



Collie Chamber of Commerce & Industry Inc

CONSTITUTION

1. NAME

The name of the Chamber will be the Collie Chamber of Commerce and Industry (Inc.).

2. DEFINITIONS

In these rules, unless the contrary intention appears-

“annual general meeting” is the meeting convened under paragraph (b) of rule 10 (1);

"Committee meeting" means a meeting referred to in rule 9;

"Committee member" means person referred to in rule 9;

“convene” means to call together for a formal meeting;

“department” means the government department with responsibility for administering the *Associations Incorporation Act (2015)*;

"financial year" means a period not exceeding 15 months fixed by the Committee, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

"general meeting" means a meeting to which all members are invited;

"member" means member of the Association;

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

“poll” means voting conducted in written form (as opposed to a show of hands);

“special general meeting” means a general meeting other than the annual general meeting;

"special resolution" has the meaning given by section 51 of the Act, that is-



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A resolution is a special resolution if it is passed by a majority of not less than three- fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared;

"the Act" means the *Associations Incorporation Act 2015*;

"the Association" means the Association referred to in rule 1;

"the Chairperson" 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 14; or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 9 or, if that person is unable to perform his or her functions, the Vice Chairperson/Vice President;

"the Commissioner" means the person for the time being designated as the Commissioner under section 153 of the Act;

"the Committee" means the Committee of Management of the Association referred to in rule 9;

"the Secretary" means the Secretary referred to in rule 9;

"the Treasurer" means the Treasurer referred to in rule 9;

"the Vice-Chairperson" means the Vice-President referred to in rule 9.



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3. OBJECTIVES

The objectives of the Chamber shall be, subject to the Associations Incorporation Act 2015 -

- a) To organise and bring together in association and foster co-operation among members of all sections of the commercial and professional community.
- b) To be a pro-active organisation stimulating economic growth and development in the Collie region.
- c) To provide dynamic and responsible leadership to foster the prosperity of the Collie community.
- d) To assist members and facilitate the giving of assistance by members to each other in the performance of their business.
- e) To conduct charitable and benevolent projects of general community benefit.
- f) To –
 - Acquire, hold, deal with and dispose of any real or personal property.
 - Open and operate bank accounts.
 - Invest its money either as trust funds or in any other manner as decided by its Management Committee from time to time.
 - Borrow money on such terms as the Management Committee thinks fit.
 - Give such security for the discharge of liabilities incurred by the Chamber as the Management Committee thinks fit.
 - Appoint agents to transact any business of the Chamber on its behalf.
 - Enter into any contract considered necessary or desirable
- g) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association 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.



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4. POWERS of ASSOCIATION

The powers conferred on the Association are the same as those conferred by section 14 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association-

- may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may -
 - (a) acquire, hold, deal with, and dispose of any real or personal property;
 - (b) open and operate bank accounts;
 - (c) invest its money -
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by the rules of the Association;
 - (d) borrow money upon such terms and conditions as the Association thinks fit;
 - (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
 - (f) appoint agents to transact any business of the Association on its behalf;
 - (g) enter into any other contract it considers necessary or desirable; and
 - (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.



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5. MEMBERSHIP

- a) All individual persons over the age of 15, firms and bodies, corporate or unincorporated within the Collie Region interested in any of the objects of the Chamber shall be eligible to nominate or nominate delegates as members of the Chamber.
- b) A person who wishes to become a member shall apply in writing and be proposed by an existing member. The Management Committee shall consider each application at a committee meeting and advise the applicant of their decision in writing.
- c) In the case of a firm all members of the firm shall, upon its election as a member become members of the Chamber and the name of the firm shall be entered in the register of members. Only one member shall be entitled to vote at general meetings or to hold office at any one time.
- d) Associate memberships may be granted by the Chamber to any individual or firm, body corporate or unincorporated body. An associate member shall be entitled to participate in the activities and have such other rights and privileges as determined by the Chamber from time to time.
- e) The Management Committee of the Chamber may admit to Honorary membership of the Chamber persons distinguished in public affairs, commerce, education, finance or any such person as the Management Committee consider desirable.

6. TERMINATION OF MEMBERSHIP

Membership of the Association may be terminated upon-

- (a) receipt by the Secretary or another Committee member of a notice in writing from a member of his or her resignation from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or
- (b) non-payment by a member of his or her subscription within three months of the date fixed by the Committee for subscriptions to be paid, or
- (c) expulsion of a member in accordance with rule 7.



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7. SUSPENSION or EXPULSION OF MEMBERS OF ASSOCIATION

- 1) If the Committee considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Committee must communicate, either orally or in writing, to the member-
 - (a) notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
 - (b) particulars of that conduct, not less than 28 days before the date of the Committee meeting 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, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- (3) Subject to sub-rule (5), a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule (2).
- (4) A member who is suspended or expelled under sub-rule (2) must, if he or she wishes to appeal against that suspension or 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 Association in a general meeting, must either confirm or set aside the decision of the Committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and
 - (b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel him or her is confirmed under this sub-rule.



