



# **Constitution**

## **2021**

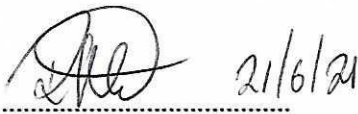
The Batemans Bay Business and Tourism Chamber Constitution (known as 'the Constitution') is approved and promulgated by the Executive Committee 'Office Bearers'.



.....  
Mr Mathew Hatcher  
Chamber President



.....  
Mr Charles Stuart  
Vice President/Acting Treasurer



.....  
Mrs Rebecca Mahon  
Secretary

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## **1. INTERPRETATION**

- 1.1. In this constitution, except in so far as the context or subject matter otherwise indicates or requires –
- “*Ordinary member*” means a member of the committee who is not an office-bearer of the Chamber, as referred to in sub-section 18.2;
- “*Secretary*” means the person holding office under the constitution as secretary of the Chamber; or where no such person holds that office, the public officer of the Chamber;
- “*Special general meeting*” means a general meeting for the Chamber other than annual general meeting;
- “*The Act*” means the Association Incorporation Act, 1984;
- “*The Regulations*” means the Association Incorporations Regulation, 2016.
- “*Director-General*” means the Director-General of the Department of Fair Trading
- 1.2. In this constitution –
- 1.2.1. a reference to a function includes a reference to a power, authority and duty; and
- 1.2.2. A reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- 1.3. The provisions of the Interpretation Act, 1987, apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution was an instrument made under the Act.

## **2. NAME**

- 2.1. The name of the Chamber is the Batemans Bay Business and Tourism Chamber Incorporated (hereinafter called the Chamber).

## **3. OFFICE**

- 3.1. The office of the Chamber shall be at such place as the Executive Committee from time to time determines.

## **4. OBJECTIVES OF THE CHAMBER**

- 4.1. The objectives for which the Chamber is established includes but is not limited to:-
- 4.1.1. to promote and protect the internal and external trade, commerce and transport and the manufacturers and industries of Batemans Bay and surrounding regions
- 4.1.2. To consider all questions connected with such trade, commerce, transport, manufacturers and industries
- 4.1.3. To promote support or oppose legislative or other measures affecting such trade, commerce, transport, manufacturers and industries



- 4.1.4. To collect and circulate statistics and other information relating to such trade, commerce, transport, manufacturers and industries
- 4.1.5. To undertake training and education for the benefit of members
- 4.1.6. To purchase lease hire or otherwise acquire for the purpose of the Chamber any real or personal property so far as the law may allow and from time to time sell demise let mortgage or dispose of the same
- 4.1.7. To 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 (subject to section 40)
- 4.1.8. To do all such things as may be conducive to the extension of trade, commerce, transport manufacturers and industries or incidental to the attainment of the above objectives.

## **5. MEMBERSHIP QUALIFICATIONS**

### **1.1 STANDARD MEMBERSHIP**

Full support and all benefits, including: Networking; Membership of Business NSW; Commercial profiles - advertising on the website; Full voting rights; Presentations to meetings/committee; Committee nomination; Attendance at meetings plus up to two accompanying employees/associates; Chamber communications & Representation and advocacy.

Note: Politicians, their staff, and lobbyists of Federal, State, and Local Government are ineligible to join the Chamber as Standard Members.

### **1.2 ASSOCIATE [Not-For-Profits]**

Including: Networking; Attendance at meetings; Committee nomination; Presentations to meetings on invitation; Membership of Business NSW & Chamber communications.

### **1.3 AUXILIARY (Fringe associates with valuable expertise) - Retirees/Ex-professionals**

Including: Networking; Membership of Business NSW; Attendance at meetings; Presentations to meetings on invitation & Chamber communications.

### **1.4 COUNCIL CO-OPERATIVE - Partner / No charge**

Including attendance to meetings and presentations on invitation only for councilors and council staff; Membership of Business NSW; Chamber communications to one nominated point of contact.

### **1.5 HONORARY MEMBERSHIP**

5.2.1. Persons who have distinguished themselves by meritorious service to the Chamber or to the Batemans Bay and district business community may be granted honorary membership of the Chamber. The power to grant honorary membership shall be by a special resolution of the Chamber following a proposal by the Executive Committee.

5.2.2. Honorary members shall be exempt from the payment of admission fees and dues, shall have no votes and shall not be eligible to hold any office of the Chamber. Such members shall be entitled to attend all meetings and enjoy all other privileges of the Chamber.

