

Broome Chamber of Commerce and Industry (Inc)

Constitution

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Name

- 1 The name of the Association is “The Broome Chamber of Commerce and Industry (Inc)” and may be known as the BCC, BCCI or Chamber.

Objects

- 2 The objects for which the Chamber is established are all or any of the following:
 - a. To consider and formulate policies on all or any matters relating to business or economic activity carried on in Broome and the Kimberley.
 - b. To represent members of the Chamber in all or any matters relating to business or economic activity carried on in Broome and the Kimberley.
 - c. To promote public discussion on and to act as a representative voice for Broome and the Kimberley and the members of the Chamber on all or any matters relating to business and economic activity.
 - d. To promote or oppose any legislative or administrative measures and make representations to Local Shires, Governments, Ministers of State and any administrative bodies, Local, State or Federal, on all or any matters relating to business and economic activity conducted in Broome and the Kimberley.
 - e. To take all or any steps to educate and inform the public or any specific sections thereof on the importance of Broome and the Kimberley to the State of Western Australia and the Commonwealth of Australia and to promote a positive public image of Broome and Kimberley business.
 - f. To collect statistics and other information on business and economic activity in Broome and the Kimberley.
 - g. To develop and promote a business environment conducive to business prosperity and sustainability.
 - h. To undertake all necessary activities to enhance the membership base and membership services.
 - i. To promote and develop commercial, technical and other education alone or in co-operation with any other association, college or university.
 - j. To do all such other things including the making of regulations as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Chamber.
- 3 The income and property of the Chamber shall be applied solely towards the

promotion of the objects of the Chamber and, subject to sub-clause 3 a. hereof, no portion thereof shall be paid or transferred directly or indirectly to members of the Chamber.

- 3a Nothing in clause 3 hereof shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Chamber, or to any member of the Chamber, in return for services actually rendered to the Chamber, nor prevent the payment of interest on money lent and rent for premises leased by any member to the Chamber, but no Board Member shall be appointed to any salaried office and no remuneration or other benefit in money or monies worth shall be given by the Chamber to any Board Member except repayment of out-of-pocket expenses and interest or rent as aforesaid.

Powers of Chamber

- 4 In carrying out its objectives the Chamber, through the powers vested in the Board, may do all or any of the following:
- a. Purchase, take on, lease or in exchange, hire and otherwise acquire any real and personal property and any rights or privileges which the Chamber may think necessary or convenient for the purposes of the Chamber and in particular any land, buildings, easements, machinery and plant.
 - b. Sell, improve, develop, exchange, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Chamber.
 - c. Borrow or raise money in such manner as the Chamber may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Chamber in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Chamber's property (both present and future) and to purchase, redeem and pay off such securities.
 - d. Invest and deal with the money of the Chamber in such manner as may, from time to time, be determined.
 - e. Draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable instruments.
 - f. Make regulations governing the conduct of meetings of the Chamber and the operations of the Chamber.
 - g. Enter into contracts with or without financial consideration.
 - h. Establish such offices of the Chamber as may, from time to time, be deemed advisable.

- i. Amalgamate, co-operate or affiliate with any association, society or other body having objects wholly or partly similar to those of the Chamber.
- j. Make gifts for any purposes.
- k. Establish, from time to time, such superannuation or other like funds for the benefit of employees of the Chamber and to appoint trustees and/or managers in respect of such funds.

Interpretation

5 In this Constitution the following shall have the meanings respectively assigned to them unless there is something in the subject or context inconsistent therewith:

- (i) "Act" means the *Associations Incorporation Act 1987 (WA)* as amended from time to time.
- (ii) "Chamber" means The Broome Chamber of Commerce and Industry (Inc) formerly known as the Broome Chamber of Commerce (Inc).
- (iii) "Constitution" means this constitution as altered or added to from time to time.
- (iv) "Employee" means an employee of an Ordinary member for the purpose of calculating the total number of employees of that Ordinary member so as to determine an Ordinary member's fee.
- (v) "Board" means the Board of the Chamber consisting of Board Members elected annually at the Annual General Meeting. The Board may consist of the Chairman, Vice Chairman, Treasurer, Secretary and Board Members to which the Chamber may from time to time delegate some of its powers under the Constitution.
- (vi) "Board Member" means each of the members of the Board.
- (vii) "Financial Year" means the 12 months ending on 30 September each year or such other date as the Board may properly determine.
- (viii) "General Meeting" means a general meeting whether annual or otherwise including any adjournment thereof.
- (ix) "Office" means the office, from time to time, of the Chamber.

