applicant that the applicant is required to pay the entrance fee and annual subscription fee payable under Clause 5 within 28 days of the day the applicant received the notice, or
- c) if the application has been rejected, the committee is not required to provide the applicant with any reason as to its decision.

### 6.6 The secretary must enter the approved applicant's name in the register of members as soon as practicable after the applicant pays the entrance fee and annual subscription fee in accordance with Clauses 6.4 and 6.5.

### 6.7 The applicant becomes a member upon receipt of payment and once the applicant's name is entered in the register.

~~3.~~

~~(1) A nomination of a person for membership of the association:~~

~~(a) must be made by a member of the association in writing in the form set out in Appendix 1 to these rules; and~~

~~(b) must be lodged with the secretary of the association.~~

~~(2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.~~

~~(3) If the committee determines to approve a nomination for membership, the secretary must as soon as practicable after that determination, notify the nominee of that approval and request that nominee to pay (within the period of 28 days after the receipt by the nominee of the notification) the sum payable under these rules by a member as an entrance fee and annual subscription.~~

~~(4) The secretary must, on payment by the nominee of the amounts referred to in clause (3) within the period referred to in that clause, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.~~

## **14 Cessation of membership**

### **Cessation**

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

14.1 Cessation of membership of the Chamber will occur:

a) In the case of a person, if that person:

i. ~~(a)~~ dies; or

ii. ~~(b)~~ resigns that membership; or

iii. ~~(c)~~ is expelled from the association.

iv. ~~(d)~~ is convicted of an indictable offence.

~~(e) is adjudged a bankrupt, or makes a composition or arrangement with his creditors under the provisions of any statute.~~

b) In the case of an organisation, if that organisation:

i. becomes insolvent, or

ii. Is dissolved or,

iii. Is wound up, or

iv. resigns from being a member, or

v. is expelled from the Chamber, or

fails to pay the annual subscription fee payable under Clause 8(2) within sixty days of the due date.

### **Entitlements not transferable**

## **12 Membership entitlements not transferable**

5.12.1 A right, privilege or obligation ~~which a person~~that an individual has by reason of being a member of the ~~association~~Chamber

(a) ~~is not capable of being~~cannot be transferred ~~or transmitted~~ to another person or organisation;  
and

(b) ~~terminates upon the cessation of that membership.~~

b) terminates once the person or organisation ceases to be a member or becomes ineligible to be a member of the Chamber except,

c) if an organisation, being a member of the Chamber, has appointed a person to act as their representative, such organisation is entitled to appoint a different person to act as their representative upon giving written notice to the Secretary and subject to the approval of such person by the Committee.

## 13 Member Resignation

6.

13.1 A member of the Chamber may resign from being a member by giving the secretary written notice of at least 1 month, or another period determined by the committee, of the member's intention to resign.

13.2 The member ceases to be a member on the expiration of the notice period.

~~(1) A member of the association is not entitled to resign that membership except in accordance with the rule.~~

~~(2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first ——— giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, upon the expiration of that period of notice, the member ceases to be a member.~~

~~(3) If a member of the association ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.~~

## 7. Register of Members

~~7.~~

~~(1) The public officer of the association shall be responsible for the establishment and maintenance of a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.~~

~~(2) The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.~~

7.1 The secretary must establish and maintain a register of members of the Chamber.

7.2 The register:

a) may be in written or electronic form, and

b) must include, for each member:

- vi. the member's full name or trading name, and
- vii. a residential or business postal and email address, and
- viii. the date on which the individual became a member, and
- ix. if the individual ceases to be a member - the date on which such individual ceased to be a member.

c) Must be kept in New South Wales:

- x. at the Chamber's main premises, or
- xi. if the Chamber has no premises - at the Chamber's official address, and
- xii. must be available for inspection, free of charge, by members at a reasonable time, and
- xiii. if kept in electronic form - must be able to be converted to hard copy.

7.3 If the register is kept in electronic form, the requirements in subclause (7.2)(c) apply as if a reference to the register is a reference to a current hard copy of the register.

7.4 A member may obtain a hard copy of the register, or a part of the register, on payment of a fee of not more than \$1, as determined by the committee, for each page copied.

## 8 Fees and Subscriptions, etc.

8.