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8. INCOME AND PROPERTY

The income and property of the Chamber shall be applied solely towards the promotion of the objects of the Chamber. No portion of the income or property shall be paid, transferred or distributed directly or indirectly to the members of the Chamber - provided that nothing shall prevent payment in good faith of remuneration to any officer or employee of the Chamber or to any person other than a member, in return for services rendered to the Chamber.

A committee is entitled to be paid out of the funds of the Association for any out of pocket expenses for travel and accommodation properly incurred-

- (a) in attending a committee meeting or
- (b) in attending a General Meeting or
- (c) otherwise in connection with the Association's business

9. MANAGEMENT COMMITTEE

The business of the Chamber shall be managed by a Management Committee, which shall be composed of a President, Vice President, Secretary, Treasurer and up to six other elected members or any other number as determined at any Annual General Meeting. Office bearers and other Committee Members shall be elected at the Annual General Meeting of the Chamber and shall hold office for two years and half all positions are declared vacant at the next following Annual General Meeting but shall be eligible for re-election. At the first Annual General Meeting after the adoption of this clause the President, Vice President, Secretary, Treasurer and one other elected member will be elected for two years and five other elected members will be elected for one year.

A person ceases to be a committee member if the person –

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the committee or is removed from office at a general meeting by resolution; or
- (c) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act; or
- (d) becomes permanently unable to act as a committee member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

If a casual vacancy shall occur on the committee the President shall convene a committee meeting to appoint a replacement to fill the vacancy. A Committee Member so appointed shall hold office until all positions are declared vacant at the next Annual General Meeting but shall be eligible for re-election.



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10. GENERAL MEETINGS

(1) The Committee-

- (a) may at any time convene a special general meeting;
- (b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 50(3) of the Act, that is, in every calendar year within 6 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, except for the first annual general meeting which may be held at any time within 18 months after incorporation; and
- (c) must, within 28 days of-
 - (i) receiving a request in writing to do so from not less than 20% members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under rule 7 (4), convene a general meeting to deal with the appeal to which that notice relates.

(2) The members making a request referred to in sub-rule (1) (c) (i) must-

- (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 general meeting is not convened within the relevant period of 28 days referred to-

- (a) in sub-rule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or
- (b) in sub-rule (1) (c) (ii), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Committee.

(4) When a special general meeting is convened under sub-rule (3) (a) or (b) the Association must pay the reasonable expenses of convening and holding the special general meeting.



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- (5) Subject to sub-rule (7), the Secretary must give to all members not less than 21 days notice of a special general meeting and that notice must 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 that business is to be transacted.
- (6) Subject to sub-rule (7), the Secretary must give to all members not less than 14 days notice of an annual general meeting and that notice must specify-
 - (a) when and where the annual general meeting is to be held;
 - (b) the particulars and order in which business is to be transacted, as follows-
 - (i) first, the consideration of the accounts and reports of the Committee;
 - (ii) second, the election of Committee members to replace outgoing Committee members; and
 - (iii) third, any other business requiring consideration by the Association at the general meeting.
- (7) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (8) The Secretary must give a notice under sub-rule (5), (6) or (7) by-
 - (a) serving it on a member 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 rule 18.
- (9) When a notice is sent by post under sub-rule (8) (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.



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11. QUORUM and Procedure at Meetings

At all meetings of the Management Committee five members present in person shall form a quorum.

The committee must meet at least 3 times in each year on the dates and at the times and places determined by the committee.

The date, time and place of the first committee meeting must be determined by the committee members as soon as practicable after the annual general meeting at which the committee members are elected.

Special committee meetings may be convened by the chairperson or any 2 committee members.

The Chairperson or in the chairperson's absence, the deputy-chairperson must preside as the chairperson of each committee meeting.

If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.

The procedure to be followed at committee meetings must be determined from time to time by the committee.

The order of business at a committee meeting may be determined by the committee members at the meeting.

A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.

A person invited to attend a committee meeting –

- (a) has no right to any agenda, minutes or other document circulated at the meeting; and
- (b) must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
- (c) cannot vote on any matter that is to be decided at the meeting.

At all General Meetings, ten members present in person shall form a quorum.



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12. VOTES

All questions at all meetings shall be decided by majority vote. At all meetings each member present shall be entitled to one vote and in the case of equity the Chairman shall have a casting vote in addition to his deliberate vote.

