

# **SHOALHAVEN BUSINESS CHAMBER**

# **RULES OF ASSOCIATION**

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# **PART 1 - Preliminary**

## **1. Definitions**

(1) In these rules:

Commissioner means the Commissioner of the Office of Fair Trading

Ordinary member means an authorized representative of a Member entity who is elected to a position on the Management Committee who is not an office-bearer of the Shoalhaven Business Chamber, as referred to in rule 17(2)

Member means an entity operating as a business or organization within the Shoalhaven Region that supports the aims and objectives of the Shoalhaven Business Chamber

Member representative is the authorized representative of the Member business or organization and is the Contact Name on the Membership Application or other such person as notified to the Shoalhaven Business Chamber by the Member from time to time.

Associate member means ex business person resident in the Shoalhaven region who wants to still be involved in business matters, this is a non-voting membership

The Chamber means the Shoalhaven Business Chamber

Committee means the Management Committee of the Shoalhaven Business Chamber

Executive means the office bearers of the Shoalhaven Business Chamber, as referred to in rule 17(2).

Secretary means:

- (a) the person holding office under these rules as secretary of the Shoalhaven Business Chamber, or
- (b) if no such person holds that office – the public officer of the Shoalhaven Business Chamber

Special general meeting means a general meeting of the Shoalhaven Business Chamber other than an annual general meeting

Directed proxy means a direction by a member to the chairperson of the meeting to vote in a specific way on a resolution for which the proxy is given

the Act means the Associations Incorporation Act 1984

the Regulation means the Associations Incorporation Regulation 1999

(2) In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## **Part 2 – Membership**

### **2. Membership qualifications**

An entity is qualified to be a member of the Shoalhaven Business Chamber if, but only if:

- (a) the entity is a registered business or organization referred to in the definition of a member and section 15(1) (a), (b) and (c) of the Act and has not ceased to be a member of the Shoalhaven Business Chamber at any time after incorporation of the Shoalhaven Business Chamber under the Act, or
- (b) the entity conducts business or other activities within the Shoalhaven region

### **3. Application for membership**

(1) An application from an entity for membership of the Shoalhaven Business Chamber:

- (a) must be made in writing in the form set out in Appendix 1 to these rules, and
- (b) must be lodged together with the sum payable under these rules by a member as entrance and annual subscription, with the secretary of the Shoalhaven Business Chamber.

(2) The secretary must, on receipt of the application and payment by the applicant of the sum payable under these rules by a member as entrance and annual subscription, enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Shoalhaven Business Chamber.

(3) as soon as practicable after receiving an application for membership, the secretary must advise the Management Committee of the application.

### **4. Cessation of membership**

An entity ceases to be a member of the Shoalhaven Business Chamber if the entity:

- (a) ceases to operate, or
- (b) ceases to operate within the Shoalhaven region, or

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- (c) resigns membership, or
- (d) is expelled from the Shoalhaven Business Chamber, or
- (e) does not pay the annual renewal subscription within two calendar months of it being due.

## **5. Associate Membership qualifications**

A person is qualified to be an Associate member of the Shoalhaven Business Chamber if, but only if:

- (a) they have been involved in the conduct of a business but are not now involved, and
- (b) they reside in the Shoalhaven region, and
- (c) the person is a natural person;
  - (i) who has been nominated for associate membership of the Shoalhaven Business Chamber under rule 6, and
  - (ii) who has been approved for associate membership of the Shoalhaven Business Chamber by the Management Committee of the Chamber

## **6. Nomination for associate membership**

(1) A nomination of a person for associate membership of the Shoalhaven Business Chamber:

- (a) must be made by a member of the Shoalhaven Business Chamber in writing in the form set out in Appendix 1 to these rules, and
- (b) must be lodged with the secretary of the Shoalhaven Business Chamber

(2) as soon as practicable after receiving a nomination for associate membership, the secretary must refer the nomination to the Management Committee which is to determine whether to approve or reject the nomination.

(3) As soon as practicable after the Management Committee makes that determination, the secretary must:

- (a) notify the nominee, in writing, that the Management Committee approved or rejected the nomination (whichever is applicable), and
- (b) if the Management Committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by an associate member as entrance fee and annual subscription.

(4) The secretary must, on payment by the nominee of the amounts referred to in clause (3) (b) within the period referred to in that provision, enter the nominee's name in the register of associate members and, on the name being so entered, the nominee becomes an associate member of the Shoalhaven Business Chamber.