8.1 The Entrance Fee to be paid to the Chamber by a person or organisation whose application for membership has been approved is:

a) \$1, or

another amount determined by the committee from time to time

~~(1) A member of the association must, on admission to membership, pay to the association a fee of \$1 or such other amount as determined, from time to time, by the committee.~~

8.2 The Annual Membership Fee to be paid to the Chamber by a person or organisation whose application for membership has been approved by the committee is:

a) \$2, or

b) another amount determined by the committee from time to time.

8.3 In determining the Annual Membership Fee, the Committee may prescribe differing levels of fees for members of differing categories or classes.

~~(2) In addition to any amount payable by the member under clause (1), a member of the association must pay to the association an annual membership fee of \$1, or such other amount as determined, from time to time, by the committee.~~

~~(3) In determining any annual membership fee, the committee may prescribe differing levels of fees for members of differing classes and sizes, as determined and by the committee.~~

~~(4) Where any member of any class or size joins after the first quarter in any year, the committee may pro-rata the annual membership fee otherwise payable for the remainder of the current membership year.~~

~~(5) The membership year shall commence on the first day of January in each calendar year.~~

8.4 A member must pay to the Chamber the annual subscription fee:



a) if the member becomes a member on or after the first day of the subscription year:

xiv. in accordance with Clause 6(5)(b), and

xv. before the first day of the subscription year in each subsequent subscription year,  
or

b) otherwise - before the first day of each subscription year.

8.5 For the avoidance of doubt, the subscription payable by a member is an annual amount and no pro rata refunds will be permitted.

8.6 If a member joins the Chamber after December 31, the subscription fee will be adjusted on a pro rata basis to the end of that current Subscription Year.

## **9 Members' Liabilities**

~~9.9.1~~ The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule ~~86~~:

a) the debts and liabilities of the Chamber,

b) the costs, charges and expenses of the winding up of the Chamber.-

## **11 Resolution of internal ~~D~~isputes resolution**

11.1 The following disputes must be referred to a Community Justice Centre within the meaning of the Community Justice Centres Act 1983 for mediation:

a) a dispute between 2 or more members of the Chamber, but only if the dispute is between the members in their capacity as members, or

b) a dispute between 1 or more members and the Chamber.

11.2 If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.

11.3 The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

~~10. Disputes between members (in their capacity as members) of the association, and disputes between members and the association will be resolved by the appointment of an independent Mediator/Arbitrator nominated by the current President of the NSW Law Society.~~

~~The cost of the appointment of such independent Mediator/Arbitrator shall be borne equally by the parties to the dispute or as otherwise determined by the Mediator/Arbitrator.~~

## **Disciplining of members**

~~11.~~

## **10 Disciplinary action against members**

10.1 The committee shall have power to reprimand, suspend, expel or accept the resignation of any Member, if that Member:

a) in the reasonable opinion of the Committee, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any Code of Conduct; or

b) is, in the opinion of the Committee;

- xvi. guilty of any conduct prejudicial to the interests of the Club; or
- xvii. guilty of conduct which is unbecoming of a member.

10.2 The following procedures shall apply to the disciplinary procedures of the Chamber:

- a) A Member shall be notified of:
  - i. any charge against the Member pursuant to Clause 6; and
  - ii. the date, time and place of the meeting of the Committee at which the charge is to be heard.
- a) The Member charged shall be notified of the matters in paragraph (a) of this Clause 810 by notice in writing by electronic communication or post to the Member's last known mobile, email address, or physical address at least fourteen (14) clear days before the meeting of the Committee at which the charge is to be heard.
- b) The Member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge.
- c) If the Member fails to attend such meeting, the charge may be heard and dealt with and the Committee may decide on the evidence before it and impose penalties, the Member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the Member charged.
- d) After the Committee has considered the evidence put before it, the Committee must come to a decision as to whether the Member is guilty or not of the charge.
- e) When the Committee has determined the issue of guilt, if the Member charged is at the meeting, the Committee must inform the Member whether or not the Member has been found guilty.
- f) If the Member charged has been found guilty and is at the meeting, the Member must be given a further opportunity at the meeting to address the Committee in relation to the appropriate disciplinary response referred to in Clause 10 for the charge of which the Member has been found guilty.
- g) No motion by the Committee to reprimand, suspend or expel a Member shall be deemed to be passed unless a two-thirds majority of the Directors present in person vote in favour of such motion.
- h) The voting by members of the Committee at a meeting at which a charge is heard shall be by secret ballot.
- i) The Committee has power to adjourn, for such period as it considers fit, a meeting held pursuant to this Clause 10.

