

# **CONSTITUTION OF DONNYBROOK BALINGUP CHAMBER OF COMMERCE & INDUSTRY INC.**

*Last amendment Sep 2013*

## **1. Name of Association**

The name of the Association shall be Donnybrook Balingup Chamber of Commerce & Industry Inc.

## **2. Definitions**

Unless the contrary intention appears –

**"Committee Meeting"** means meetings referred to in rule 15 (1);

**"Committee Member"** means the person referred to in paragraph, (a), (b), (c), (d) and or (e) of rule 10 (1);

**"financial year"** has the meaning given by section 3 (1) of the Act, a reference in that section to -

- (a) "an incorporated association" or "the association" being construed as a reference to the Association; and
- (b) "the committee" being construed as a reference to the Committee and
- (c) Shall be the annual period from 1<sup>st</sup> July to 30<sup>th</sup> June;

**"general meeting"** means meeting convened under rule 16;

**"member"** means member of the Association;

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

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

**"the Act"** means "The Associations Incorporation Act ( WA ) 1987;

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

**"the President"** means -

- (a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 11; or –
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 10 (1) (a) or, if that person is unable to perform his or her functions, the Vice –President

**"the Committee"** means the Committee of Management of the Association referred to in rule 10 (1);

**"the Secretary "** means the Secretary treasurer referred to in rule 10 (1) (c);

**"the Treasurer"** means the Treasurer referred to in rule 10 (1) (d)

**"the Vice-President"** means the Vice-President referred to in rule 10 (1) (b);

### **3. Objects of Association**

(1) The objects of the Association are –

- (i) To watch over and assist in the promotion and protection of general mercantile interests within Western Australia and in particular the Donnybrook / Balingup Shire of Western Australia.
- (ii) To establish and maintain relations with bodies having similar ideals and objects throughout the State, and to communicate with similar organisations, public authorities or individuals on all matters of mercantile interest.
- (iii) To seek and, as far as an Association can, remove acknowledged grievances affecting the mercantile community or any section thereof.
- (iv) To arbitrate between parties willing to refer to, and abide by, the decision of the Chamber.
- (v) To establish and maintain a code of practice for the purpose of simplifying and facilitating business.
- (vi) To collect and distribute information on all matters of general mercantile interest and to issue publications to facilitate this process.
- (vii) To watch all legislation dealing with mercantile interest and to take such steps as necessary with regard to such legislation.

(2) 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.

### **4. Powers of Association**

(1) The powers conferred on the Association by section 13 of the Act are subject to the following additions, exclusions or modifications -

- (a) Purchase, lease, exchange, hire or otherwise acquire property necessary, to fulfil the objects of the Association;
- (b) Employ and pay employees of the Association and from time to time suspend or dismiss employees;
- (c) Perform other acts as are incidental or conducive to the attainment of the objectives of the Association;

## 5. Qualification for membership of Association

- (1) Membership of the Association is open to any person, firm, company, corporation, authority or association who -
  - (a) are engaged or interested in mercantile interests within the Shire of Donnybrook/Balingup and
  - (b) have expressed support for the objectives of the Association and
  - (c) agree to abide by the rules of the association
- (2) A person who wishes to become a member shall -
  - (a) apply for membership to the Committee in writing,
    - (i) signed by that person and by both of the members referred to in paragraph (b)
    - (ii) in such form as the Committee from time to time directs; and
- (3) The Committee members shall consider each application made under sub rule (2) at a Committee meeting and shall at the Committee meeting or a subsequent Committee meeting accept or reject that application.
- (4) All firms, companies, corporations, authorities, or associations must submit, in writing to the Secretary, the name of the representative(s) or nominee(s) who are to act on their behalf at meetings etc. of the Association. No firm, company, corporation, authority or association may have more than 2 nominees, and only one vote at any meeting.
- (5) Representatives or nominees of Member firms, companies, corporations, authorities, or associations must be employees or associates of the nominating Member, and must be approved by the Committee of Management.
- (6) Written notice of the revocation of power as nominee or representative must be given by the Member to the Secretary of the Association along with the name of the proposed succeeding nominee or representative.
- (7) No employee of the Association may become a member. A person admitted to membership or as a nominee or representative shall automatically cease to be a member or representative if he or she becomes an employee of the Association.
- (8) The Committee shall be entitled at their discretion to refuse to accept any application for membership notwithstanding that the applicant fulfils one or more of the requirements to membership.

