

# CABRAMATTA CHAMBER OF COMMERCE INC. CONSTITUTION & RULES

## 1. Name

The name of the association is the **Cabramatta 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

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

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.

### PART 2 – MEMBERSHIP

#### 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

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.

## Cessation

4. A person ceases to be a member of the association if the person:
- (a) dies; or
  - (b) resigns that membership; or
  - (c) is expelled from the association.
  - (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.

## Entitlements not transferable

5. A right, privilege or obligation which a person has by reason of being a member of the association –
- (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon the cessation of that membership.

## Resignation

6. (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.

## **Register**

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.

## **Subscriptions, etc.**

8. (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.
- (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.

## **Liabilities**

9. 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 8.

## **Disputes resolution**

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. (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**

### **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.

### **Constitution & membership**

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.

## **Election of committee**

- 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.

## **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.

## **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.

## **Casual vacancies**

18. For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:
- (a) dies; or
  - (b) ceases to be a member of the 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.

## **Meetings & quorum**

19. (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 of 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.

## **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.

## **PART 4 – GENERAL MEETINGS**

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

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (b) to receive from the committee reports on the activities of the association during the last preceding financial year;
  - (c) to elect office-bearers of the association and ordinary members of the committee; and
  - (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.

## Special General Meetings

23. (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (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) A requisition of members for a special general meeting:
    - (a) must state the purpose or purposes of the meeting; and
    - (b) must be signed by the members making the requisition; and
    - (c) must be lodged with the secretary; and
    - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
  - (4) If the committee fails to convene a special general meeting to be held within 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) A special general meeting convened by a member or members as referred to in 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.

## 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.

- (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.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 21(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary, who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **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.
  - (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
    - (a) if convened on the requisition of members, is to be dissolved; and
    - (b) in any other case, is to stand adjourned to a time and place at the discretion of the person presiding at the time of the adjournment.
  - (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.

## **Presiding member**

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

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.

## Special resolution

29. 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

### Insurance

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.

### 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.
  - (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.
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.

### 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.

## 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.
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.

## 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.