10.3 Any decision of the Committee on such hearing shall be final and without the right of appeal. The Committee shall not be required to assign any reason for its decision.

- a. Any Member suspended pursuant to this Clause shall during the period of such suspension not be entitled to:
  - a) attend or vote at any meeting of the Club or any Sub Committee;
  - b) nominate or be elected or appointed to the Committee or any Sub Committee;
  - c) propose, second or nominate any eligible Member for any office of the Club.

(1) A complaint may be made by any member of the association that some other member of the association:

- (a) has persistently refused or neglected to comply with a provision or provisions of these rules;
- or

~~(b) has persistently and wilfully acted in a manner prejudicially to the interests of the association;~~

~~(2) On receiving such a complaint, the committee:~~

~~(a) must cause notice of the complaint to be served on the member concerned; and~~

~~(b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint; and~~

~~(c) must take into consideration any submissions made by the member in connection with the complaint.~~

~~(3) The committee may, by resolution, expel the member from the association or suspend the member from the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the alleged in the complaint have been proved.~~

~~(4) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 12.~~

~~(5) The expulsion or suspension does not take effect: —~~

~~(a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or~~

~~(b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 12(4), whichever is the later.~~

## ~~Right of appeal of disciplined member~~

~~12.~~

~~(1) A member may appeal to the association in general meeting against a resolution of the committee under rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.~~

~~(2) — The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.~~

~~(3) — On receipt of a notice from a member under clause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.~~

~~(4) — At a general meeting of the association convened under clause (3):~~

~~— (a) no business other than the question of the appeal is to be transacted; and~~

~~(b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and~~

~~(c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.~~

~~(5) — If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.~~

## **PART 3- MANAGEMENT COMMITTEE**

### **Division 1 Constitution**

#### **15 Functions of committee**

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

- a) is to control and manage the affairs of the Chamber, and
- b) may exercise all the functions that may be exercised by the Chamber, other than a function that is required to be exercised by the Chamber in general meeting, and
- c) has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the Chamber.

#### **Powers, etc.**

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

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

#### **17. Eligibility to be elected or appointed as a committee member**

17.1 An eligible nominee for election or appointment as a committee member must:

- a) Be a natural person, or in the case of an organisation, be the duly nominated representative of that organisation, and
- b) Be 18 years of age or more, and
- c) Ordinarily reside in Australia, and
- d) Be a financial member, and
- e) Not be under suspension pursuant to Clause 10 and

Not have at any time been convicted of an indictable offence

### **Constitution & membership**

#### **16 Composition of committee**

16.1 The committee must have at least 7 members, as elected in accordance with Clause 15, consisting of:

- a) the following office-bearers:
  - iii. The president,
  - iv. The vice-president,

- v. The secretary,
- vi. The treasurer, and

- b) at least 3 ordinary committee members duly elected by the members in accordance with Clause 18 provided always that the total number of committee members must not exceed 9.
- c) provided 7 members have been duly elected to the Committee in accordance with the provisions of Clause 18, the remaining two positions are deemed to be casual vacancies for the purposes of Clauses 20.5 and 20.6 and may be filled in accordance with the provisions Clause 17.

16.2 An office-bearer may hold up to 2 offices, other than both the offices of president and vice-president.

~~14.~~

~~(1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:~~

- ~~(a) the office-bearers of the association; and~~
- ~~(b) two other committee members plus one or two other committee members dependant upon the status of the secretary and treasurer as explained in sub-clauses (c) and (d) of clause (2) of this rule.~~

~~each of whom is to be elected at the annual general meeting of the association under rule 13.~~

~~(2) The office bearers of the association are to be:~~

- ~~(a) the president;~~
- ~~(b) two vice-presidents;~~
- ~~(c) the secretary, who may, at the discretion of the membership attending the annual general meeting, be an appointed employee of the association instead of an elected office-bearer, and be paid such remuneration as the committee shall determine; where the Secretary is an appointed employee one further committee member shall be elected.~~
- ~~(d) the treasurer, who may also, at the discretion of the membership attending the annual general meeting, be an appointed employee of the association instead of an elected office-bearer, and be paid such remuneration as the committee shall determine; where the Treasurer is an appointed employee one further committee member shall be elected.~~
- ~~(e) the immediate past president, who shall be ex-officio a member of the management committee for the twelve months following his retirement from the office of president or until there is a new immediate past President who is still a member of the Association.~~

