

## **Proposed amendments to the Constitution**

### **Explanatory Notes to Members**

### **Background**

The Committee has recently undertaken a review of the Chamber's current Constitution. As a result of that review process, the Committee is now seeking member approval to make the amendments shown below by way of a **Special Resolution**, to be passed at the Annual General Meeting to be held on November 21, 2024.

The reasons for making these amendments are:

1. The Legislation (Associations Incorporation Act) the related Regulations that apply to Associations in New South Wales have changed since the previous version of the Constitution was adopted. It was therefore necessary that such changes be incorporated into an updated version of the Constitution.
2. The Committee believes that the current Constitution does not accurately reflect the Chamber's current goals and ambitions and, the role it wishes to play in supporting the local business community.
3. Certain functions and activities of the Chamber and the Committee contained in the current version of the Constitution are either no longer applicable or redundant and should therefore be removed.

### **Process**

The proposed version for adoption has been developed through a combination of the following documents:

1. The current Constitution and,
2. The Model Constitution developed by the NSW Office of Fair Trading.

The Model Constitution has been used as a basis to develop the version that is being proposed for adoption by members, while incorporating those elements of the current version that are to be retained.

Members may review the various documents used to develop the proposed version which are separately attached with these Explanatory Notes:

1. Current Constitution,
2. The current Constitution marked up with changes,
3. Model Constitutions for Associations,
4. The proposed Constitution Final version for adoption.

### **Proposed Amendments to the Constitution**

There are a significant number of amendments being proposed at this time, some of which are minor, while others are material. For practical purposes, the Committee wishes to highlight only those sections that are material in nature and these are shown below.

***Members who request a further explanation to any proposed amendments that are not contained in this Explanatory Note should submit their requirement in writing to the Secretary not less than***

***seven (7) days prior to the meeting. All requests received by the Committee, along with the appropriate responses, will be communicated to all members at the meeting. Requests for further information should be addressed to the Secretary at [info@cabramattachamberofcommerce.com.au](mailto:info@cabramattachamberofcommerce.com.au)***

## **Introduction**

The use of the Fair Trading Model Constitution ("the Model") ensures that the most current and up to date compliance with regard to legislation and regulations will be applied to the Chamber's Constitution.

Similarly, it has been necessary to make a number of amendments to the Model in order to incorporate the specific requirements for the Chamber, such that the proposed version is 'fit for purpose' and reflects the strategic goals, objectives and functional requirements of the Cabramatta Chamber.

The Committee has identified the following amendments as material or significant and require an explanation as to the reasons or rationale for making the changes.

1. Change the name of the Chamber from 'Cabramatta Chamber of Commerce' to 'Cabramatta South West Sydney Chamber of Commerce'

The Committee believes that reaching businesses within a broader catchment area of Cabramatta and adjoining suburbs of the Fairfield LGA will increase membership and create more opportunities for members to network and exchange information.

The 'Catchment Area' is no longer confined to the 2166 Postcode and encompasses those other suburbs adjoining the suburb of Cabramatta within the Fairfield LGA.

2. Change the subscription period from January to December to July to June

This aligns the subscription period with the Chamber's financial year.

In December 2024, members will receive one 18 month renewal invoice representing:

- the six month period from January 2025 to June 2025 and,
- the twelve month period from July 2025 and June 2026.

3. Objects of the Chamber

Many of the current Objects have been retained however, and in keeping with the Committee's desire to assist members with more information and networking opportunities, additional Objects have been added.

4. Definitions

Additional items have been added in line with changes, with more detail and clarity being provided.

5. Code of Conduct (for members)

The Committee wishes to introduce this Clause so that members have a clear understanding of the conduct and behaviour expected of them as members of the Chamber, in line with the standards of a professional organisation.

6. Membership generally

This has been amended to recognise the distinction between individuals (persons) and an organisation (business) as members of the Chamber.

Accordingly, a business may be a member of the Chamber and is permitted to nominate a person or persons to act on their behalf in respect of the Chamber's activities.

## **7. Membership Disciplinary Procedures**

The current constitution provides for a member to appeal a decision taken by the Committee to discipline a member, which may include a suspension, expulsion or other appropriate measure in respect of a member's conduct or behaviour.

The Committee is of the view that it would not be in the interests of other members to become engaged in such matters and any disciplinary action taken by the Committee should be final. Accordingly, Clause 12 of the current constitution as it applies to the right of appeal of a disciplined member has been removed.

## **8. Committee –**

### **I. Term of Office**

The Committee wishes to amend the period for which a committee member is elected. The current period is one year and if approved, this will increase to two years.

The Committee considers that one year somewhat restrains the ability of committees to implement strategic objectives and affects the continuity of this work.

This will take effect immediately if approved and those Committee members elected at the 2024 AGM will then take office for two years.

### **II. Public Officer**

The Committee proposes that the role of Public Officer be combined with the role of Secretary. The Public Officer is responsible (under the Act) to perform certain statutory tasks, not dissimilar to those of the Secretary. For practical purposes, the Committee considers that these roles should be undertaken by an elected position, that being the Secretary.

## **9. General Meetings**

### **I. Proxy voting.**

The Current Constitution allows that members may give their proxy to another member when voting on matters that are dealt with at a General Meeting of the Chamber.

The Committee considers that this provision could adversely influence the outcomes of such matters, including the election of Committee members, if used for an improper purpose. Accordingly, any reference to proxy voting has been removed.

### **II. Voting generally**

The method of voting has now been aligned to the 'one member, one vote' principle, such that organisations may now have only one vote, regardless of the number of nominees appointed.

### **III. Quorum**

The number of members required to form a quorum at a General Meeting of the Chamber has been reduced from seven (7) to five (5).