## **6. Register of members of Association**

- (2) The Secretary shall on behalf of the Association keep and maintain the register of members in accordance with section 27 of the Act and that register shall be so kept and maintained at his or her place of residence.
- (3) The Secretary shall cause the name of a person who dies or who ceases to be member under rule 8 (1) or rule 9 to be deleted from the register of members referred to in rule 6 (1).

## **7. Subscriptions of members of Association**

An annual subscription fee, as agreed by the Committee, shall be paid by members of the Association. The membership year shall run from 1st July each year, and pro-rata membership shall be available from the 1<sup>st</sup> August for joining members.

## **8. Resignation of members of Association**

A member who delivers notice in writing of his or her resignation from the Association to the Secretary or other Committee member ceases on that delivery to be a member.

## **9. Expulsion of members of Association**

- (1) If the Committee' considers that a member should be expelled from the membership of the Association because his or her conduct is considered detrimental to the interests of the Association, the Committee shall communicate either orally or in writing, to the member -
  - (a) notice of the proposed expulsion and of the time, date and place of the Committee meeting at which the question of that expulsion will be decided; and
  - (b) particulars of that conduct, not less than 30 days before the date of the Committee meeting referred to in paragraph (a).
- (2) At the Committee meeting referred to in a notice communicated under rule 9 (1) the Committee may having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.
- (3) Subject to rule 9 (5), a member who is expelled under rule 9 (2) from membership of the Association ceases to be a member 14 days after the day on which the decision so to expel him or her is communicated to him or her under rule 9 (2), and the Secretary may give notice by serving it on a member personally, or by sending it by post to a member at the address of the member appearing in the register of members kept and maintained under section 27 of the Act, and when a notice is sent by post, sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.
- (4) A member who is expelled under rule 9 (2) from membership of the Association, shall, if he or she wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in rule 9 (3).

(5) When notice is given under rule 9 (4) –

- (a) the Association, in a general meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or make representations in writing to, the Association in a general meeting, confirm or set aside the decision of the Committee to expel that member; and
- (b) the member who gave that notice does not cease to be a member unless and until the decision of the Committee to expel him or her is confirmed under (9) (a) above.

## **10. Committee of Management**

(1) The affairs of the Association shall be managed exclusively by a Committee of management consisting of -

- (a) a President;
- (b) a Vice President;
- (c) a Secretary;
- (d) a Treasurer;
- (e) Between 2 and 7 other persons,

all of whom shall be members of the Association or nominees of member bodies, as stipulated in rule 5 (1).

(2) At the commencement each annual general meeting all members of the Committee of Management shall stand down.

- (a) Committee members shall be elected at the annual general meeting (AGM) of the association for a term of one year.
- (b) Nominations for Committee Positions.
  - (i) Only financial members of the association may nominate for election.
  - (ii) Subject to 10(3)(b)(i), retiring committee members may nominate for re-election.
  - (iii) Nominations for vacant positions on the Committee may be received in writing prior to the AGM and must be -
    - a) in a form approved by the committee;
    - b) seconded by another member.
  - (iv) Nominations may be received at the annual general meeting.
  - (v) A member may stand and be elected for a maximum of two simultaneous committee positions in any one term.
  - (vi) If any committee positions are not filled at the annual general meeting the committee shall endeavour to fill the positions as soon as possible from the membership of the association for the period up until the next AGM.

- (3) A person who is eligible for election or re-election to be an office bearer or Committee member, may at the annual general meeting concerned -
  - (a) propose or second himself or herself for election or re-election; and
  - (b) vote for' himself or herself.
- (4) If only one person is nominated for election to any office or position of the Committee -
  - (a) the Secretary shall report accordingly to the President, or if the office is that of the President, the Vice-President or member elected to preside at that meeting as stipulated in rule 11 (2) (a) (ii); and
  - (b) the President shall declare that person to be duly elected to that position at the annual general meeting concerned.
- (5) When a casual vacancy within the meaning of each and every part of rule 14 occurs in the membership of the Committee -
  - (a) the Committee shall endeavour to fill that vacancy as Rule 10 (2)(b)(vi); and
  - (b) a member appointed by nomination under rule 10 (5) (a) shall -
    - (i) hold office until the next Annual General Meeting, and
    - (ii) be eligible as an Office Bearer of the Committee.