~~(3) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.~~

~~(4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.~~

## 18 Election of committee members

~~15.~~

~~(1) Nominations of candidates for election of office-bearers of the association or other committee members:~~

~~(a) must be made in writing, signed by two members of the association and accompanied by the written consent of the candidate; and~~

~~(b) must be delivered to the secretary of the association not less than seven (7) days before the first date fixed for the holding of the annual general meeting at which the election is to take place.~~

~~(2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.~~

~~(3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.~~

~~(4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.~~

~~(5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.~~

~~(6) The ballot for the election of office-bearers and other committee members is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.~~

18.1 Pursuant to the provisions of Clause 15.1, a member of the Chamber may be nominated as a candidate for election as an office-bearer or ordinary committee member.

18.2 The nomination must be:

a) made in writing, and

b) signed by at least 2 members of the Chamber, not including the candidate, and

c) accompanied by the written consent of the candidate to the nomination, and

d) given to the secretary at least 7 days before the date fixed for the annual general meeting at which the election is to take place.

18.3 If insufficient nominations are received to fill all vacancies:

a) the candidates nominated are taken to be elected, and

b) a call for further nominations must be made at the meeting.

18.4 A nomination made at the meeting in response to a call for further nominations must be made in the way directed by the member presiding at the meeting.

18.5 Vacancies that remain after a call for further nominations are taken to be casual vacancies.

18.6 If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.

18.7 If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the committee.

## **19 Terms of office**

19.1 Subject to this constitution, a committee member holds office from the day the member is elected for a period of 2 years until immediately before the next annual general meeting held at the expiry of such 2 year period.

19.2 A member is eligible, if otherwise qualified, for re-election.

19.3 There is no limit on the number of consecutive terms for which a committee member may hold office.

## **The secretary**

~~16.~~

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

~~(2) It is the duty of the secretary to keep minutes of:~~

~~(a) all appointment of office-bearers and members of the committee;~~

~~(b) the names of members of the committee present at a committee or a general meeting;  
and~~

~~(c) all proceedings at committee meetings and general meetings.~~

~~(3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chair of the next succeeding meeting.~~

## **21 Secretary**

21.1 As soon as practicable after being elected as secretary, the secretary must lodge a notice with the Chamber specifying the secretary's address.

21.2 The secretary must keep minutes of:

a) all elections of committee members, and

b) the names of committee members present at a meeting of the committee or a general meeting, and

c) all proceedings at committee meetings and general meetings.

21.3 The minutes must be:

a) kept in written or electronic form, and

b) for minutes of proceedings at a meeting -signed, in writing or by electronic means, by:

vii. the member who presided at the meeting, or

—the member presiding at the subsequent meeting.

## **The treasurer**

~~17. It is the duty of the treasurer of the association to ensure;~~

~~(a) that all money due to the association is collected and received and that all payments authorised by the association are made; and~~

~~(b) that correct books and accounts are kept showing the financial affairs connected with the association.~~

22.1 The treasurer of the Chamber must ensure—

- a) all money owed to the Chamber is collected, and
- b) all payments authorised by the Chamber are made, and
- c) correct books and accounts are kept showing the financial affairs of the Chamber, including full details of receipts and expenditure relating to the Chamber's activities.

## **23 Delegation to subcommittees**

23.1 The committee may:

- a) establish 1 or more subcommittees to assist the committee to exercise the committee's functions, and
- b) appoint 1 or more members of the Chamber to be the members of the subcommittee.

23.2 The committee may delegate to the subcommittee the exercise of the committee's functions specified in the instrument, other than:

- a) this power of delegation, or
- b) a duty imposed on the committee by the Act or another law.