- (x) "Meeting" means, as the case requires, either a General Meeting or an Annual General Meeting.
 - (xi) "Member" means a member of the Chamber and, where appropriate, includes a representative of the member.
 - (xii) "Month" means a calendar month.
 - (xiii) "Ordinary member" means a person, firm or corporation admitted as an Ordinary member under clause 6.
 - (xiv) "Seal" means the common seal from time to time of the Chamber.
 - (xv) "Secretary" means a member of the Board, who performs the duties listed in clause 67 hereof.
 - (xvi) "Special Resolution" means a resolution when it has been passed by a majority of not less than three fourths of such members who, being entitled to do so, vote at a Meeting of which not less than twenty-one days notice specifying the intention to propose the resolution as a special resolution has been duly given.
 - (xvii) "Writing" and "Written" includes printing, typing, lithography, electronic communication and other modes of reproducing words in a visible form.
 - (xviii) "Year" means calendar year.
- a. Words importing the singular include the plural and vice versa.
 - b. Words importing the masculine gender include the feminine and neuter genders. Words importing the feminine gender include the masculine and neuter genders
 - c. Words importing persons include corporations.
 - d. The headings shall not affect the construction of this Constitution.

Members

6 The Chamber shall have the following classes of members: Ordinary Members.

7 All persons, firms or corporations desiring to become Ordinary Members shall lodge

an application with the Secretary on the form, from time to time, prescribed by the Board.

- 8 Those persons entitled to become Ordinary Members shall be persons, firms, corporations or entities and interested in the objects of the Chamber and directly involved in businesses in Broome and/or the Kimberley.
- 9 Applications to become Ordinary members shall be brought before the Board at the next meeting or next convenient meeting after they are lodged with the Secretary and the election of such person, firm or corporation to membership shall be decided by a majority of those Board Members present and forming a quorum.

Rights and Privileges of Members

- 10 *Ordinary members* of the Chamber shall have all the rights and privileges of membership including:
 - a. the right to attend and vote at all General meetings of the Chamber;
 - b. the right to nominate for and participate in the election of the Board;
 - c. the right to requisition a General Meeting of the Chamber in accordance with clause 29; and
 - d. the right to appoint a representative in accordance with clause 18.

Subscriptions

- 11 The annual subscription payable by members shall be such amount or amounts as shall be determined by the Board, from time to time, and in making such determination different rates may be prescribed for different size of members or on such other basis of differentiation as the Board may decide.
- 12 The annual subscription payable by each member shall, when determined by the Board, be advised to such member by the Secretary and shall be due and payable by such member on or before the first day of October in each year or such other date as the Board may, from time to time, determine.
- 13 On the election of a member the Board shall assess the amount of the subscription payable by the member for the unexpired portion of the then current financial year and the said subscription shall be paid by the member within one month from the date of his election.
- 14 The Board may in its absolute discretion remit the whole or any part of the subscription payable by a member in any year.

Levies

- 15 The Board may, from time to time, make such levies upon the members as it shall think fit. Such Levies shall be due and payable at the time and in the manner appointed by the Board and shall be recoverable as a debt due and owing to the Chamber.

The Board may establish funds to assist in its operation to which members can contribute.

Cessation of Membership

- 16 A Member shall cease to be a member of the Chamber:

a. if being an Ordinary member:

- i. his subscription shall remain unpaid for a period of two (2) months after it becomes due and the Board, after notice of the default has been sent to the member and such default is not remedied within fourteen (14) days, resolves that he cease to be a member provided that the Board may, at its discretion, reinstate such member upon such terms as it thinks fit;
- ii. if in the opinion of the Board the member ceases to hold the appropriate qualification for membership and the Board resolves that he cease to be a member of the Chamber;

b. if the member resigns by giving one month's notice in writing to the Secretary;

c. if he does any act or thing which in the opinion of the Board renders him unfit to remain a member of the Chamber or is likely to bring discredit on the Chamber, and the Chamber on the recommendation of the Board resolves in General Meeting that the member be expelled from the Chamber.

- 17 If a member ceases to be a member of the Chamber such member shall remain liable to the Chamber in respect of all amounts owing to the Chamber at the date of such cessation.