1.6 The committee will determine the membership cost structure from time to time.

## **6. NOMINATION FOR MEMBERSHIP**

- 6.1 Nomination of an applicant for membership of the Chamber
  - 6.1.1. A member may nominate a '*general member*' applicant, or a '*general member*' applicant may apply in writing in via the chamber website or as determined from time to time by the Executive Committee; and
  - 6.1.2. Shall be lodged with the secretary of the Chamber.
- 6.2 As soon as practicable after receiving a nomination for membership, the secretary shall refer the nomination to the Executive Committee, which shall determine whether to approve or to reject the nomination.
- 6.3 Where the Executive Committee determines to approve a nomination for membership, the secretary shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay within the period of 28 days after receipt by the nominee of the notification the sum payable under the constitution by a member as entrance fee and annual subscription.
- 6.4 The secretary shall, on payment by the nominee of the amounts referred to in sub-section 6.3 within the period referred to in that clause, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the Chamber.

## **7. CESSATION OF MEMBERSHIP**

- 7.1 A member ceases to be a member of the Chamber through –
  - 7.1.1 failure to pay the membership fee for the current financial year by 31 August of that year;
  - 7.1.2 death;
  - 7.1.3 resignation of membership; or
  - 7.1.4 expulsion from the Chamber.
- 7.2 If any member of the Chamber or partner in a firm which is a member of the Chamber shall be convicted of an indictable offence or adjudged a bankrupt or make composition or arrangement with his creditors under the provisions of any statute or if any company which is a member shall enter into liquidation, whether compulsory or voluntary, (save for the purpose of reconstruction) such member, firm or company shall thereupon cease to be a member of the Chamber but the Executive Committee shall have the power in its discretion for reinstatement.

## **8. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

- 8.1. A right, privilege or obligation which a person has by reason of being a member of the Chamber –
  - 8.1.1. is not capable of being transferred or transmitted to another person, firm or company; and
  - 8.1.2. terminates upon cessation of the membership.

## **9. RESIGNATION OF MEMBERSHIP**



- 9.1 A member of the Chamber is not entitled to resign that membership except in accordance with this section.
- 9.2 A member may resign from the Chamber by giving notice of resignation in writing to the secretary.
- 9.3 Where a member of the Chamber ceases to be a member pursuant to section 7, and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **10. REGISTER OF MEMBERS**

- 10.1. The -Membership Secretary of the Chamber shall establish and maintain a register of members specifying their name and address together with the date on which membership commenced.
- 10.2. The register of members shall be kept electronically by the Membership Secretary- and shall be open for inspection, free of charge, by any member at any reasonable hour.

## **11. FEES, SUBSCRIPTIONS ETC**

- 11.1 A member of the Chamber shall pay a joining fee and an annual membership fee as determined from time to time by the Executive Committee. The membership fee shall be payable in the first month of each financial year, provided that where a member joins after the first quarter in any financial year the Executive Committee may reduce pro-rata the subscription payment for the remainder of the financial year, but in no case shall the subscription be less than half of the annual subscription.
- 11.2 At least 30 days before the 30<sup>th</sup> June each year the Secretary shall send to each member a notice that the annual membership fee is due and payable by the first day of the forthcoming financial year. The notice shall specify the amount of fee payable.
- 11.3 On the first day of the financial year a second notice specifying that membership fees are due and payable shall be sent to members who have not paid their fees by that date. The notice shall also specify that membership will expire if the fees are unpaid by 31 August of that year.
- 11.4 In determining the annual subscription, the Executive Committee may prescribe differing levels of fees and membership entitlements for members of differing classes and sizes.
- 11.5 The Chamber's financial year shall be from 1<sup>st</sup> July to 30<sup>th</sup> June in the next succeeding year.

## **12. LEVIES**

The Chamber may by resolution of an ordinary General Meeting impose a levy on members of the Chamber. Notice of intention to impose such a levy shall be given in writing to all members of the Chamber with the Notice convening the General Meeting.

## **13. MEMBERS' LIABILITIES**

The liability of a member of the Chamber to contribute towards the payment of the debts and liabilities of the Chamber or the cost, charges and expenses of the winding up of the Chamber is limited to the amount, if any, unpaid by the member in respect of membership

subscriptions and additional levies as required by sections 11 and 12 above.