## **7. Cessation of associate membership**

A person ceases to be an associate member of the Shoalhaven Business Chamber if the person:

- (a) dies, or
- (b) resigns associate membership, or
- (c) is expelled from the Chamber, or
- (d) does not pay the annual renewal subscription within two calendar months of it being due.

## **8. Membership entitlements not transferable**

A right, privilege or obligation which an entity has by reason of being a member of the Shoalhaven Business Chamber:

- (a) is not capable of being transferred or transmitted to another entity, and
- (b) terminates on cessation of the entity's membership.

## **9. Resignation of membership**

(1) A member or associate member of the Shoalhaven Business Chamber is not entitled to resign that membership except in accordance with this rule.

(2) A member or associate member of the Shoalhaven Business Chamber who has paid all amounts payable by the member or associate member to the Shoalhaven Business Chamber in respect of their membership may resign from membership of the Shoalhaven Business Chamber by first giving to the secretary written notice of at least one month (or such other period as the Management Committee may determine) of their intention to resign and, on the expiration of the period of notice, the member or associate member ceases to be a member.

(3) If a member or associate member of the Shoalhaven Business Chamber ceases to be a member under clause (2), and in every case where a member or associate member ceases to hold membership, the secretary must make an appropriate entry in the register of members or associate members recording the date on which the member ceased to be a member.

(4) No amount of the subscription paid by the member or associate member on becoming a member or associate member will be refunded on resignation from the Shoalhaven Business Chamber

## **10. Register of members**

(1) The Public Officer of the Shoalhaven Business Chamber must establish and maintain a register of members and associate members of the Shoalhaven Business Chamber specifying the name and address of each entity which is a member, and the name and address of each person who is an associate member of the Chamber together with the date on which the entity or person became a member or associate member.

(2) The register of members and associate members must be kept at the principal place of administration of the Shoalhaven Business Chamber and must be open for inspection, free of charge, by any member of the Shoalhaven Business Chamber at any reasonable hour.

(3) A member of the Shoalhaven Business Chamber may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Management Committee, that other amount.

## **11. Fees and subscriptions**

(1) A member or associate member of the Shoalhaven Business Chamber must, on admission to the membership or associate membership, pay to the Shoalhaven Business Chamber an annual membership fee as defined from time to time in the Management Policies of the Chamber.

(2) The period of membership or associate membership of the Shoalhaven Business Chamber will be from the date on which the membership fee is first paid for a period of 12 months. Continued membership of the Shoalhaven Business Chamber is contingent on each member or associate member paying the annual membership fee by the anniversary date of the membership.

## **12. Member's liabilities**

The liabilities of a member or associate member of the Shoalhaven Business Chamber to contribute towards the payment of the debts and liabilities of the Shoalhaven Business Chamber or the costs, charges and expenses of the winding up of the Shoalhaven Business Chamber is limited to the amount, if any, unpaid by the member or associate member in respect of membership of the Shoalhaven Business Chamber as required by rule 11.

## **13. Resolution of internal disputes**

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

(2) At least 7 days before the mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

## **14. Disciplining of members**

(1) A complaint may be made to the Management Committee by any person that a member or associate member of the Shoalhaven Business Chamber:

- (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
- (b) has persistently and willfully acted in a manner prejudicial to the interests of the Shoalhaven Business Chamber.

(2) On receiving such a complaint, the Management Committee:

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- (a) must cause notice of the complaint to be served on the member or associate member concerned; and
- (b) must give the member or associate member at least 14 days from the time the notice is served within which to make submissions to the Management Committee in connection with the complaint, and
- (c) must take into consideration any submissions made by the member or associate member in connection with the complaint.

(3) The Management Committee may, by resolution, expel the member or associate member from the Shoalhaven Business Chamber or suspend the member or associate member from membership of the Shoalhaven Business Chamber, if after considering the complaint and any submissions made in connection with the complaint; it is satisfied that the facts alleged in the complaint have been proved.

(4) If the Management Committee expels or suspends a member or associate member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member or associate member of the action taken, of the reasons given by the Management Committee for having taken that action and of the member's right of appeal under rule 15.

(5) The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the member or associate member is entitled to appeal against the resolution concerned, or
- (b) if within that period the member or associate member exercises the right of appeal, unless and until the Shoalhaven Business Chamber confirms the resolution under rule 15(5), whichever is the later.