## **11. President**

- (1) Subject to this clause, the President shall preside at all general meetings and Committee meetings.
- (2) In the event of the absence of the President from a general meeting or Committee meeting -
  - (i) the Vice-President; or
  - (ii) should both the President and the Vice-President be absent, a member elected by the other members present at the general or Committee meeting,shall preside at the general meeting or Committee meeting as the case requires.

## **12. Secretary**

The secretary of the association shall -

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
- (c) comply on behalf of the Association with -
  - (i) section 27 of the Act in respect of the register of members of the Association;

- (ii) section 28 of the Act in respect of the rules of the Association; and
- (iii) section 29 of the Act in respect of the record of office-holders, and any trustees of the Association;
- (d) have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c), other than those required in rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and
- (e) perform other such duties as are required by these rules on the Secretary.

### **13. Treasurer**

The Treasurer of the association shall -

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and shall issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of the Committee and in doing so ensure that all cheques are signed by 1 Committee member other than himself or herself;
- (d) comply on behalf of the Association with sections 25 and 26 of the Act in respect of the accounting records of the Association;
- (e) whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (f) have custody of all securities books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e) of rule 13; and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

### **14. Casual vacancies in membership of Committee**

A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member -

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Vice-President;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;

(e) is absent from more than -

(i) 3 consecutive Committee meetings

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

(f) Ceases to be a member of the Association.

## **15. Proceedings of Committee**

(1) The Committee shall meet together for the dispatch of business not less than once each calendar month and the President may at any time convene a meeting of the Committee.

(2) Each Committee member has a deliberative vote.

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

(4) At a Committee meeting 5 Committee members constitute a quorum.

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

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

## **16. General Meetings**

(1) The Committee of Management -

(a) may at any time convene a special general meeting;

(b) shall convene annual general meetings by section 23 of the Act, and

(c) shall within 30 days of -

(i) receiving a request in writing to do so from not less than 5 members, convene a special general meeting for the purpose specified in that request; or,

(ii) the Secretary receiving a notice under rule 9 (4), convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.

(2) The members making a request referred to in rule 16 (1)(c)(i) shall -

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

(b) sign that request.

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



- (a) in rule 16 (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 rule 16 (1) (c) (ii), the member who gave the notice concerned may himself or herself convene a special general meeting as if he or she were the Committee.
- (4) When a special general meeting is convened under rule 16 (3) (a) or (b) -
- (a) the Committee shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and
  - (b) the Association shall pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to rule 16 (8), the Secretary shall give to all members not less than 14 days' notice of a general meeting and of any motions to be moved at the general meeting.
- (6) A notice given under rule 16 (5) shall specify -
- (i) when and where the general meeting concerned is to be held; and
  - (ii) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (7) In the case of an annual general meeting, other than the first annual general meeting, the order in which business is to be transacted is -
- (i) first, The President or person to preside at that meeting open the meeting;
  - (ii) second, acceptance of apologies, if any;
  - (iii) third, the consideration of the accounts and reports of the Committee;
  - (iv) fourth, the election of Committee members to replace outgoing Committee members;
  - (v) fifth, any other business requiring consideration by the Association in a general meeting.
- (8) The Secretary shall give to all members not less than 14 days' notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.
- (9) The Secretary may give notice under rule 16 (5) or (8) by -
- (i) serving it on a member personally; or,
  - (ii) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under section 27 of the Act.; or,
  - (iii) Sending by email to the registered address appearing in the register of members kept and maintained under section 27 of the Act.

- (10) When a notice is sent by post under rule 16 (9)(ii), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

## **17. Quorum in proceedings at general meetings**

- (1) At a general meeting 5 members present in person constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16 (5) or (8) -
- (i) as a result of a request or notice referred to in rule 16 (1) (c) or as a result of action taken under rule 16 (3) quorum is not present, the general meeting lapses; or
  - (ii) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to be the same venue.
- (3) If within 30 minutes of the time appointed in rule 17 (2) (ii) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The President may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There shall not be transacted at a resumed adjourned general meeting any business other than the business left unfinished or on an agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under rule 16 of the adjourned general meeting as if that general meeting was a fresh general meeting.
- (7) At a general meeting -
- (i) An ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
  - (ii) a special resolution put to the vote shall be decided in accordance with section 24 of the Act.
- (8) A declaration by the President at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with rule 17 (9).
- (9) At a general meeting, a poll may be demanded by the President at the general meeting or by 3 or more members present in person and if so demanded, shall be taken in such a manner as the President directs.
- (10) If a poll is demanded and taken under rule 17 (9) in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.