Representative of Ordinary Members

- 18 Any Ordinary member may, by giving notice to the Secretary in writing, appoint one representative and one alternate representative to the Chamber.

- 19 The representative of an Ordinary member shall be entitled to exercise all the rights and privileges of membership of that member to the exclusion of that member.
- 20 If an Ordinary member is a natural person she shall be deemed to be her representatives.
- 21 An Ordinary member may revoke the appointment of all or any of his representatives at any time by giving notice in writing to the Secretary.
- 22 A representative nominated hereunder by an Ordinary member shall ipso facto cease to be a representative if such Ordinary member ceases to be such pursuant to clause 16 hereof.

Register of Members of The Chamber

- 23 The Secretary shall on behalf of the Chamber keep and maintain a register of members in accordance with section 27 of the Act and that register shall be so kept and maintained at the registered business address of the Chamber or the Secretary's place of residence.
- 24 The Register shall include the name and address of the business conducted by the member.
- 25 The Secretary shall cause the name of a person who dies or who ceases to be member under rule 16 to be deleted from the register of members referred to in sub-rule 23.

Annual General Meeting

- 26 The Chamber shall hold a General Meeting to be known as the Annual General Meeting within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner.
- 27 The business of an Annual General Meeting shall be to receive and consider the balance sheet, the revenue and expenditure account, the reports of the Board and of the auditors, to elect a Board (determined under clause 47 hereto) and to transact any other business of which due notice is given pursuant to clauses 32 hereof.
- 28 At the Annual General Meeting the Ordinary members of the Chamber shall elect from amongst the Board a Chairman, a Vice Chairman, a Treasurer, a Secretary and such other Members as may be required to satisfy a determination under clause 44 hereto, who shall respectively hold office until the next Annual General Meeting.

General Meetings

- 29 The Board may, whenever it thinks fit, convene General Meetings of the Chamber at such times and places as it thinks fit.
- 30 The Board shall, on the requisition of not less than nine (9) Ordinary members, convene a General Meeting of the Chamber to be held as soon as practicable but, in any case, not later than two (2) months after the receipt by the Board of the requisition.
- a. The requisition shall state the objects of the General Meeting and shall be signed by the requisitionists and shall be lodged with the Secretary and may consist of several documents in like form each signed by one or more requisitionists.
 - b. If the Board does not within one month after the date of the deposit of the requisition commence action to call a General Meeting, the requisitionists or a majority of them, may themselves in the same manner as nearly as possible as that in which General Meetings are to be convened by the Board, convene a General Meeting, but any meeting so convened shall not be held after the expiration of three (3) months from the date of the deposit of the requisition.
- 31 Fourteen (14) days notice of a General Meeting including the Annual General Meeting specifying the place, day and hour of the Meeting and the general nature of the business and specifics of any resolution shall be given to all members.
- 32 Twenty-one (21) days notice of a Meeting at which a Special Resolution is to be considered specifying the place, day and hour of the meeting and of the Notice of Motion of the Special Resolution to be considered shall be given to all members.
- 33 Members wishing to bring before the members of the Chamber in General Meeting any business not shown on the notice shall, in all cases, give notice of such business to the Secretary in writing at least two (2) working days before the time appointed for the Meeting.
- 34 The non-receipt of a notice by, or the accidental omission to give a notice to any of the members of any Meeting shall not invalidate any resolutions passed at any such Meeting. This clause does not apply to Special Resolutions dealing with a change to the: name, objects, rules or winding up provisions.

Voting at Annual General Meetings and General Meetings

- 35 At any meeting of the members of the Chamber each Ordinary member shall have one vote.