## **Casual vacanciesVacancies in office**

~~18. For the purposes of these rules, a casual vacancy is the office of a member of the committee occurs if the member:~~

- ~~(a) dies; or~~
- ~~(b) ceases to be a member of the association; or (c) resigns office by notice in writing given to the secretary; or~~
- ~~(d) becomes a mentally incapacitated person; or~~
- ~~(e) is absent without the consent of the committee from all meetings held during a period of three (3) months.~~

## **20 Vacancies in office**

20.1 A casual vacancy in the office of a committee member arises if the member:

- a) dies, or
- b) ceases to be a member of the Chamber, or
- c) resigns from office by written notice given to the secretary, or
- d) is removed from office by the Chamber under this Clause, or
- e) is absent from 3 consecutive meetings of the committee without the consent of the committee, or
- f) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- g) is prohibited from being a director of a company under the *Corporations Act 2001* of the Commonwealth, Part 2D.6, or
- h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or



i) becomes a mentally incapacitated person.

20.2 The Chamber in general meeting may, by resolution:

- a) remove a committee member from office at any time, and
- b) appoint another member of the Chamber to hold office for the balance of the committee member's term of office.

20.3 A committee member to whom a proposed resolution referred to in sub Clause (2) relates may:

- a) give a written statement, of a reasonable length, to the president or secretary, and
- b) request that the committee send a copy of the statement to each member of the Chamber at least 7 days before the general meeting at which the proposed resolution will be considered.

20.4 If the committee fails to send a copy of a statement received under sub Clause (3)(a) to each member in accordance with a request made under sub Clause (3)(b), the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.

20.5 The committee may appoint a member of the Chamber to fill a casual vacancy other than a vacancy arising from the removal from office of a committee member.

20.6 Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting where elections for Committee members are to be held.

Meetings & quorum

## **Division 2 Procedure**

### **24 Committee meetings**

- a) The committee must meet at least 4 times in each 12-month period at the place and time determined by the committee.
- b) Additional meetings of the committee may be called by any of the office bearers.
- c) The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee.

### **25 Notice of committee meeting**

- a) The secretary must give each committee member written notice of a meeting of the committee at least seven days, or another period on which the committee members unanimously agree, before the time the meeting is due to commence.
- b) The notice must describe the general nature of the business to be transacted at the meeting.
- c) The only business that may be transacted at the meeting is:
  - viii. the business described in the notice, and
  - ix. any other business that the committee members present at the meeting unanimously agree is urgent business.

~~(1) The committee must meet at least six (6) times each period of twelve (12) months at such place and time as the committee shall determine.~~

~~(2) Additional meeting of the committee may be convened by the president or by any other two (2) members of the committee.~~

~~(3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least forty eight (48) hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding for the meeting.~~

~~(4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting except business which the committee members present at the meeting unanimously agree to transact.~~

~~(5) Any four (4) members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.~~

~~(6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to same place and at the same hour of the same day in the following week.~~

~~(7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.~~

~~(8) At all meetings the president is to preside, or in the president's absence one of the vice presidents, and if both are absent or unwilling to act, then the members may choose one of those members present to preside.~~

## **27 Presiding committee member**

27.1 The following committee member presides at a meeting of the committee:

- a) the president,
- b) if the president is absent - the vice-president,
- c) if both the president and vice-president are absent - 1 of the members present at the meeting, as elected by the other members.

27.2 The member presiding at the meeting has:

- a) a deliberative vote, and
- b) in the event of an equality of votes - a second or casting vote.

## **Voting & decisions**

~~20.~~

~~(1) Questions arising at a meeting of the committee are to be determined by a majority of the votes of the members of the committee present at the meeting.~~

~~(2) Each member present at a meeting of the committee (including the person presiding at the meeting) is entitled to one vote. In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.~~

~~(3) Subject to rule 17(5), the committee may act despite any vacancy on the committee, or absence of any member of the committee.~~

~~(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee, is valid and effectual despite any defect that afterwards be discovered in the appointment or qualification of any member of the committee.~~

## **28 Voting**

28.1 A decision supported by a majority of the votes cast at a meeting of the committee or a subcommittee at which a quorum is present is the decision of the committee or subcommittee.

## **29 Acts valid despite vacancies or defects**

29.1 Subject to Clause 26(1), the committee may act despite there being a casual vacancy in the office of a committee member.

29.2 An act done by a committee or subcommittee is not invalidated because of a defect relating to the qualifications or appointment of a member of the committee or subcommittee.

## **30 Transaction of business outside meetings or by telephone or other means**

30.1 The committee may transact its business by the circulation of papers, including by electronic means, among all committee members.

30.2 If the committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.

30.3 The committee may transact its business at a meeting at which 1 or more committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.