#### **14. RESOLUTION OF INTERNAL DISPUTES**

Disputes between members (in their capacity as members) of the Chamber, and disputes between members and the Chamber, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act, 1983.

#### **15. DISCIPLINING OF MEMBERS**

15.1 A complaint may be made by any member of the Chamber that some other member of the Chamber –

15.1.1 has persistently refused or neglected to comply with a provision or provisions of the constitution; or

15.1.2 has persistently and wilfully acted in a manner prejudicial to the interests of the Chamber,

15.1.3 on receiving such a complaint the Executive Committee may, by resolution supported by a majority of two-thirds votes at a General or Special General Meeting –

15.1.4 expel the member from the Chamber; or

15.1.5 suspend the member from the membership of the Chamber for a specified period.

15.2 A resolution under this section is of no effect unless the Executive Committee at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under sub-section 15.3, confirms the resolution in accordance with this section.

15.3 Where the Executive Committee confirms a resolution under sub-section 15.1, the secretary shall, as soon as practicable, cause a notice in writing to be served on the member –

15.3.1 setting out the resolution General or Special General meeting and the grounds on which it is based;

15.3.2 stating that the member may address the Executive Committee at a meeting to be held not earlier than 14 days later than 28 days after service of the notice;

15.3.3 stating the date, place and time of that meeting; and

15.3.4 informing the member that the member may do either or both of the following:

(a) attend and speak at the meeting;

(b) submit to the Executive Committee at or prior to the date of that meeting written representation relating to the resolution.

15.4 At a meeting of the Executive Committee held as referred to in sub-section 15.3 the committee shall –

15.4.1 give to the member an opportunity to make oral representations;

15.4.2 give due consideration to any written representations submitted to the committee by the member at or prior to the meeting; and

15.4.3 by resolution determine whether to confirm or to revoke the resolution.



- 15.5 Where the Executive Committee confirms a resolution under sub-section 15.4, the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under clause 16 below.
- 15.6 A resolution confirmed by the Executive Committee under sub-section 15.4 does not take effect –
  - 15.6.1 until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - 15.6.2 where within that period the member exercises the right of appeal, unless and until the Chamber confirms the resolution pursuant to sub-section 15.4.

## **16. RIGHT OF APPEAL OF DISCIPLINED MEMBER**

- 16.1 A member may appeal to the Chamber in general meeting against a resolution which is confirmed under sub-section 15.4, within 7 days after notice of the resolution is served on the member by lodging with the Secretary a notice to that effect.
- 16.2 Upon receipt of a notice from a member under sub-section 16.1, the secretary shall notify the Executive Committee which shall convene a general meeting to be held within 21 days after the date on which the secretary received the notice.
- 16.3 At a general meeting convened under sub-section 16.2 –
  - 16.3.1 no business other than the question of the appeal shall be transacted;
  - 16.3.2 the Executive Committee, other members, and the member subject to the resolution shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - 16.3.3 the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 16.4 If at the general meeting the Chamber passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **17 POWERS, ETC OF COMMITTEE**

- 17.1 The committee shall be called the Executive Committee of the Chamber and, subject to the Act, the Regulation and these rules and to any resolution passed by the Chamber in general meeting –
  - 17.1.1 shall control and manage the affairs of the Chamber,
  - 17.1.2 may exercise all such functions as may be exercised by the Chamber other than those functions that are required by these rules to be exercised by a general meeting of members of the Chamber; and
  - 17.1.3 has power to perform all such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Chamber.

## **18 CONSTITUTION AND MEMBERSHIP**

- 18.1 Subject in the case of the first members of the committee to section 21 of the Act, the Executive Committee shall consist of –
  - 18.1.1 the office-bearers of the Chamber; and

- 18.1.2 not less than one and not more than four members of the Chamber, each of whom shall be elected at the annual general meeting.
- 18.1.3 The immediate Past President shall be ex-officio a member of the Executive Committee for the twelve months following his or her retirement from the office of President or until such time as there is a change in the office of President or until such time as there is a change in the office of President.
- 18.2 The office-bearers of the Chamber shall be –
  - President;
  - Vice President;
  - Treasurer; and
  - Secretary.
- 18.3 Each member of the Executive Committee shall be a member of the Chamber and, subject to these rules, hold office for a maximum of two years until the conclusion of the annual general meeting following the second anniversary of the member's election, but is eligible for re-election.
- 18.4 In the event of a casual vacancy occurring in the membership of the Executive Committee, The Executive Committee may appoint a member of the Chamber to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

