CONSTITUTION

Broome Chamber of Commerce

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Index

Association 3
Definitions 3
Objects and Powers 4
Qualifications for Membership of Chamber 6
Register of Members of Chamber 7
Subscriptions 7
Resignation of Members 8
Expulsion of Members 8
Committee of Management 9
President 12
Secretary 12
Treasurer 13
Auditor 14
Casual vacancies in Membership of Committee 14
Representation of Members 15
Proceedings of the Committee 15
General Meetings 16
Quorum in proceedings at General Meeting. 18
Minutes of Meetings 20
Notices 21
Rules of the Chamber 21
Common Seal of the Chamber 21
Inspection of records etc of the Chamber 22
Distribution of surplus property on winding up of the Chamber 22

CONSTITUTION

NAME

Association

1. The name of the Association will be the Broome Chamber of Commerce Inc.

Definitions

2. In these rules, unless the contrary intention appears- "Committee meeting" means meeting referred to in rule 16 (1);
   "committee member" means person referred to in paragraph (a), (b), (c), (d) or (e) of rule 9 (1);
   "financial year" has the meaning given by section 3 (1) of the Act, a reference in that section to-

   (a) "an incorporated association" or "the association" being construed as A reference to the Chamber; and
   (b) "the committee" being construed as a reference to the committee;

   "General meeting" means meeting convened under rule 17;

   "Member" means member of the Chamber;

   "Ordinary resolution" means resolution other than a special resolution;

   "Special resolution" has the meaning given by section 24 of the Act;

   "The Act" means the Associations Incorporation Act 1987;

   "The Chamber" means the association referred to in rule 1
   "The President" means-

(a) in relation to the proceedings at a committee meeting or general meeting, the person presiding at the committee meeting or general meeting in accordance with rule 10; or

(b) Otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 10 (1) (a) or, if that person is unable to perform his or her functions, the Vice-chairperson;

"The Committee" means the committee of management of the Association referred to in rule 9 (1)

"The Secretary" means the secretary referred to in rule 9 (1) (d);

"The Treasurer" means the treasurer referred to in rule 9 (e);

"The Vice-President" means the Vice-president referred to in rule 9 (1) (b);

"The Deputy Vice-President" means the deputy vice president referred to in rule 9 (1) (c)

Objects and Powers

3. (1) The objects of the Chamber shall be-

(a) To promote community and business growth and development.

(b) To organise and associate together and foster co-operation among members of all sections of the commercial and professional community.

(c) To promote and further the interests of the Chamber.

(d) To constitute advisory committees or bodies for the purpose of advising and conferring with the parliament, government, authorities, public bodies or any other

body group or person in relation to all aspects of the Chamber and any other matters ancillary thereto to ascertain the opinions, needs and desires to represent members and their interest at any meeting or conference with the parliaments, government, authorities, public bodies, and other bodies, group or persons.

(e) To promote, support or oppose legislation or other measures effecting or likely to effect Chamber members and for such purpose to petition parliament or the government to take such other steps and proceedings as may be deemed expedient and to effect improvements in administration of all authorities whose powers, functions or duties affect the commercial and professional community.

(f) To collect, collate and circulate statistics and other information relating to the Chamber and matters ancillary thereto as may be calculated to be of advantage to members.

(g) To encourage and promote the investigation, discovery and dissemination of information, invention and discoveries of all information, invention and discoveries of all kinds likely to be valuable in connection with the Chamber.

(h) To improve and elevate technical general knowledge of members in connection with their business and with a view thereto to provide for the delivery of lectures, the holdings of classes and other means of dissemination knowledge.

(i) To assist members and facilitates the giving of assistance of members to each other in the performance of their business.

(j) To engage and/or employ officers and employees and pay to them salaries, wages gratituties pensions and honorariums if and when necessary.

(k) To make regulations and by laws not inconsistent with this constitution and the constitution of the Chamber for the conduct and guidance of members and carrying out the objects of the Chamber.