## **15. Right of appeal of disciplined member or associate member**

(1) A member or associate member may appeal to the Shoalhaven Business Chamber in general meeting against a resolution of the Management Committee under rule 14, within 7 days after notice of the resolution is served on the member or associate member, by lodging with the secretary a notice to that effect.

(2) The notice may, but need not, be accompanied by a statement of the grounds on which the member or associate member intends to rely for the purpose of the appeal.

(3) On receipt of a notice from a member or associate member under clause (1), the secretary must notify the Management Committee which is to convene a general meeting of the Shoalhaven Business Chamber to be held within 28 days after the date on which the secretary received the notice.

(4) At a general meeting of the Shoalhaven Business Chamber convened under clause (3):

- (a) no business other than the question of the appeal is to be transacted, and
- (b) the Management Committee and the member or associate member must be given the opportunity to state their respective cases orally or in writing, or in both, and

- (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(5) If at the general meeting the Shoalhaven Business Chamber passes a special resolution in favour of confirmation of the resolution, the resolution is confirmed.

## **Part 3 – The committee**

### **16. Powers of the committee**

The committee is to be called the Management Committee of the Shoalhaven Business Chamber and, subject to the Act, the Regulation, these rules and the Management Policies approved by the Management Committee from time to time and to any resolution passed by the Shoalhaven Business Chamber in general meeting:

- (a) is to control and manage the affairs of the Shoalhaven Business Chamber, and
- (b) may exercise all such functions as may be exercised by the Shoalhaven Business Chamber, other than those functions that are required by these rules to be exercised by a general meeting of members of the Shoalhaven Business Chamber, and
- (c) has power to perform all such acts and do all such things as appear to the Management Committee to be necessary or desirable for the proper management of the affairs of the Shoalhaven Business Chamber.

### **17. Constitution and membership**

(1) Subject in the case of the first members of the Management Committee to section 21 of the Act, the Management Committee is to consist of:

- (a) the office-bearers of the Shoalhaven Business Chamber, and
- (b) 6 ordinary members' representatives, each of whom is to be elected at the annual general meeting under rule 18.
- (c) any members' representatives or associate members of the Shoalhaven Business Chamber who are co-opted to the Management Committee by the committee for specific purposes
- (d) the presidents; of any sub-groups formed under rule 24, or sub-committees of the Shoalhaven Business Chamber (who are not already office-bearers or elected members of the Management Committee) will be invited to be members of the Management Committee.

(2) The office-bearers of the Shoalhaven Business Chamber are to be:

- (a) the president
- (b) the vice-president
- (c) the treasurer, and
- (d) the secretary.

(3) The office-bearers will form the Executive Committee of the Shoalhaven Business Chamber

(4) Each member of the Management Committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election

(5) In the event of a casual vacancy occurring in the membership of the Management Committee, the committee may appoint a member of the Shoalhaven Business Chamber to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

## **18. Election of members**

(1) Nominations of candidates for election as office-bearers of the Shoalhaven Business Chamber or as ordinary members of the Management Committee:

- (a) must be made in writing, signed by 2 members' representatives of the Shoalhaven Business Chamber and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
- (b) must be delivered to the secretary of the Shoalhaven Business Chamber at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

(2) If insufficient nominations are received to fill all vacancies on the Management Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

(3) If insufficient further nominations are received, any vacant positions remaining on the Management Committee are taken to be casual vacancies.

(4) If the number of nominations received is equal to the number of vacancies to be filled, the positions nominated are taken to be elected.

(5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

(6) The ballot for the election of office-bearers and ordinary members of the Management Committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

## **19. Secretary**

(1) The secretary of the Shoalhaven Business Chamber must, as soon as practicable after being appointed as secretary, lodge notice with the Shoalhaven Business Chamber of his or her address.

(2) It is the duty of the secretary or nominee to keep minutes and records of:

- (a) all appointments of office-bearers and members of the Management Committee
- (b) the names of members of the Management Committee present at a committee meeting or a general meeting, and

- (c) all proceedings at Management Committee meetings and general meetings.

(3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **20. Treasurer**

It is the duty of the treasurer of the Shoalhaven Business Chamber to ensure:

- (a) that all money due to the Shoalhaven Business Chamber is collected and received and that all payments authorized by the Shoalhaven Business Chamber are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Shoalhaven Business Chamber, including full details of all receipts and expenditure connected with the activities of the Shoalhaven Business Chamber.