## **19 ELECTION OF MEMBERS**

- 19.1 Nominations of candidates for election as office-bearers of the Chamber or as ordinary members of the committee –
  - 19.1.1 Shall - be made in writing, signed by 2 members of the Chamber and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - 19.1.2 shall be delivered to the secretary of the Chamber not less than 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 19.2 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- 19.3 If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be casual vacancies.
- 19.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 19.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 19.6 The ballot for the election of office-bearers and ordinary members of the committee shall be conducted at the annual general meeting (see Section 34);-
- 19.7 The position of President shall not be held by the same person for more than two (2) consecutive -terms. In the event that no nominations are received for the position within the time specified in these rules an individual may stand for re-election at the Annual General Meeting. The occupation of this position being then deemed to have commenced at this time.



- 19.8 A returning officer should be appointed at any General or Special meeting for the purpose of conducting any ballot that may be required during the course of such meetings. This appointment should be made at the beginning of any such meeting before any other business is transacted.
- 19.9 The Returning Officer will record and /or distribute any proxies.
- 19.10 A scrutineer may be appointed by any candidate involved in any poll. (S 34).

## **20 SECRETARY**

- 20.1 The secretary of the Chamber shall, as soon as practicable after being appointed as secretary, lodge notice with the Chamber of his or her address.
- 20.2 It is the duty of the secretary to keep minutes of –
  - 20.2.1 all appointments of office-bearers and members of the Executive Committee;
  - 20.2.2 the names of members of the Executive Committee present at an Executive Committee meeting or a general meeting; and
  - 20.2.3 all proceedings at committee meetings and general meetings
  - 20.2.4 Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **21 TREASURER**

- 21.1 It is the duty of the treasurer of the Chamber to ensure that –
  - 21.1.1 all money due to the Chamber is collected and received and that all payments authorised by the Chamber are made; and
  - 21.1.2 correct books and accounts are kept showing the financial affairs of the Chamber including full details of all receipts and expenditure connected with the activities of the Chamber.

## **22 CASUAL VACANCIES**

- 22.1 For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member –
  - 22.1.1 dies;
  - 22.1.2 ceases to be a member of the Chamber;
  - 22.1.3 becomes an insolvent under administration within the meaning of Corporations Law
  - 22.1.4 resigns office by notice in writing given to the secretary;
  - 22.1.5 is removed from office under rule 16;
  - 22.1.6 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
  - 22.1.7 is absent without the consent of the committee from all meetings of the committee held during a period of -12 months.

## **23 REMOVAL OF MEMBER**

- 23.1 The Chamber in a general meeting may by resolution remove any member of the Executive Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.



- 23.2 Where a member of the Executive Committee to whom a proposed resolution referred to in sub-section 23.1 makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Chamber, the secretary or the president may send a copy of the representations to each member of the Chamber or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **24 MEETINGS AND QUORUM**

- 24.1 The Executive Committee shall meet at least 3 times in each period of 12 months at such place and time as the Executive Committee may determine.
- 24.2 Additional meetings of the Executive Committee may be convened by the president or by any member of the Executive Committee
- 24.3 Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the Executive Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Executive Committee) before the time appointed for the holding of the meeting.
- 24.4 Notice of a meeting given under sub-section 24.3 shall specify the general nature of the business to be transacted at the meeting. The chairperson may allow the transaction of any additional business if he or she sees fit.
- 24.5 Any 3 members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the Executive Committee.
- 24.6 No business shall be transacted by the Executive Committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 24.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 24.8 At a meeting of the Executive Committee –
- 24.8.1 the president or, in the president's absence, the vice-president, shall preside;  
or
- 24.8.2 if the president and the vice-president are absent or unwilling to act such one of the remaining members of the Executive Committee as may be chosen by the members present at the meeting shall preside.

## **25 DELEGATION BY EXECUTIVE COMMITTEE TO SUB-COMMITTEE**

- 25.1 The Executive Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Chamber as the Executive Committee thinks fit) the exercise of such of the functions of the Executive Committee as are specified in the instrument, other than –
- 25.1.1 the power of delegation; and
- 25.1.2 a function which is a duty imposed on the committee by the Act or by any other law.
- 25.2 A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

- 25.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- 25.4 Notwithstanding any delegation under this rule, the Executive Committee may continue to exercise any function delegated.
- 25.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Executive Committee.
- 25.6 The Executive Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 25.7 A sub-committee may meet and adjourn, as it thinks proper.