- 36 At any Meeting, unless a poll is demanded as hereinafter provided, every resolution shall be decided by a show of hands and, in case there is an equality of votes, the Chairman at such Meeting shall be entitled to a casting vote in addition to the vote to which he may be entitled as a member.
- 37 A declaration by the Chairman that a resolution has been carried or carried by a sufficient majority or lost, as the case may be, and an entry to that effect in the minute book of the Chamber shall be conclusive evidence of the fact without proof of the number of votes recorded in favour of or against such resolution.
- 38 If at any Meeting a poll be demanded by at least five (5) members present in person and entitled to vote, the poll shall be taken at such time and in such manner as the Chairman shall direct and, in such case, every member present at the taking of the poll - either personally or by proxy - shall have the number of votes to which he may be entitled as hereinbefore provided and, in case at any such poll there shall be an equality of votes, the Chairman of the Meeting at which such poll shall be taken shall be entitled to a casting vote in addition to any votes to which he may be entitled as a member or proxy.
- 39 No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
- 40 A member who is unfinancial at the time of any Meeting of the Chamber shall not be entitled to vote at any Meeting of the Chamber personally or by representative or proxy.
- 41 An Ordinary member or representative of any Ordinary member entitled to attend and vote at a Meeting may appoint another person as his proxy to attend and vote instead of such member at such Meeting and a proxy appointed to attend and vote instead of an Ordinary member or representative of an Ordinary member shall have the same right as such member to speak and vote at the Meeting. A proxy need not be a member or representative of a member.
- 42 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under seal or under the hand of an officer or attorney duly authorised and shall, as nearly as the circumstances shall admit, be in the form or to the effect in Appendix 6 as it may be altered from time to time by the Board:

The instrument appointing a proxy and the power of attorney or other authority, if any, under which such instrument is signed or a certified copy of that power or authority shall be lodged with the Secretary not less than two (2) working days before the time for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote and, in default, the instrument of proxy shall not be treated as valid.

A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal

or revocation of the instrument or of the authority under which the instrument was executed if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Secretary before the commencement of the Meeting or adjourned Meeting at which the instrument is used.

Proceedings at Meetings of Members

- 43 The Chairman of the Chamber shall be entitled to take the Chair at every Meeting or if there be no Chairman or if at any Meeting she shall not be present at the time appointed for holding the Meeting or being present shall be unwilling to act as Chairman of the Meeting, the Vice Chairman shall be entitled to take the Chair or if there be no Vice Chairman or if at any Meeting one shall not be present at the time for holding the Meeting or being present shall be unwilling to act as Chairman of the Meeting, the Ordinary members present may choose another Board Member to take the Chair or if no Board Member is present or if all the Board Members present decline to take the Chair then the Ordinary members present may choose one of their number to be Chairman of the Meeting.
- 44 The quorum for a Meeting shall be eighteen (18) members or representatives present in person who collectively represent eighteen (18) Ordinary members. No business shall be transacted at any Meeting except the adjournment of the Meeting unless the requisite quorum is present at the commencement of the Meeting.
- 45 If within thirty (30) minutes from the time appointed for the Meeting a quorum is not present the Meeting, if convened upon a requisition of members, shall be dissolved but in any other case it shall stand adjourned to the same day in the next week at the same time and if at such adjourned Meeting a quorum is not present within fifteen (15) minutes from the time appointed for holding the Meeting, the members present shall be a quorum or if no members are present the meeting shall be dissolved.
- 46 The Chairman of the Meeting may, with the consent of the Meeting, adjourn the same, from time to time and place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for fourteen (14) days or more notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.

The Board

- 47 The Board shall, from time to time, comprise such number of Board Members as the Board shall resolve provided that such number shall not be less than nine (9) at any time.
- 48 A Board Member shall be an Ordinary member or representative of an Ordinary

member.

- 49 Half of all Board positions shall be declared vacant at each Annual General Meeting but those retiring Board members shall be eligible for re-election. The retiring Board Members shall hold office until the dissolution or adjournment of the Annual General Meeting at which their successors are declared elected.
- 50 If at any General Meeting at which an election of Board Members ought to take place, the places of the retiring Board Members are not filled up, the retiring Board Members or such of them as have not had their places filled up shall, if willing, continue in office until the Annual General Meeting in the next year and so on from year to year until their places are filled up unless it shall be determined at such General Meeting to reduce the number of Board Members.
- 51 The Secretary shall give notice to all members at least twenty eight (28) days prior to the date of each Annual General Meeting that all nominations of members to be proposed as candidates for the office of Board Members (including retiring Board Members) must be lodged with the Secretary at least seven (7) days prior to the date of the relevant Annual General Meeting.
- 52 The Secretary shall, if the number of candidates exceeds the number of vacancies, cause balloting lists to be printed containing in alphabetical order all the names thus obtained, indicating, if such be the case, which of such candidates are retiring Board members. A single balloting list will be provided to every financial member at the AGM with an additional list for each valid proxy held. Voting will be conducted on an optional preferential basis.