(l) To enforce the observance of rules, regulations and by laws made by pursuant thereto and to that end to impose such sanctions as may be deemed necessary or expedient after exhaustive and democratic consideration.

(m)To form a code of practice whereby the transaction of business relating to the aforesaid matters may be simplified or facilitated.

(n) Do all things necessary or convenient for carrying out is objects or powers in accordance with the Act.

(2) The property and income of the Chamber shall be applied solely towards the promotion of the objects of the Chamber and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

Qualifications for Membership of Chamber

4. (1) Membership of the Chamber is open to any

(a) Person
(b) Firm
(c) Partnership; or
(d) Company engaged in trade and business activities.

(2) A person who wishes to become a member shall-

(a) Apply for membership to the committee in writing

(I) signed by that person or by both members referred to in paragraph (b) and
(II) in such form as the committee from time to time directs; and

(b) Be proposed by one member and seconded by another member

(3) The Committee members shall consider each application made under sub rule (2) at a committee meeting and shall at the committee meeting or a subsequent committee meeting accept or reject that application.

Register of Members of Chamber

5. (1) The Secretary shall on behalf of the Chamber keep and maintain the register of members in accordance with section 27 of the Act and that register shall be so kept and maintained at his or her place of residence.

(2) The Register shall include

(a) the date of acceptance of membership

(b) the nature, name, address and telephone number of the business conducted by the member.

(3) The Secretary shall cause the name of a person who dies or who ceases to be member under rule 6 (3), 7 (1) or 8 to be deleted from the register of members referred to in sub rule (1).

Subscriptions

6. (1) The Committee shall, from time to time, at the annual general meeting determine the amount of the subscription to be paid by each member.

(2) Each member shall pay to the Treasurer, annually on or before 1st December or such other date as the committee from time to time determines, the amount of the subscription determined under sub rule (1)

(3) Subject to sub rule (4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under sub clause (2) ceases on the expiry of that period to be a member, unless the committee decides otherwise.

(4) A member is a financial member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub rule (2) or within 3 months thereafter.

Resignation of Members

7. (1) A member who delivers notice in writing of his or her resignation from the Chamber to the secretary to be a member.

(2) A person who ceases to be member under sub rule (1) remains liable to pay to the Chamber the amount of any subscription due and payable by that person to the Chamber but unpaid at the date of that cessation.

Expulsion of Members

8. (1) If the committee considers that a member should be expelled from membership of the Chamber because of his or her conduct detrimental to the interests of the Chamber, the committee shall communicate, either orally or in writing, to the member-

(a) notice of the proposed expulsion and of the time, date and place of the committee meeting at which the question of that expulsion will be decided; and

(b) particulars of that conduct, not less than 30 days before the date of the committee meting referred to in paragraph (a).

(2) At the committee meeting referred to in a notice communicated under sub rule (1), the committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the committee, expel or decline to

expel that member from membership of the Chamber and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to the member.

(3) Subject to sub rule (5), a member who is expelled under sub rule (2) from membership of the Chamber ceases to be a member 14 days after the day on which the decision so to expel him or her is communicated to him or her under sub rule (2).

(4) A member who is expelled under sub rule (2) from membership of the Chamber shall, if he or she wishes to appeal against that expulsion, give notice to the secretary of his or her intention to do so within the period of 14 days referred to in sub rule (3).

(5) When notice is given under sub rule (4)-

(a) The Chamber at a general meeting may, after having afforded the Member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Chamber in the general meeting, confirm or set aside the decision of the committee to expel that member; and

(b) The member who gave that notice does not cease to be a member unless and until the decision of the committee to expel him or her confirmed under this sub rule

Committee of Management

9. (1) The affairs of the Chamber shall be managed exclusively by a committee of management consisting of-

(a) A president
(b) A vice-president
(c) A past president
(d) A secretary
(e) A treasurer and

(f) 8 other persons, all of whom shall be members of the Chamber elected to membership of the committee at an annual general meeting or appointed under sub rule (9).