30.4 The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the committee for the purposes of:

- a) the approval of a resolution under sub Clause (2), or
- b) a meeting held in accordance with sub Clause (3).

30.5 A resolution approved under sub Clause (2) must be recorded in the minutes of the meetings of the committee.

## **PART 4- GENERAL MEETINGS**

### **31. Annual General Meetings**

~~21.~~

~~(1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within a period of six (6) months after the expiration of each financial year of the association, convene an annual general meeting of its members.~~

~~(2) The association must hold its first annual general meeting within the period of eighteen (18) months after its incorporation under the Act, and within the period of six (6) months after the expiration of the first financial year of the association.~~

~~(3) Clauses (1) and (2) have effect subject to any extension or permission granted by the commission under section 26(3) of the Act.~~

31.1 The Chamber must hold an annual general meeting within:

- a) 6 months of the last day of the Chamber's financial year, or
- b) the later period allowed or prescribed in accordance with the Act, section 37(2)(b).

22.

~~(1) The annual general meeting of the association is, subject to the Act and to rule 20, to be convened on such date and at such place and time as the committee thinks fit.~~

31.2 Subject to the Act and sub Clauses (1), the annual general meeting is to be held at the place and time determined by the committee.

~~(2)~~31.3 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
- (b) to receive from the committee reports on the activities of the association during the last preceding financial year;
- ~~(c) to elect office-bearers of the association and ordinary members of the committee; and~~
- c) electing office-bearers and ordinary committee members where upon the two year term of office bearers and committee members expires and elections are required in accordance with Clause 19,
- (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.

~~(3) An annual general meeting must be specified as such in the notice convening it.~~

## 32 Special general meetings

### ~~Special General Meetings~~

~~23~~32.

~~(1)~~32.1 The committee may, whenever it thinks fit, convene a special general meeting of the association.

~~(2)~~32.2 The committee must, on the requisition in writing of at least ten (10) per cent of the total number of members, convene a special general meeting of the association.

~~(3)~~32.3 A requisition of members for a special general meeting:

- a) must be in writing, and

(ab) must state the purpose or purposes of the meeting; and

(bc) must be signed by the members making the requisition; and

(cd) must be lodged with the secretary; and

(de) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

(f) may be in electronic form and signed and lodged by electronic means.

~~(4)~~32.4 If the committee fails to convene a special general meeting to be held within one (1) month later that date on which a requisition for members of the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.

~~(5)~~32.5 A special general meeting convened ~~by a member or members as referred to in~~ under sub clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expense is entitled to be reimbursed by the association for any expense so incurred.

### **33 Notice of general meeting**

#### **Notice**

24.

~~(1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least fourteen (14) days before the date fixed for the holding of the general meeting, cause to be sent by prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.~~

33.1 The secretary must give each member notice of a general meeting:

- a) if a matter to be determined at the meeting requires a special resolution - at least 21 days before the meeting, or
- b) otherwise - at least 14 days before the meeting.

~~(2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least twenty one (21) days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.~~

33.2 The notice must specify:

- a) the place and time at which the meeting will be held, and
- b) the nature of the business to be transacted at the meeting, and
- c) if a matter to be determined at the meeting requires a special resolution - that a special resolution will be proposed, and
- d) for an annual general meeting - that the meeting to be held is an annual general meeting.

~~(3)~~33.3 No business other than that specified in the notice convening a general meeting is to transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule ~~21 (2)~~31(3).

~~(4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary, who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.~~

33.3 A member may give written notice to the secretary of business the member wishes to raise at a general meeting.

33.4 If the secretary receives a notice under sub Clause (4), the secretary must specify the nature of the business in the next notice calling a general meeting.

## **34 Quorum**

### **Procedure**

25.

~~(1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.~~

~~(2 Seven members present in person (being members entitled to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.~~

34.1 The quorum for a general meeting is 5 members of the Chamber entitled to vote under this constitution.

34.2 No business may be transacted at a general meeting unless a quorum is present.

~~(3)~~34.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

(a) if convened on the requisition of members, is to be dissolved; and

~~a) (b) in any other case, is to stand adjourned to a time and place at the discretion of the person presiding at the time of the adjournment.~~ otherwise - is adjourned:

I. to the same time of the same day in the following week, and

II. to the same place, unless another place is specified by the member presiding at the meeting at the time of the adjournment or in a written notice given to members at least 1 day before the adjourned meeting.