## **21. Casual vacancies**

For the purpose of these rules, a casual vacancy in the office of a member of the Management Committee occurs if the member:

- (a) dies, or
- (b) ceases to be a representative of a member of the Shoalhaven Business Chamber, or
- (c) becomes insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under rule 22, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Management Committee from all meetings of the committee held during a period of 6 months.

## **22. Removal of member**

(1) The Shoalhaven Business Chamber in general meeting may by resolution remove any member of the Management Committee from the office of member of that committee 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.

(2) If a member of the Management Committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that representation be notified to the members of the Shoalhaven Business Chamber, the secretary or the president may send a copy of the representations to each member of the Shoalhaven Business Chamber or, if the representations are not sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **23. Meetings and quorum**

(1) The Management Committee must meet at least three times in each period of 12 months at such place and time as the committee determines.

(2) Additional meetings of the Management Committee may be convened by the president or by any other office bearer of the committee.

(3) Oral or written notice of a meeting of the Management Committee must be given by the secretary to each member of the committee at least 48 hours before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting

(5) Any five members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the committee.

(6) No business is to be transacted by the Management 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 is to stand adjourned to the same place and at the same hour of the same day of the following week.

(7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting the meeting is to be dissolved.

(8) At a meeting of the Management Committee:

(a) the president or, in the president's absence, the vice-president is to preside, or

(b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the Management Committee as may be chosen by the members present at the meeting to preside.

## **24. Establishment of sub-groups**

(1) The Management Committee and the members can from time to time determine the need for the establishment of sub-groups of the Shoalhaven Business Chamber due to the geographical extent of the region and the diverse industries represented within the Chamber.

(2) All members of sub-groups will be full members of the Shoalhaven Business Chamber and entitled to all of the benefits available to full members.

(3) Sub-groups may form their own management committees which will be deemed to be sub-committees of the Shoalhaven Business Chamber as defined in these rules.

(4) Sub-groups may consider matters specific to their particular area or industry, however, they will at all times be subject to these rules and the Management Policies of the

Shoalhaven Business Chamber Management Committee and any resolution passed by the Chamber in general meeting.

## **25. Delegation by committee to sub-committee**

(1) The Management Committee of the Shoalhaven Business Chamber may from time to time appoint sub-committees for specific purposes and will designate those sub-committees in the Shoalhaven Business Chamber Management Policies.

(2) The Management Committee will, by instrument in writing, delegate to sub-committees (consisting of such members' representative or representatives of the Shoalhaven Business Chamber as the committee thinks fit) the exercise of such of the functions of the Management Committee as are specified in the instrument, other than:

- (a) this power of delegation, and
- (b) a function which is a duty imposed on the Management Committee by the Act or by any other law.

(3) The instruments of delegation will form a part of the Management Policies of the Shoalhaven Business Chamber

(4) 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.

(5) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

(6) Despite any delegation under this rule, the Management Committee may continue to exercise any function delegated.

(7) 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 Management Committee.

(8) The Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.

(9) A sub-committee may meet and adjourn, as it thinks proper.

## **26. Voting and decisions**

(1) Questions arising at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.

(2) Each member present at a meeting of the Management 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.

(3) Subject to rule 23(5), the Management Committee may act despite any vacancy on the committee.

(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Management Committee or sub-committee.

## **Part 4 - General meeting**

### **27. Annual general meetings – holding of**

(1) With the exception of the first annual general meeting of the Shoalhaven Business Chamber, the Shoalhaven Business Chamber must, at least once in each calendar year and within the period of 3 months after the expiration of each financial year of the Shoalhaven Business Chamber, convene an annual general meeting of its members.

(2) The Shoalhaven Business Chamber must hold its first annual general meeting;

- (a) within the period of 18 months after its incorporation under the Act, and
- (b) within the period of 6 months after the expiration of the first financial year of the Shoalhaven Business Chamber.

(3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under section 26(3) of the Act.

### **28. Annual general meetings – calling of and business at**

(1) The annual general meeting of the Shoalhaven Business Chamber is, subject to the Act and to rule 27, to be convened on such date and at such place and time as the Management Committee thinks fit.

(2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
- (b) to receive from the committee reports on the activities of the Shoalhaven Business Chamber during the last preceding financial year,
- (c) to elect office-bearers of the Shoalhaven Business Chamber and ordinary members of the Management Committee,
- (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.

(3) An annual general meeting must be specified as such in the notice convening it.