## **26 VOTING AND DECISIONS**

- 26.1 Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- 26.2 Each member present at a meeting of the committee or of any Sub-Committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 26.3 Subject to sub-section 24.5, the committee may act notwithstanding any vacancy on the committee.
- 26.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.
- 26.5 Members voting rights are determined by clause 5.

## **27 ANNUAL GENERAL MEETING – HOLDING OF**

- 27.1 With the exception of the first annual general meeting of the Chamber, the Chamber shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Chamber, convene an annual general meeting of its members.
- 27.2 Sub-sections 27.1 and 27.2 have effect subject to any extension or permission granted by the Director-General under section 26(3) of the Act.

## **28 ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT**

- 28.1 The annual general meeting of the Chamber shall, subject to the Act and to section 27, be convened on such date and at such place and time as the committee thinks fit.
- 28.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be –
  - 28.2.1 to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;



- 28.2.2 to receive from the committee reports upon the activities of the Chamber during the last preceding financial year;
- 28.2.3 to elect office-bearers of the Chamber and ordinary members of the committee; and
- 28.2.4 to receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Act

28.3 An annual general meeting shall be specified as such in the notice convening it.

## **29 SPECIAL GENERAL MEETINGS – CALLING OF**

- 29.1 The committee may, whenever it thinks fit, convene a special general meeting of the Chamber.
- 29.2 The committee shall, on the requisition in writing of not less than 5 per cent of the total number of members, convene a special general meeting of the Chamber.
- 29.3 A requisition of members for a Special general meeting –
  - 29.3.1 shall state the purpose or purposes of the meeting;
  - 29.3.2 shall be signed by the members making the requisitions;
  - 29.3.3 shall be lodged with secretary; and
  - 29.3.4 may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 29.4 If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who make the requisition may convene a special general meeting to be held not later than 3 months after that date.
- 29.5 A special general meeting convened by a member or members as referred to in sub-section 29.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the Chamber for any expense so incurred.

## **30 NOTICE**

- 30.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Chamber, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 30.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Chamber, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting cause notice to be sent to each member in the manner provided in sub-section 30.1 specifying in addition to the matter required under sub-section 30.1, the intention to propose the resolution as a special resolution.
- 30.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except in the case of an annual general meeting, business which may be transacted pursuant to sub-section 28.2.
- 30.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary, who shall include that business in the next



notice calling a general meeting given after receipt of the notice from the member.

### **31 PROCEDURE**

- 31.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 31.2 Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 31.3 If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 31.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

### **32 PRESIDING MEMBER**

- 32.1 The president or, in the president's absence, the vice-president, shall preside as chairperson at each general meeting of the Chamber.
- 32.2 If the president and the vice-president are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

### **33 ADJOURNMENT**

- 33.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 33.2 Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the Chamber stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 33.3 Except as provided in sub-sections 33.1 and 33.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **34 MAKING OF DECISIONS**

- 34.1 A question arising at a general meeting of the Chamber shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Chamber, is evidence of the fact without

proof of the number or proportion of the votes recorded in favour of or against that resolution.

34.2 At a general meeting of the Chamber, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.

34.3 Where a poll is demanded at a general meeting, the poll shall be taken –

34.3.1 immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or

34.3.2 in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter

### **35 SPECIAL RESOLUTION**

35.1 A resolution of the Chamber is a special resolution if –

35.1.1 it is passed by a majority which comprises not less than three-quarters of such members of the Chamber as, being entitled under this constitution so to do, vote in person or by proxy at a general meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with the constitution; or

35.1.2 Where it is made to appear to the Director-General that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph 35.1.1 – the resolution is passed in a manner specified by the Director-General.

### **36 VOTING**

36.1 Upon any question arising at a general meeting of the Chamber, a member has one vote only.

36.2 All votes shall be given personally or by proxy but no member may hold more than one proxy.

36.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

36.4 A member or proxy is not entitled to vote at any general meeting of the Chamber unless all money due and payable by the member or proxy to the Chamber has been paid, other than the amount of the annual subscription payable in respect of the then current year.

36.5 Members voting rights are determined by clause 5.

### **37 APPOINTMENT OF PROXIES**

37.1 Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.



