

ASSOCIATIONS INCORPORATION ACT 2009 NO 7

CONSTITUTION

OF

**CABRAMATTA SYDNEY SOUTH WEST CHAMBER OF
COMMERCE INC.**

REGISTRATION NUMBER Y3036734

ABN 37 176 467 531

1. Adopted 21 November 2024

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Part 1 Preliminary

1 Name

- 1.1 The name of the Association is Cabramatta South West Sydney Chamber of Commerce Inc., hereinafter referred to as the “**Chamber**”.

2 Definitions

- 2.1 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.

- 2.2 The *Interpretation Act 1987* applies to this constitution as if it were an instrument made under the Act.

3 Objects of the Chamber

- 3.1 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
- q) 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.

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 Members of the Chamber

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 6.1; 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.

6 Membership applications

- 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.

7 Register of members

- 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:
 - i. the member's full name or trading name, and
 - ii. a residential or business postal and email address, and
 - iii. the date on which the individual became a member, and
 - iv. 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:
 - i. at the Chamber's main premises, or
 - ii. if the Chamber has no premises - at the Chamber's official address, and
 - iii. must be available for inspection, free of charge, by members at a reasonable time, and
 - iv. 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.
- 7.5 Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.
- 7.6 A member must not use information about a member obtained from the register to contact or send material to the member, unless:
- a) the information is used to send the member:
 - i. a newsletter, or
 - ii. a notice for a meeting or other event relating to the Chamber, or
 - iii. other material relating to the Chamber, or
 - b) it is necessary to comply with a requirement of the Act or the Regulations.

8 Fees and subscriptions

- 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
 - b) another amount determined by the committee from time to time.
- 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.
- 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:
 - i. in accordance with Clause 6(5)(b), and
 - ii. 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

- 9.1 The liability of a member of the Chamber to contribute to the payment of either of the following is limited to the amount of any outstanding fees for the member under Clause 6: a) the debts and liabilities of the Chamber,
- b) the costs, charges and expenses of the winding up of the Chamber.

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;
 - i. guilty of any conduct prejudicial to the interests of the Club; or
 - ii. 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.

10.4 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.

11 Resolution of internal disputes

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.

12 Membership entitlements not transferable

12.1 Any right, privilege or obligation that an individual has because the person or organisation is a member of the Chamber:

- a) cannot be transferred to another person or organisation, and
- 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

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.

14 Cessation of membership

14.1 Cessation of membership of the Chamber will occur:

- a) In the case of a person, if that person:
 - i. dies, or
 - ii. resigns from being a member, or
 - iii. is expelled from the Chamber, or
 - iv. fails to pay the annual subscription fee payable under Clause 8(2) within sixty days of the due date.
- 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

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

Part 3 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.

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:
 - i. The president,
 - ii. The vice-president,
 - iii. The secretary, iv. 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 vicepresident.

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
- f) Not have at any time been convicted of an indictable offence.

18 Election of committee members

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.

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.

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:
 - i. the member who presided at the meeting, or
 - ii. the member presiding at the subsequent meeting.

22 Treasurer

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.

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:
 - i. the business described in the notice, and
 - ii. any other business that the committee members present at the meeting unanimously agree is urgent business.

26 Quorum

26.1 The quorum for a meeting of the committee is 4 committee members.

26.2 No business may be transacted by the committee unless a quorum is present.

26.3 If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:

- a) to the same place, and
- b) to the same time of the same day in the following week.

26.4 If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.

26.5 If the number of committee members is less than the number required to constitute a quorum for a committee meeting, the committee members may appoint 1 or more members of the Chamber as committee members to enable the quorum to be constituted.

26.6 A committee member appointed under sub Clause (5) holds office, subject to this constitution, until the next annual general meeting where committee members are to be elected.

26.7 This Clause does not apply to the filling of a casual vacancy to which Clause 17 applies.

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.

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 of the Chamber

31 Annual general meetings

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).

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.

31.3 The business that may be transacted at an annual general meeting includes the following:

- a) confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting,
- b) receiving reports from the committee on the Chamber's activities during the previous financial year,
- 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) receiving and considering financial statements or reports required to be submitted to members of the Chamber under the Act.

32 Special general meetings

32.1 The committee may call a special general meeting whenever the committee thinks fit.

32.2 The committee must call a special general meeting if the committee receives a request made by at least 10% of the total number of members.

32.3 The request:

- a) must be in writing, and
- b) must state the purpose of the meeting, and
- c) must be signed by the members making the request, and
- d) may consist of more than 1 document in a similar form signed by 1 or more members, and
- e) must be lodged with the secretary, and
- f) may be in electronic form and signed and lodged by electronic means.

32.4 If the committee fails to call a special general meeting within 1 month of the request being lodged, 1 or more of the members who made the request may call a special general meeting to be held within 3 months of the date the request was lodged.

32.5 A special general meeting held under sub Clause (4) must be conducted, as far as practicable, in the same way as a general meeting called by the committee. Any expense incurred by the member(s) convening the meeting is (are) entitled to be reimbursed for such expenses.

33 Notice of general 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.

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.

33.3 The only business that may be transacted at the meeting is:

- a) the business specified in the notice, and
- b) for an annual general meeting - business referred to in Clause 31(3).

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

33.5 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

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.

34.3 If a quorum is not present within half an hour of the time the meeting commences, the meeting:

- a) if called on the request of members - is dissolved, or
- b) 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.

34.4 If a quorum is not present within half an hour of the time an adjourned meeting commences, but there are at least 3 members present, the members present constitute a quorum.

35 Adjourned meetings

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.

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.

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:
 - i. the member presiding at the meeting moves that the question be decided by ballot, or
 - ii. 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.

37.6 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.

39 Transaction of business outside meetings or by telephone or other means

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

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

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

39.4 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 Chamber 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).

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

40 Special Resolution

40.1 A resolution of the association is a special resolution:

- a) 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 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
- b) 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.

Part 5 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.

42 Funds

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.

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.

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

43 Insurance

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

44 Non-profit status

44.1 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.

45 Service of notices

45.1 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.

45.2 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:
 - i. on the date the notice was sent, or
 - ii. 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.

46 Custody of records and books

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:
 - i. the public officer,
 - ii. 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.

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:

surplus property has the same meaning as in the Act, section 65.