(2) At the commencement of the first annual general meeting to be held after the incorporation of the Chamber under the Act-

(a) if the committee consists of an even number of members, half of that number, which half; or
(b) if the committee consists of an odd number of members, the integral number of members nearest to, and exceeding, half of that odd number, the members comprised in which integral number, shall be chosen by ballot, shall cease to be committee members, but shall be eligible for re-election to membership of the committee.

(3) At the commencement of each successive annual general meeting after the annual general meeting referred to in sub rule (2), those 8 committee members who have served for longer periods than the other committee members shall cease to be committee members, but shall be eligible for re-election to membership of the committee.

(4) Subject to subrule (5), a person is not eligible for election to membership of the Committee unless a member has nominated him for election by delivering notice in writing of that nomination, signed by –

a) the nominator; and
b) the nominee to signify his or her willingness to stand for election,

to the secretary not less that 21 days before the day on which the annual general meeting concerned is to be held.

(5) Subrules (4) and (7) do not apply to or in relation to a person who is eligible for re-election under subrule (2) or (3)

(6) A person who is eligible for election or re-election under this rule may be at the annual general meeting concerned –

a) propose or second himself or herself for election; and
b) vote for himself or herself.

(7) The Secretary shall ensure that notice of all persons seeking election to membership of the Committee is given to all members when notice is given to those members of the calling of the annual general meeting at which that election is to be held.

(8) If the number of persons nominated for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled –

a) The Secretary shall report accordingly to; and
b) The President shall declare those person to be duly elected as members of the committee at, the annual general meeting concerned.

(9) When a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee –

a) The Committee may appoint a member to fill that vacancy; and
b) A member appointed under this subrule shall -
    i. Hold office until the commencement of; and
    ii. be eligible for election to membership of the Committee at the next following general meeting

(10) The Secretary, Officers or members of the Chamber who upon authority of the Chamber accept or incur any pecuniary liability on behalf of the Chamber shall be indemnified by the Chamber against any personal loss in respect thereof.

President

10. (1) Subject to this rule, the President shall preside at all general meetings and Committee meetings.

(2) In the event of the absence from-

a) a general meeting of –

i. the President, the Vice-President, Deputy Vice-President; or

ii. both the President and the Vice President, a member elected by the other members present at the general meeting;

or

b) a Committee meeting of –

i. the President, the Vice-President; or

ii. both the President and the Vice-president, a Committee Member elected by the Committee members present,

shall preside at the general meeting of Committee meeting as the case arises.

Secretary

11. The Secretary of the Chamber shall be elected annually at the annual general meeting of the Chamber and shall –

a) co-ordinate the correspondence of the Association;

b) keep full and correct minutes of the proceedings of the Committee and of the Chamber;

c) comply on behalf of the Association with –

i. section 27 of the Act in respect of the register of members of the Chamber;

ii. section 28 of the Act in respect of the rules of the Chamber; and

iii. section 29 of the Act in respect of the record of the office holders and any trustees, of the Chamber;

d) have custody of all books, documents, records and registers of the Chamber, including those referred to in paragraph c, other than those required by rule 12 to be kept and maintained by, or in the custody of, the Treasurer; and

e) perform such other duties as are imposed by these rules on the Secretary.

Treasurer

12. The Treasurer of the Chamber shall be elected annually at the general annual meeting of the Chamber and shall –

13.

a) be responsible for the receipt of all moneys paid to or received by, or by him on behalf of, the Chamber and shall issue receipts for those moneys in the name of the Chamber;

b) pay all moneys referred to in paragraph (a) into such account or accounts of the Chamber as the Committee may from time to time direct;

c) make payments from the funds of the Chamber with authority of the general meeting of the Committee and in doing so ensure that all cheques are signed by 2 Committee members other than himself or herself;

d) comply on behalf of the Chamber with section 25 and 26 of the Act in respect of the accounting records of the Chamber;

e) wherever directed to do so by the President submit to the Committee a report, balance sheet or financial statement in accordance with that direction;

f) have custody of all securities, books, documents of a financial nature and accounting records of the Chamber, including those referred to in paragraphs d and (e); and

g) perform such other duties as are imposed by these rules on the Treasurer.