In the event that a ballot can be conducted electronically, nothing in this clause shall prevent a ballot from being conducted in this manner provided that such electronic ballot complies substantially with the ballot procedures outlined in clauses 52 to 55.
- 53 The Chairman shall, on or before the day of the Annual General Meeting in every year, appoint one or more members not being candidates, to act as Scrutineers. The report of the Scrutineers as to the result of any election shall be final and conclusive.
- 54 The Report of the Scrutineers shall be promulgated to the members within 1 week of the AGM and shall thereupon declare the names of the members elected.
- 55 Where the number of nominations received is equal to or less than the number of vacancies, the Secretary shall advise the Chairman who shall declare the nominees elected.
- 56 The office of Board Member shall be vacated if the holder:
 - a. becomes bankrupt or suspends payment or liquidates by arrangement or compounds with or assigns his estate for the benefit of his creditors;
 - b. is found lunatic or becomes of unsound mind;

- c. ceases to be an Ordinary member or representative of an Ordinary member;
- d. resigns office by notice in writing to the Secretary;
- e. without leave of the Board, is absent from four (4) consecutive Board meetings;
- f. is absent for 3 meetings without an apology or is absent from 5 meetings in any year
- g. is required to resign by a Special Resolution passed at a Meeting of members; and
- h. dies.

57 Notwithstanding the provisions of clause 55 hereof in the event that any of the occurrences referred to in sub-clauses (a), (b), (c), (d), (g) or (h) thereof occur between the date upon which the Secretary produces a balloting list pursuant to clauses 52 hereof and the date upon which the relevant ballot is conducted then:

- a. such occurrence shall entitle the member of whom such Board Member was its representative to nominate an alternative representative to act as a Board Member pending the conduct and outcome of the relevant ballot;
- b. all ballot papers shall be read and construed as if the name of such alternative representative appeared thereon in lieu of his predecessor; and
- c. any member voting upon such ballot shall, prior to the conduct thereof, shall be entitled to request the Secretary to provide him with a fresh ballot paper whereon shall appear the name of such alternative representative and to complete such fresh ballot paper and replace his original ballot paper with the same.

58 If any casual vacancy should occur in the offices of Chairman, Vice-Chairman, Treasurer, Secretary or Board Member such vacancy may be filled by the Board and such appointment shall be made at a meeting provided fourteen (14) clear days notice in writing shall have been given to each member of the intention to fill the casual vacancy at the meeting provided that it shall not be necessary to fill any such vacancy in the office of Vice Chairman, Treasurer, Secretary or the Board Member so long as the number of Board Members remaining is more than nine (9).

Proceedings of the Board

59 The first meeting of the Board following the Annual General Meeting, shall be held

within ninety (90) days of the Annual General Meeting.

- 60 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- 61 The Board may invite such staff of the Chamber to its meetings as it thinks necessary. The staff of the Chamber shall provide advice and assistance to the Board but shall not otherwise participate in the meetings of the Board.
- 62 The quorum for a meeting of the Board shall be five (5) Board Members present in person. If a quorum is not able to be formed on a meeting day, the meeting may proceed for the purpose of information exchange and discussion, however motions put forward for a vote shall be carried over to the next meeting.
- 63 The Chairman or the Vice Chairman may at any time direct the Secretary to convene a meeting of the Board.
- 64 The Chairman or in his absence the Vice Chairman shall be entitled to take the chair at every meeting of the Board or if there be no Chairman or Vice Chairman present at the time appointed for holding such meeting, the Board members present shall choose one of their number to be Chairman of such meeting.
- 65 Questions arising at meetings of the Board shall be decided by a majority of votes and in the case of an equality of votes the Chairman shall have a second or casting vote.
- 66 A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions for the time being vested in or exercisable by the Board generally or under this Constitution.
- 67 All acts done at any meetings of the Board or by any person acting as a Board Member shall, notwithstanding that it shall afterwards be discovered that there is some defect in the appointment of the Board Member or any one of the Board Members or that they or any one of them were disqualified, be as valid as if every such person had been duly appointed and was qualified and continued to be a Board Member.
- 68 Electronic voting on motions before the Board may be conducted between scheduled meetings. Any outcome of such votes will be considered to be so determined by the Board and recorded in the minutes of the subsequent meeting as an out of session vote.