- 37.2 The notice appointing the proxy shall be in the form set out in Appendix 2 to this constitution.

### **38 INSURANCE**

- 38.1 The Chamber shall effect and maintain insurance to section 44 of the Act.  
38.2 In addition to the insurance required under clause (1), the Chamber may effect and maintain other insurance.

### **39 FUNDS – SOURCE**

- 39.1 The funds of the Chamber shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Chamber in general meeting, such other sources as the committee determines.  
39.2 All money received by the Chamber shall be deposited as soon as practicable and without deduction to the credit of the Chamber's bank account.  
39.3 The Chamber shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### **40 FUNDS - MANAGEMENT**

- 40.1 Subject to any resolution passed by the Chamber in general meeting, the funds of the Chamber shall be used in pursuance of the objectives of the Chamber in such manner as the committee determines. The committee's authority over expenditure of Chamber funds will be limited to the extent that any proposal to disperse 20% or more of the Chambers accrued capital value must be approved by a majority of members attending a General Meeting or Special General Meeting. Grant funds are excluded from this clause.  
40.2 All cheques, transfers, drafts, bills of exchange, promissory notes and other negotiable instruments shall be authorised by 2 members of the executive (generally the President or Treasurer) or in their absence members of the executive committee.

### **41 AMENDMENT OF CONSTITUTION**

- 41.1 This constitution may be amended only a special resolution of the Chamber.

### **42 COMMON SEAL**

- 42.1 The common seal of the Chamber shall be kept in the custody of the public officer.  
42.2 The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the committee or of 1 member and of the public officer or secretary.

### **43 CUSTODY OF BOOKS ETC.**

- 43.1 Except as otherwise provided by these rules, the -appropriate executive officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Chamber. Records may be held in an electronic form.



- 43.2 The records, books and other documents of the Chamber shall be open to inspection, free of charge, by a member of the Chamber at any reasonable hour.

#### **44 SERVICE OF NOTICES**

- 44.1 For the purpose of this constitution, a notice may be served by or on behalf of the Chamber upon any member either personally or by sending it by post or by facsimile transmission or some other form of electronic transmission to the member at the member's address shown in the register of members.
- 44.2 Where a document is sent to a person in a manner provided for in sub-section 45.1 the document shall, unless the contrary is proved, be deemed for the purposes of this constitution to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

#### **45 DISSOLUTION**

- 45.1 In the event of the organisation being dissolved, all assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another Not-for-Profit organisation with similar purposes, which has rules prohibiting the distribution of its assets and income to its members.

**APPENDIX 1  
(Rule 6(1))**

**APPLICATION FOR MEMBERSHIP OF ASSOCIATION**

**The Batemans Bay Business and Tourism Chamber Incorporated**  
(Incorporated under the Associations Incorporation Act, 1984)

I, .....  
(Full name of applicant)

Of .....  
(Address)

..... Hereby apply to become  
(Occupation)

a Standard /Associate/Auxiliary/Council Co-operative (strike out as applicable) Member of

The above-named incorporated association. In the event of my admission as a member, I agree to be bound by the rules of the association for the time being in force.

.....  
(Signature of applicant)

Date .....

I, ....., a member of the association,  
(Full name)

Nominate the applicant, who is personally known to me, for membership of the association.

.....  
(Signature of proposer)

Date .....

I, ....., a member of the association,  
(Full name)

Second the nomination of the applicant, who is personally known to me, for membership of the association.

.....  
(Signature of seconder)

Date .....

**APPENDIX 2  
(Rule 37(2))**

**FORM OF APPOINTMENT OF PROXY**

**The Batemans Bay Business and Tourism Chamber Incorporated**  
(Incorporated under the Associations Incorporation Act, 1984)

I, .....  
(Full name)

Of .....  
(Address)

Being a member of the Batemans Bay Business and Tourism Chamber Incorporated

Hereby appoint .....  
(Full name of proxy)

Of .....  
(Address)

Being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the Chamber (annual general meeting or special general meeting, as the case may be) to be

Held on the ..... day of ..... 20..... and at any adjournment of that meeting.

- My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).
- Complete this section if desired otherwise delete and initial.

.....  
(Signature of member appointing proxy)

Date .....

NOTE: A proxy may not be given by or to a person who is not a member of the Batemans Bay Business and Tourism Chamber Inc.