- (11) A poll demanded under rule 17 (9) on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

## **18. Minutes of meetings Association**

- (1) The Secretary shall cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 21 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.
- (2) The President shall ensure that the minutes taken of a general meeting or Committee meeting under rule 18 (1) are checked and signed as correct by the President of the general meeting or Committee meeting to which those minutes relate or of the next succeeding general meeting or Committee meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that -
  - (a) the general meeting or Committee meeting to which they relate (in this rule called the "meeting") was duly convened and held;
  - (b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
  - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

## **19. Voting rights of members of Association**

- (1) Subject to Rule 5 and its subparagraphs each member or nominee present at a general meeting is entitled to a deliberative vote.
- (2) At each Committee of Management meeting, Committee Members only present are entitled to a deliberative vote.
- (3) At general meetings and Committee meetings, the President, or in his or hers absence the officer or member presiding shall have both a deliberative vote and if necessary to decide an outcome an additional casting vote.

## **20. Proxies of members of Association**

Members at a general Meeting or a Committee meeting shall only have a deliberate vote if they are represented in person as registered in the Register of Members, and no proxy may be appointed.

## **21. Sub-Committees and task Groups**

- (1) The Committee of Management may form sub-committees as and when and for whatever purpose the Committee of Management shall deem necessary or expedient and likewise the Committee of Management shall have the power to disband any and, all such sub-committees when a majority of the Committee of Management deem it necessary to do so. All sub-committees will be bound to all rules and all agreements held and binding upon the Association.
- (2) The Committee of Management may appoint Task Groups to deal with specific issues arising from time to time and each Task Group will report directly to the Committee which appoints it and will be structured and organised in the manner determined by the appointing Committee and each Task Group will be bound to all rules and all agreements held and binding upon the Association.

## **22. Appointment and Duties of the Auditor of the Association**

- (1) At each annual general meeting of the Association, the members present shall appoint a person who is not a member of the Committee of Management of the Association as the Auditor of the Association.
- (2) The Auditor shall be a qualified accountant being a member of an appropriate professional accountancy body or fellowship.
- (3) A person so appointed shall hold office until the annual general meeting next after that at which he or she is appointed and is eligible for re-appointment.
- (4) Once at least in each financial year of the Association, ending 30 June, the accounts of the Association shall be examined by the Auditor appointed.
- (5) The Auditor shall certify as to the correctness of the accounts of the Association and shall in a written statement, report thereon to the members present at the annual general meeting.
- (6) The Auditor -
  - (a) has a right of access to the accounts books, records, vouchers and documents of the Association;
  - (b) may require from the servants of the Association such information and explanations as may be necessary for the performance of the duties of the Auditor;
  - (c) may employ persons to assist in the investigation of the accounts of the Association; and
  - (d) may, in relation to the accounts of the Association, examine any member of the Committee of Management or any servant of the Association.

## **23. Rules of Association**

- (1) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.
- (2) These rules can only be amended by consent of at least 75% of members voting at a meeting.
- (3) The Office of Fair Trading will be advised of any amendments to the constitution.

## **24. Conditions and Requirements of Donors**

- (1) The Secretary shall keep an up-to-date record of all gifts and bequests. The record shall contain particulars of all trusts, conditions and requirements (if any), which the donor may have prescribed in the document creating or imposed at the time of making the gift or bequest.
- (2) The Committee of Management shall make such by-laws as it shall deem necessary to carry out the trusts, conditions and requirements of donors as indicated by them when they made a gift or bequest to the Association.

## **25. Patrons**

The Association may elect a patron or patrons of the Association and may designate any person who accepts the office of patron as a special class or designation of patron.

## **26. Common seal of Association**

- (1) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Association shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in minute book referred to in rule 18.
- (3) The affixing of the common seal of the Association shall be witnessed by any 2 of the President the Secretary and the Treasurer.
- (4) The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

## **27. Inspection of records, etc. of Association**

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

## **28. Distribution of surplus property on winding up of Association**

If, on the winding up of the Association, any property of the Association remains after satisfaction of all the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be given or transferred –

- (a) to another association incorporated under the Act having objects similar to those of the Association, and is not carried out for the purposes of profit or gain to the individual members; or,
- (b) for charitable purposes.

Which incorporated association or purposes, as the case requires, shall be determined by resolution of the members when authorising and directing the Committee under section 33 (3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.