## **29. Special general meetings – calling of**

(1) The Management Committee may, whenever it thinks fit, convene a special general meeting of the Shoalhaven Business Chamber.

(2) The Management Committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Shoalhaven Business Chamber.

(3) A requisition of members for a special general meeting:

- (a) must state the purpose or purposes of the meeting, and
- (b) must be signed by the members making the requisition, and
- (c) must be lodged with the secretary, and
- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

(4) If the Management 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 made the requisition may convene a special meeting to be held not later than 3 months after that date.

(5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Management Committee and any member who consequently incurs expenses is entitled to be reimbursed by the Shoalhaven Business Chamber for any expenses so incurred.

## **30. Notice**

(1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Shoalhaven Business Chamber, the secretary must, at least 14 days before the date fixed for 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.

(2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Shoalhaven Business Chamber, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given 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.

(3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 28(2).

(4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.



## **31. Procedure**

(1) No item of business is to 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.

(2) Five percent of the membership present in person (being members entitled under these rules to vote at a general meeting) constitutes a quorum for the transaction of the business of a general meeting.

(3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- (a) if convened on the requisition of members, is to be dissolved, and
- (b) in any other case, is to 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.

(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 at least 3 percent of the membership) is to constitute a quorum.

## **32. Presiding member**

(1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Shoalhaven Business Chamber.

(2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

## **33. Adjournment**

(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 is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Shoalhaven Business Chamber stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(3) Except as provided in clauses (1) and (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**

(1) A question arising at a general meeting of the Shoalhaven Business Chamber is to 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 Shoalhaven Business Chamber, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(2) At a general meeting of the Shoalhaven Business Chamber, a poll may be demanded by the chairperson or by at least three members present in person at the meeting.

(3) If a poll is demanded at a general meeting, the poll must be taken.

- (a) 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
- (b) 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 is taken to be the resolution of the meeting on that matter.

## **35. Special resolution**

A resolution of the Shoalhaven Business Chamber is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the Shoalhaven Business Chamber as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 day's written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Commissioner.

## **36. Voting**

In recognition of the dispersed nature of the membership of the Shoalhaven Business Chamber across the Shoalhaven region the voting rights of all of the members will be maintained by the application of personal, directed proxy or proxy voting.

(1) On any occasion arising at a general meeting of the Shoalhaven Business Chamber a member has one vote only.

(2) All votes must be given personally or by proxy but no member may hold more than three proxies.

(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.

(4) A member is not entitled to vote at any general meeting of the Shoalhaven Business Chamber unless all money due and payable by the member to the Shoalhaven Business Chamber has been paid, including the amount of the annual subscription payable in respect of the then current year.

## **37. Appointment of proxies**

(1) Each member is to be entitled to appoint another member as proxy or direct the chairperson of the meeting to vote in a specific manner 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.

(2) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

## **Part 5 - Miscellaneous**

### **38. Insurance**

The Shoalhaven Business Chamber may effect and maintain insurance

### **39. Funds – source**

(1) The funds of the Shoalhaven Business Chamber are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Management Committee of the Shoalhaven Business Chamber, such other sources as the committee determines.

(2) All money received by the Shoalhaven Business Chamber must be deposited as soon as practicable and without deduction to the credit of the Shoalhaven Business Chamber's bank account.

(3) The Shoalhaven Business Chamber must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **40. Funds – management**

(1) Subject to any resolution passed by the Shoalhaven Business Chamber in general meeting, the funds of the Shoalhaven Business Chamber are to be used in pursuance of the objects of the Shoalhaven Business Chamber in such manner as the Management Committee determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Management Committee or employees of the Shoalhaven Business Chamber, being members or employees authorised to do so by the Management Committee.

## **41. Alteration of objects and rules**

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Shoalhaven Business Chamber.

## **42. Common seal**

(1) The common seal of the Shoalhaven Business Chamber must be kept in the custody of the public officer

(2) The common seal must not be affixed to any instrument except by the authority of the Management Committee and the affixing of the common seal must be attested by the signatures of either of two members of the Management Committee or of one member of the committee and of the public officer or secretary.

## **43. Custody of books**

Except as otherwise provided by these rules; the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Shoalhaven Business Chamber.

## **44. Inspection of books**

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

## **45. Service of notices**

(1) For the purpose of these rules, a notice may be served on or given to a person representing a member:

- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post to the address of the person, or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

(2) For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of the notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.