Powers of the Board

- 69 The management and control of the business and affairs of the Chamber shall be vested in the Board which (in addition to the powers and authorities expressly conferred upon it by this Constitution) may exercise all such powers and do all such acts and things as are within the scope of this Constitution and are not hereby expressly directed or required to be exercised or done by the Chamber in General

Meeting but subject, nevertheless, to this Constitution and to any regulations from time to time made by the Chamber in General Meeting provided that no regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

- 70 The Board may from time to time delegate to the Staff such of its powers as it considers appropriate to enable the efficient management of the Chamber.

President

- 71 The President of the Chamber shall be elected annually at the first Board meeting following the Annual General Meeting of the Chamber from amongst the Board members.
- 72 The President shall preside at all general meetings and Board meetings. In the event of the absence from a general meeting of the President, rule 63 shall apply.

Treasurer

- 73 The Chamber Treasurer shall be elected annually at the first Board meeting following the general annual meeting of the Chamber from amongst the Board members.
- 74 The Treasurer must
- a. be responsible for oversight of the receipt of all moneys paid on behalf of, the Chamber and the issuance of receipts for those moneys in the name of the Chamber;
 - b. oversight systems for the payment of all moneys referred to in paragraph (a) into such account or accounts of the Chamber as the Board may from time to time direct;
 - c. comply on behalf of the Chamber with section 25 and 26 of the Act in respect of the accounting records of the Chamber;
 - d. wherever directed to do so by the President submit to the Board a report, balance sheet or financial statement in accordance with that direction;
 - e. ensure safe custody of all securities, books, documents of a financial nature and accounting records of the Chamber, including those referred to in paragraphs c and d; and
 - f. perform such other duties as are imposed by these rules on the Treasurer.

The duties of the Treasurer may be delegated by him to staff where appropriate.

Secretary

- 75 The Secretary of the Chamber shall be elected annually at the first Board meeting following the Annual General Meeting of the Chamber from amongst the Board members
- 76 The duties of the Secretary include the duty to see that the rules of the Chamber are conformed to; to have the custody of all books, papers and documents and to produce the same when requested by the Chairman, Vice Chairman, Treasurer or by order of the Board, not permitting their removal except by special authority of the Board. The Secretary shall also cause all minute books, and a list of members to be maintained and ensure; the necessary arrangements for meetings on receiving proper instructions are made; and transact any business requiring attention; and carry out all orders and directions of the Board.

The duties of the Secretary may be delegated to staff where appropriate.

Staff

- 77 The Board may appoint, remunerate and dismiss staff members, from time to time, as deemed necessary and in accordance with relevant IR legislation and any Contract of employment that may apply, and may delegate to any one or more of them such powers as it shall think fit.

Accounts

- 78 The Board shall cause to be kept such accounting and other records as will sufficiently explain the transactions and financial position of the Chamber and enable true and fair revenue and expenditure accounts and a balance sheet and any documents required to be attached thereto to be prepared, from time to time, and shall cause such records to be kept in such manner as to enable them to be conveniently and properly audited. The books of account shall be kept at the Office or at such place or places as the Board thinks fit.
- 79 The financial year of the Chamber shall end on the 30th day of September in each year provided that the Board may, from time to time, determine that such other period of twelve (12) months shall be the financial year.
- 80 The Board shall appoint a suitably qualified auditor and shall have the power to dismiss such auditor and to fill any vacancy in the office of auditor.
- 81 At the Annual General Meeting in each year the Board shall lay before the Chamber

audited revenue and expenditure account and balance sheet in respect of the last completed financial year of the Chamber.

Seal

- 82 The Chairman, Vice Chairman, Treasurer and Executive Officer shall, for the period for which they hold office, act as sealholders of the Chamber.
- 83 Every instrument to which the seal is affixed shall be signed by at least one of the sealholders and every such instrument shall be countersigned by the Secretary or by some other person authorised by the Board for that purpose.
- 84 A separate book shall be kept to be called the Register of the Seal in which, previous to affixing the Seal to any deed or other document, there shall be entered a short title and description of the same.
- 85 Any other document or instrument not required to be under the Seal of the Chamber may be signed by any two of; the Chairman, Vice Chairman, Treasurer, Secretary and the Executive Officer.