Auditor

13. The Auditor of the Chamber shall be appointed at an annual meeting.
The Auditor shall –

a) Audit the financial books of the Chamber annually; prior to the annual meeting;

b) Submit a report of the trading for the year to the annual meeting.

Casual vacancies in Membership of Committee

14. A casual vacancy occurs in the office of a committee member and that office becomes vacant if the Committee members –

a) dies;

b) resigns by notice in writing delivered to the Chairperson or, if the Committee

c) member is the Chair person, to the Vice Chairperson;

d) is convicted of an offence under the Act;

e) is permanently incapacitated by mental of physical ill- health;

f) is absent from more than –

i. 3 consecutive committee meetings, or

ii. 3 Committee meeting in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those committee meetings, or

iii. ceases to be a member of the Association.

Representation of Members

15. Any member may and every member being a partnership of corporation shall appoint a representative to attend at and speak and vote for the member at all meeting of the Chamber and otherwise exercise the rights of a member hereunder. A representative shall be appointed in writing in such form as the Committee may from time to time prescribe and in the case of a corporation the appointed shall be under the seal of corporation and in the case of a partnership shall be under the hand of the appointer. A member shall be at liberty from time to time to remove any representative appointed by him and may appoint another in their place. Where an office bearer is a representative of a member they shall ipso facto cease to hold office upon the revocation of their appointment as a representative.

Proceedings of the Committee

16. (1) The Committee shall meet together for the dispatch of business, where possible one in ever calendar month and the President at any time may convene a meeting of the Committee

(2) Each Committee member has a deliberate vote.

(3) A question arising at a committee meeting shall be decided by a majority votes, but if there is a equality of votes, a person presiding at the Committee meeting shall have a casting vote in addition to his or her deliberate vote.

(4) At a Committee meeting 7 committee members constitutes a quorum.

(5)Subject to these rules, the procedure and the order of business to be followed at a Committee meeting shall be determined by the Committee members present at the Committee meeting.

(6) A Committee member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the act shall comply with that section.

General Meetings

17. (1) A member may at any time convene a special general meeting:

(a) shall convene annual general meetings within the time limits provided for the holding of annual general meetings by section 23 of the Act: and

(b) shall, within 30 days

i. receiving a request in writing to do so from not less than 5 members, convene a special general meeting for the purpose specified in that request; or
ii. the Secretary receiving a notice under rule 8(4), convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.

(2) The member making a request referred to in subrule (1) (c) (i) shall

(a) state in that request the purpose for which the special general meeting concerned is required , and

(b) sign that request.

(3) If a special meeting is not convened within the relevant period of 30 days referred to-

(a) in subrule (1) (c) (i) , the member who made the request concerned may themselves convene a special general meeting as if they were the Committee; or

(b) in subrule (i) (c) (ii) the member who gave the notice concerned may himself convene a special general meeting as if he or she were the Committee.

(4) When a Special meeting is convened under subrule (3) (a) or (b)

(a) the Committee shall ensure that the members or member convening the special meeting are supplied free of charge with particulars of all members; and

(b) the Chamber shall pay the reasonable expenses of convening and holding the special general meeting.

(5) Subject to subrule (8), the Secretary shall give to all members not less than 14 days notice of a general meeting and of any motions to be moves at the general meeting.

(6) A notice given under subrule (5) shall specify –

(a) when and where the general meeting concerned is to be held; and

(b) particulars of the business to be transacted at the general meeting concerned and of the order in which the business is to be transacted.

(7) In the case of an Annual General Meeting, the order in which the business is to transacted is -

(a) first, the consideration of the accounts and reports of the Committee,

(b) second, the election of the Committee members to replace the outgoing Committee members; and

(c) third, any other business requiring consideration by the Chamber in a general meeting.