~~(4)~~34.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than three (3) is to constitute a quorum.

## **35 Adjourned meetings**

### **Presiding member**

35.1 The member presiding at a general meeting may, with the consent of the majority of the

members present, adjourn the meeting to another time and place.

35.2 The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.

35.3 If a meeting is adjourned for at least 14 days, the secretary must give each member oral or written notice, at least 3 days before the adjourned meeting, of:

- a) the time and place at which the adjourned meeting will be held, and
- b) the nature of the business to be transacted at the adjourned meeting.

### **36 Presiding member**

36.1 The following member presides at a general meeting:

- a) the president,
- b) if the president is absent - the vice-president,
- c) if both the president and vice-president are absent - 1 of the members present at the meeting, as elected by the other members.

36.2 The member presiding at the meeting has:

- a) a deliberative vote, and
- b) in the event of an equality of votes - a second or casting vote.

~~26.~~

~~(1) The president, or in the president's absence, one of the vice-presidents, is to preside as chairman at each general meeting of the association.~~

~~(2) If the president and the vice-presidents are absent or unwilling to act, the members present must elect one of their number to preside as chairman at the meeting.~~

### **Adjournment**

~~27.~~

~~(1) The chairman of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.~~

~~(2) If a general meeting is adjourned for fourteen (14) days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.~~

~~(3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.~~

### **Decision making**

### **37 Voting**

37.1 A member is not entitled to vote at a general meeting unless the member:

- a) is at least 18 years of age, and
- b) has paid all money owed by the member to the Chamber.

28.

~~(1) A question arising at a general meeting of the association is to be determined by a show of hands, unless before or on the declaration of the show of hands the chairman declares a poll, a declaration by the chairman that a resolution has been carried or carried unanimously or carried by a particular majority or lost is evident of the fact without proof of the number or proportion of votes recorded in favour of or against that resolution.~~

~~(2) At a general meeting of the association, a poll may be demanded by the chairman or by not less than five members present, in person, at the meeting.~~

~~(3) If a poll is demanded at a general meeting, the poll must be taken immediately and before any other business is transacted, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.~~

37.2 Each member has 1 vote, except as provided by Clause 36(2)(b).

37.3 A question raised at the meeting must be decided by:

a) a show of hands, or

b) if Clause 38 applies - an appropriate method as determined by the committee, or

c) a written ballot, but only if:

x. the member presiding at the meeting moves that the question be decided by ballot,  
or

xi. at least 5 members agree the question should be determined by ballot.

37.4 If a question is decided using a method referred to in sub Clause (3)(a) or (b), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:

a) a declaration by the member presiding at the meeting,

b) an entry in the Chamber's minute book.

37.5 A written ballot must be conducted in accordance with the directions of the member presiding.

A member cannot cast a vote by proxy.

### **38 Postal, electronic or combined ballots**

38.1 The Chamber may hold a postal, electronic or combined ballot, as determined by the committee, to decide any matter.

38.2 The ballot must be conducted in accordance with Schedule 2 of the Regulation.

### **Special resolution**

A resolution of the association is a special resolution:

(1) if it is passed by a majority which comprises not less than three-quarters of the members of the association as, being entitled under these rules to do so, vote in person or proxy at a general meeting of which not less than twenty one (21) days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or



(2) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (1), if the resolution is passed in a manner specified by the Commissioner.

### **Voting**

~~30.~~

~~(1) On any question arising at a general meeting of the association a member has one vote only.~~

~~(2) All votes may be given personally or by proxy but no member may hold more than three (3) proxies.~~

~~(3) In the case of an equality of votes on a question at a general meeting, the chairman of the meeting is entitled to exercise a second or casting vote.~~

~~(4) A member or proxy is not entitled to vote at any general meeting of the association unless all money and payable by the member or proxy to the association has been paid in full.~~

### **Appointment of proxies**

~~31.~~

~~(1) Each member is to entitled to appoint another member as proxy by notice given to the secretary no later than twenty four (24) hours before the time of the meeting in respect of which the proxy is appointed.~~

~~(2) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.~~

## **PART 5- Miscellaneous Administration**

### **41 Change of name, objects or constitution**

41.1 An application for registration of a change in the Chamber's name, objects or constitution made under the Act, section 10 must be made by:

- a) the public officer, or
- b) a committee member.