Notices and inspection of records of Chamber

- 86 A notice may be served by the Chamber upon any member, either personally or by electronic transfer or by sending it through the post in a prepaid envelope or wrapper addressed to such member at his registered address.
- 87 Each member shall, from time to time, notify the Chamber of an address in Australia which shall be deemed his registered address for the purpose of clause 23 hereof.
- 88 Any notice sent by post shall be deemed to have been served at the expiration of forty-eight (48) hours after the envelope or wrapper containing the same is posted and, in proving such service, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and posted. Any notice sent by electronic transfer shall be deemed to have been received on the day the electronic transfer was dispatched.
- 89 A notice may be served on the Chamber or the Secretary by delivering it by electronic transfer or posting it by prepaid post to the Office.
- 90 A member may at any reasonable time inspect and take a copy without charge, those documents specified by the Associations Incorporation Act 1987.

Amendment of Constitution

- 91 This Constitution shall not be amended save by Special Resolution passed at a General Meeting of the Chamber called for the purpose, of which twenty-one (21) days notice must be duly given specifying the intention to propose such resolution.
- 92 Upon any such amendment being made as aforesaid the Secretary shall lodge with the Commissioner of Consumer Protection appointed under the Consumer Affairs Act 1971 (WA), notice of the special resolution setting out particulars of the amendment together with a certificate given by a Board Member certifying that the resolution was duly passed as a Special Resolution and that the Constitution of the Chamber, as so amended, conforms to the requirements of the Associations Incorporation Act 1987. Any such amendment shall on and from the date of lodgement of the said notice with the said Commissioner be as valid as if originally contained herein.

Winding up or dissolution

- 93 If upon the winding up of the association, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the members or former members, but shall be given or transferred to another association incorporated under the Act which has similar objects and to which income tax deductible gifts can be made as approved by the Commissioner of Taxation and which association shall be determined by resolution of the members.

Appendix 1 – Operating Procedures

The following procedures have been laid down by the Board to promote good governance.

Board

A minimum of six meetings are to be conducted throughout the year (the months are not to be identified to allow for flexibility).

Payments from the Chamber's bank account

All payments from the Chamber's bank accounts shall be authorised by any two of the Chairman, Vice Chairman, Treasurer Executive Officer and designated Board members.

Working Groups

Membership is to be endorsed by the Board.

Code of Conduct (Appendix 2)

The Board may prescribe such Codes of Conduct or other Codes as may be necessary to ensure the efficient working of the Chamber and for the avoidance of conflict.

Disputes Resolution and Mediation Procedure (Appendix 3)

The Board may prescribe such disputes resolution and mediation procedures as may be necessary to ensure the efficient working of the Chamber and for the avoidance of conflict.

Representation on External Bodies

Appointments are to be ratified by the Board.

Representatives are to report on a regular basis to the Board.

All media comments made as a representative of Chamber will reflect Chamber policy and Board agreed positions/

Meeting procedure

Procedure at all meetings shall be conducted in accordance with Renton's Guide for Meetings and Organisations.

Appendix 2 – Code of Conduct

Preamble

The Board of the Broome Chamber of Commerce and Industry (Inc) has developed this Code of Conduct for the guidance of Members and Members of the Board. Adherence to it is a condition of membership.

Definition

A code of conduct is “a set of standards of conduct that guide decisions based on duties derived from core values.”

Why have codes of conduct?

The Board has developed this Code of Conduct to demonstrate an individual and group commitment to a high standard of ethical conduct in carrying out the duties of general control and management of the affairs, property and funds of the Association and as a tool to:

- Align, communicate and inspire high standards of behaviour of the individual members of the Board to create a cohesive Board culture
- Provide guidelines for decision making in areas of managerial discretion
- Provide a benchmark for self evaluation
- Clarify the organisation’s mission, values and principles
- Enhance internal culture and external image
- Instill confidence and trust by Members and the community
- Outline disciplinary action
- Manage risk
- Spell out prohibited conduct.

How will it be used?

The Code of Conduct will be used in conjunction with the Constitution, guidelines from the Department of Commerce (WA) and the policies and procedures of the Board to ensure the highest quality outcomes of ethical decision-making, recommendations and actions by the Board.

Enforcement

Each Board member will sign the Code of Conduct when elected to the Board with the clear understanding that failure to comply with the code may result in the Board requesting resignation from their position of trust as a Board member.