- (1) Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.
- (3) An appointment made under sub-rule (2) must be made by a resolution of the board or other governing body of the body corporate concerned-
 - (a) which resolution is authenticated under the common seal of that body corporate; and
 - (b) a copy of which resolution is lodged with the Secretary.
- (4) A person appointed under sub-rule (2) to represent a member which is a body corporate is deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

Proxies of members of Association

A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

13. COMMON SEAL

The Common Seal of the Association engraved with the name of the Association shall be kept in the care of the President. The Seal shall not be used or affixed to any deed or other document except pursuant to a resolution of the Management Committee and in the presence of any two of the President, Vice President and Treasurer, both of whom shall subscribe their names as witnesses.



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14. Chairperson/President and Vice-Chairperson/Vice President

- (1) Subject to this rule, the Chairperson/President must preside at all general meetings and Committee meetings.
- (2) In the event of the absence from a general meeting of-
 - (a) the Chairperson/President, the Vice-Chairperson/Vice President ; or
 - (b) both the Chairperson/President and the Vice-Chairperson/Vice President, a member elected by the other members present at the general meeting, must preside at the general meeting.
- (3) In the event of the absence from a Committee meeting of-
 - (a) the Chairperson/President, the Vice-Chairperson/Vice President; or
 - (b) both the Chairperson/President and the Vice-Chairperson/Vice President, a Committee member elected by the other Committee members present at the Committee meeting, must preside at the Committee meeting.

15. SECRETARY

An Executive Officer or Secretary of the Chamber may be elected annually at the AGM of the Chamber.

The Secretary shall -

- a) Keep a true record of the proceedings of all meetings, which record after confirmation at a subsequent meeting shall be prima facie evidence of the truth of the matter, stated in such record.
- b) Attend all meetings of the Chamber & keep the records and minutes thereof.
- c) Receive all letters and applications addressed to the Management Committee and members of the Chamber.
- d) Arrange all business for the consideration of the Chamber.
- e) Give notice of all meetings of the Chamber.



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- f) Conduct the correspondence of the Chamber.
- g) Preserve the books, documents, records and papers of the Chamber.
- h) Keep the roll of members and any other books of records, which may be required by the Management Committee.
- i) Act as instructed by the Management Committee
- j) If an Executive Officer who is not a member is appointed by the Management Committee, they will assume the role of Secretary and the vacancy then available on the Management Committee may be filled by a non-office bearer.

16. TREASURER

The Treasurer of the Chamber shall be elected annually at the Annual General Meeting of the Chamber.

The Treasurer shall -

- a) Receive all monies of the Chamber and arrange for the issue of all receipts.
- b) Pay all accounts when passed for payment in the manner prescribed by the Management Committee.
- c) Keep a true record of all financial transactions.
- d) Compile a Statement of Receipts and Payments for the current year and submit to the Annual General Meeting.

17. AUDITOR

The Auditor of the Chamber shall be elected annually at the Annual General Meeting.

The Auditor shall -

- a) Audit the financial books of the Chamber.
- b) Submit a report on the trading for the year to the Annual General Meeting.



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18. REGISTER

- (1) The Secretary, on behalf of the Association, must comply with section 53 of the Act by keeping and maintaining-
 - in an up to date condition a register of the members of the Association and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- (2) The register must be so kept and maintained at the Secretary's place of residence, or at such other place as the members at a general meeting decide.
- (3) The Secretary must cause the name of a person who dies or who ceases to be a member under rule 6 to be deleted from the register of members referred to in sub-rule (1).

19. ALTERATION OF RULES

These rules may be added to, altered or replaced only at a Special General Meeting called for that purpose, by special resolution and by otherwise complying with Part 3 Division 2 of the Act, at which no other business shall be transacted.

20. SUBSCRIPTIONS

- (1) The annual subscription of members to the Chamber shall be such amount or the Management Committee shall from time to time determine amounts as and in making such determination, different rates may be prescribed for different classes of members.
- (2) Each member must pay to the Treasurer, annually on or before 1 September 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-rule (2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
- (4) A person exercises all the rights and obligations of a member for the



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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, or such other time as the Committee allows.

21. WINDING UP

The Chamber may be wound up and dissolved by special resolution if 75% of members present and entitled to vote at a general meeting thereof so resolve. If upon the winding up or dissolution of the Chamber there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall be given or transferred to such other Chamber, association, institution or body having objects similar in whole or in part to the objects of the Chamber as the meeting resolving to wind up and dissolve or as any subsequent meeting may determine and in default of any such determination as aforesaid as a Judge of the District Court determines. In no circumstances whether upon the winding up and dissolution of the Chamber or otherwise shall any portion of the property of the Chamber be paid to or distributed among members of the Chamber.

22. GRIEVANCES & DISPUTES

Parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

If the parties are unable to resolve the dispute between themselves within that 14 days any party may give written notice to the Secretary that they wish to have their dispute determined or mediated in accordance with the Model Rules arising from the Associations Incorporations Act 2015.