(8) The Secretary shall give to all members not less than 21 days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.

(9) The Secretary may give a notice under subrule (5) or (8) by –

(a) serving it on a members personally; or

(b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under section 27 of the Act.

(10) When a notice is sent by post under subrule (9) (b), sending a notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

Quorum in proceedings at General Meeting.

18. (1) At a general meeting 20 members present is person or by proxy, as per rule 15, shall constitute a quorum.

(2) if within 30 minutes after the time specified for the holding of a general meeting in a notice given under 16 (5) or (8) -

(a) as a result of a request or notice referred to in the rule 17 (1) (c) as a result of action taken under rule 17 (3) a quorum is not present, the general meeting lapses, or

(b) otherwise than a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

(3) If within 30 minutes of the time appointed by subrule (2) (6) for the resumption of an adjourned general meeting a quorum is not present, the members who are present

in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum was present.

(4) the President may, with the consent of a general meeting which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

(5) There shall not be transacted at an adjourned general meeting any other business left unfinished or on the agenda at the time when the general meeting was adjourned.

(6) When a general meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under rule 17 of the adjourned general meeting as if that general meeting were a fresh general meeting.

(7) At a general meeting –

(a)an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and

(b)a special resolution put to the vote shall be decided in accordance with section 24 of the Act.

(8) A declaration by the President at a general meeting that a resolution has been passed as an ordinary resolution threat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with subrule (9).

(9) At a general meeting, a poll may be demanded by the President at the general meeting or by 3 or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the President directs.

(10) If a poll is demanded and taken under subrule (9) in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.

(11) A poll demanded under subrule (9) on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

Minutes of Meetings

19. (1) The Secretary shall cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minutes book kept for that purpose.

(2) The President shall ensure that the minutes taken of the general meeting or Committee Meeting under subrule (1) are checked and signed as correct by the President of the general meeting or Committee Meeting to which those minutes relate or of the next succeeding general meeting or Committee Meeting, as the case requires.

(3) When minutes have been entered and signed correctly under this rule, they shall until the contrary is proved, be evidence that –

(a) the general meeting or Committee Meeting to which they relate (in this subrule called “the meeting”) was duly convened and held;

(b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and

(c) all appointments or elections purporting to have been made at the meeting have been validly made.

Notices

20. (1) Save that with the consent if all members a meeting may be convened by shorter notice and in a manner other than as hereinafter mentioned not less than 2 days notice exclusive of the day for which notice is given shall be given to all members of all meeting and all notices of meeting shall state the nature of the business to be dealt with unless the President and Vice-President otherwise determine on the grounds of the confidential nature of such business.

(2) the accidental omission to give notice of a meeting or a non-receipt of a notice of a meeting by any member shall not invalidate the proceedings at any meeting.

Rules of the Chamber

21. (1) The Chamber may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in section 17, 18 and 19 of the Act.

(2) These rules bind every member and the Chamber to the same extent as if every member and the Chamber have signed and sealed these rules and agreed to be bound by all their provisions.

Common Seal of the Chamber

22. (1) The Chamber shall have a common seal on which its corporate name shall appear in legible characters.

(2) the common seal of the Chamber shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute book referred to in rule 19.

(3) the affixing of the common seal of the Chamber shall be witnessed by any 2 of the President, the Secretary and the Treasurer.

(4) the common seal of the Chamber shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

Inspection of records etc of the Chamber

23. A member may at any time reasonable inspect without charge the books, documents and securities of the Chamber.

Distribution of surplus property on winding up of the Chamber

24. If, on the windup of the Chamber, any property of the Chamber remains after satisfaction of the debts and liabilities of the Chamber and the cost, charges and expenses of that winding up, that property shall be distributed –

(a) to another incorporated association having objects similar to those of the Chamber, or

(b) for charitable or benevolent purposes.

which incorporated association or purpose, as the case requires, shall be determined by resolution of the members when authorised and directed the Committee under section 33 (3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Chamber.