### **43. Insurance**

41.2 The Chamber may take out and maintain insurance as appropriate for the Chamber's assets and liabilities.

~~32.~~

~~(1) The association must effect and maintain insurance under to section 44 of the Act.~~

~~(2) In addition to the insurance required under clause (1), the association may effect and maintain other insurances as the committee deems necessary.~~

### **42. Funds**

~~33.~~

~~(1) The funds of the association are to be derived from entrance fees and annual subscriptions~~

~~of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.~~

42.1 Subject to a resolution passed by the Chamber, the Chamber's funds may be derived from the following sources only:

- a) the entrance fees and annual subscription fees payable by members,
- b) donations,
- c) other sources as determined from time to time by the committee.

42.2 Subject to a resolution passed by the Chamber, the Chamber's funds and assets must be used to pursue the Chamber's objects in the way that the committee determines.

~~(2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.~~

~~(3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.~~

42.3 As soon as practicable after receiving money, the Chamber must:

- a) deposit the money, without deduction, to the credit of the Chamber's authorised deposit-taking institution account, and
- b) issue a receipt for the amount of money received to the person from whom the money was received

~~34.~~

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

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

~~35.~~

~~The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.~~

42.4 A cheque or other negotiable instrument, including electronic or online payments, must be signed by 2 authorised signatories.

## **43 Non-profit status**

43.1 Subject to the Act and the Regulation, the Chamber must not conduct the Chamber's affairs in a way that provides a pecuniary gain for a member of the Chamber.

### **Common seal**

~~36.~~

~~(1) The common seal of the association must be kept in the custody of the public officer.~~

~~(2) The common seal must not be fixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures of the president and the public officer or the president and secretary of the association.~~

## **46 Custody of records and books**

~~Books and records, etc.~~

~~37.~~

~~Except as otherwise provided by these rules, the public officer must keep in his custody or under this control all records, books and other documents relating to the association.~~

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

- a) at the Chamber's main premises, in the custody of either of the following persons, as determined by the committee:
  - xii. the public officer,
  - xiii. a member of the Chamber, or
- b) if the Chamber has no premises - at the Chamber's official address, in the custody of the public officer.

~~38.~~

~~The records, books and other documents of the association must be open to inspection, free of charge, by any member of the association at any reasonable hour.~~

## **47 Inspection of records and books**

47.1 The following documents must be available for inspection, free of charge, by members of the Chamber at a reasonable time:

- a) this constitution,
- b) minutes of general meetings of the Chamber,
- c) records, books and other documents relating to the Chamber.

47.2 A member may inspect a document referred to in sub Clause (1):

- a) in hard copy, or
- b) in electronic form, if available.

47.3 A member may obtain a hard copy of a document referred to in sub Clause (1) on payment of a fee of not more than \$1, as determined by the committee, for each page copied.

47.4 The committee may refuse to allow a member to inspect or obtain a copy of a document under this Clause:

- a) that relates to confidential, personal, commercial, employment or legal matters, or
- b) if the committee considers it would be prejudicial to the interests of the Chamber for the member to do so.

## **48 Financial year**

48.1 The Chamber's financial year is:

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

## **49 Distribution of property on winding up**

49.1 Subject to the Act and the Regulation, in a winding up of the Chamber, the surplus property of the Chamber must be transferred to another organisation:

- a) with similar objects, and
- b) which is not carried on for the profit or gain of the organisation's members.

49.2 In this Clause:

## **45 Service of notices**

~~39.~~

~~(1) For the purpose of these rules, a notice may be served by or on behalf of the association on any member personally or by sending it by post to the member at the member's address shown in the register of members.~~

~~(2) If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is, unless the contrary is proved, taken for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.~~Service of notices

49.3 For the purposes of this constitution, a notice may be given to or served on an individual:

- a) by delivering the notice to the individual personally, or
- b) by sending the notice by pre-paid post to the address of the individual, or
- c) by sending the notice by electronic transmission to an address specified by the individual for giving or serving the notice.

49.4 A notice is taken to have been given to or served on an individual, unless the contrary is proved:

- a) for a notice given or served personally - on the date on which the notice is received by the individual, or
- b) for a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post, or
- c) for a notice sent by electronic transmission:

xiv. on the date the notice was sent, or

if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date—on the later date