Acceptance of the Code of Conduct

As a member of the Board and a representative of the Broome Chamber of Commerce and Industry (Inc) I understand that when carrying out my duties I will exercise the highest standards of ethical conduct that is consistent with:

The legal requirements of the Association

- Constitution and Operating Procedures
- Department of Commerce (WA) guidelines
- The Associations Incorporation Act 1987
- And other relevant laws.

The Policies and Procedures of the Board

The values of the Chamber as expressed in the Constitution

Society's accepted standards of what is right and good behavior

- Be fair and take action not to discriminate
- Be honest and trustworthy
- Act with integrity
- Cause no harm
- Be tolerant of honest differences of opinion
- Act responsibly.

If a conflict of interest arises, I will declare it at a Board meeting or a general meeting and will completely withdraw when discussion of the issue is held and not vote on that issue.

As a representative of the Chamber I will not participate in any decision making process that results in:

- self gain
- deception or cheating
- manipulation
- bias or unfair dealing
- or injury to the character and interests of the association.

I understand that information dealt with by the Board and the discussion surrounding it may be confidential and I undertake to respect that confidentiality.

I acknowledge that it is my responsibility to read the Constitution and Operating Procedures and any laws relevant to the carrying out my duties as a Board member.

I agree that if I fail to comply with, or observe, any provision of this code, I may be required to tender my resignation as a member of the Board.

Name:

Signature

Date

Appendix 3 – Disputes and Mediation Procedure

Preamble

The Board of the Broome Chamber of Commerce and Industry (Inc) has developed this Disputes and Mediation Procedure for the application in the resolution of disputes between Members and Members of the Board.

Disputes and mediation procedure

1. The grievance procedure set out in this Appendix applies to all disputes arising from the Constitution and Operating Procedures between -
 - (a) a member and another member; or
 - (b) a member and the Association; or
 - (c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
4. The mediator must be -
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement -
 - i. in the case of a dispute between a member and another member, a person appointed by the Board of the Association;
 - ii. in the case of a dispute between a member and relevant non-member (as defined by sub-rule (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
5. A member of the Association can be a mediator.
6. The mediator cannot be a member who is a party to the dispute.
7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
8. The mediator, in conducting the mediation, must -
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
9. The mediator must not determine the dispute.
10. The mediation must be confidential and without prejudice.
11. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Appendix 4 – Appointment of Proxy

APPOINTMENT OF PROXY

Clause 42

I,

(Insert MEMBER'S name)

of

(Insert MEMBER'S address)

being a member of

(Insert name of INCORPORATED ASSOCIATION)

APPOINT

.....

(Insert PROXY'S name)

of

(Insert PROXY'S address)

to act as my proxy.

My proxy is authorised to vote on my behalf: (Tick only **ONE** of the following)

at the general meeting/s (and any adjournments of the meeting/s) on

.....

(Insert relevant date/s)

OR

in relation to the following resolutions and/or nominations

In favour:

Against:

.....

.....

.....

.....

.....

.....

(Insert resolution Nos, brief description or nominees' name/s)

(Insert resolution Nos. brief description or nominees' name/s)

Signature: **Date:**.....
(of Member appointing Proxy)

Appendix 5 – Notice of General Meeting to Alter the Constitution and Operating Procedures

NOTICE OF GENERAL MEETING TO ALTER THE CONSTITUTION AND OPERATING PROCEDURES – Clause 87

(Insert name of INCORPORATED ASSOCIATION)

is convening a general meeting at which the following resolution/s will be proposed as special resolutions to alter the rules of the association.

The meeting will be held at _____ a.m./p.m. on _____
the _____ 200_____.

The meeting will take place at _____

SPECIAL RESOLUTIONS:

Currently rule.....states:

.....
.....
.....
.....

It is proposed to alter this rule so that it states as follows:

.....
.....
.....

Currently rule.....states:

.....
.....
.....

It is proposed to alter this rule so that it states as follows:

.....
.....
.....

OR

A list of alterations to the rules which will be proposed as special resolutions at the meeting is attached.

INFORMATION for MEMBERS

- Clause 42 allows for proxy votes. A proxy form is enclosed for you to nominate another member to vote on your behalf if you cannot attend the meeting.
- Alterations to the rules can only be made if supported by 75% of members voting at the meeting or by proxy.
- Alterations to the rules only take effect when lodged with the Department Commerce.