

MANJIMUP CHAMBER OF COMMERCE & INDUSTRY (INC.)

CONSTITUTION

reviewed August 2009

1. Name of Association

The name of the Association shall be Manjimup Chamber of Commerce & Industry Inc. ("the Chamber")

2. Interpretation

(a) In the event of any question arising as to the interpretation or application of the rules the Executive Committee shall decide the same, subject to an appeal to a final decision by a general meeting of the Chamber.

(b) In these Rules wherever the word "firm" appears it is deemed to include companies and other incorporated bodies.

(c) In these Rules "The Act" means the Association Incorporation Act 1987 (WA) as amended.

3. Objectives of the Chamber

(1) The objects of the Chamber are:

(a) To act as a forum for all businesses in Manjimup regardless of size of business. To encourage and promote the use of businesses located within the Manjimup District and to develop and sustain Manjimup businesses.

(b) To develop, encourage and promote good and productive relationships with the Shire Council and other Government Departments and Agencies and to establish and maintain relations with bodies having similar objectives throughout the State. To communicate with similar organisations, public authorities or individuals on all subjects of mercantile interest.

(c) To support and promote business training and business development using local delivery and facilities and to promote a high standard of customer service.

4. Qualification for Membership

(a) A candidate for membership may be any person, company or firm interested in the various branches of trade, commerce and similar activities, in the Manjimup region, who shall be duly nominated and elected, and shall pay their subscriptions as hereinafter provided.

(b) A candidate for membership must make application in writing on the prescribed form and must be proposed for membership by a member of the Chamber. Such application shall be brought before the Executive Committee at its next or subsequent meeting, when the majority of members or the Executive Committee then present may elect the candidate or otherwise as they deem fit.

5. Life Members

A person who has given distinguished service over a period of years to the Chamber shall, if meets the criteria below be accorded the distinction of Life Membership. A Life Member shall not be liable for payment of the subscription.

Nominees must display the following to the Manjimup Chamber and the Manjimup business community

- ❖ Demonstrate distinguished service to the Manjimup Chamber of Commerce and the Manjimup business community, minimum period of 15 (fifteen) years
- ❖ To maintain an active role on the Chamber Executive Committee for a minimum of 7 (seven) years. Total number of years, does not have to be consecutive years
- ❖ Written nominations only accepted and due by 30th June each year. Nominations must be signed by a minimum of two current Chamber members. Nominations to be presented to the President and Chamber Executive
- ❖ Nominations to include details of nominee's participation and involvement in and for the Manjimup Chamber of Commerce and Manjimup business community
- ❖ Executive Committee will approve nomination by majority vote
- ❖ Executive Committee decision to be ratified at Chamber general meeting, approval by majority vote
- ❖ Upon life membership approval at general meeting the President will then immediately notify awardee
- ❖ Life membership badge to be presented at Chamber function

6. Honorary Members

The Executive Committee may admit to honorary membership of the Chamber, persons distinguished in public affairs, commerce or finance and representatives of invited appropriate organisations and such members shall not be required to pay any subscriptions. Honorary members may attend and speak at general meetings but shall not be allowed to vote thereat.

The term of the honorary membership shall be determined by the Executive Committee. All honorary memberships will be reviewed annually at the Annual General Meeting.

7. Firms and Companies

(a) Any firm or company shall be entitled to one or more representatives to the Chamber whose names shall be notified to the Executive Committee in writing. Such representatives may appoint in writing some other member of their firm or company or other executive officer of their firm or company to attend at meetings of the Chamber at which they are not present. Such substitute shall not be eligible for election to any office. Should more than one representative of any firm or company be present only one of them shall be entitled to vote.

(b) Representatives of any firm or company may, if they so wish, bring to a general meeting executive officers of their firms or companies, not exceeding for any one firm or company three in number. These visitors may speak on any subject, but shall not have the right to vote, and only the nominated representatives shall be counted in the consideration of a quorum.

8. Register of Members

(a) The Secretary shall on behalf of the Chamber keep and maintain a register of members in accordance with Section 27 of The Act.

(b) The Secretary shall cause the name of a person who dies or who ceases to be a member to be deleted from the register of members.

9. Resignation of Members

A member who delivers notice in writing of resignation from the Chamber to the Secretary ceases on that delivery to be a member, and shall not be entitled to any refund of fees but shall remain liable for any arrears of subscription then due.

10. Disqualification/Termination of Membership

(a) Any member whose subscription is six or more months in arrears shall cease to be a member, but may be readmitted by consent of the Executive Committee on payment of all arrears. Subscriptions in arrears shall be treated as debts due to and recoverable by the Chamber.

(b) Any person who shall take the benefit of any law relating to insolvent debtors shall cease to be a member of the Chamber, but after obtaining discharge may on application be readmitted by the Executive Committee on payment of all arrears.

(c) Any member may be expelled from the Chamber by votes of at least two-thirds of the members present at a special meeting convened to consider the expulsion; such meeting to consist of not less than ten members. Notice in writing setting forth the grounds of complaint against the member is to be sent to all members at least seven days before the meeting.

(d) A member who is expelled from membership of the Chamber, may appeal against that expulsion by giving notice to the Secretary of such intention within fourteen (14) days after the day on which the decision to expel was made.

(e) When such notice of intention is given, the Chamber at a General meeting may, after having afforded the expelled member a reasonable opportunity to be heard by the Chamber, confirm or set aside the decision to expel that member.

11. Executive Committee

(a) The affairs of the Chamber shall be managed by an Executive Committee consisting of a President, a Vice President, a Treasurer, a Secretary and not less than four members, all of whom shall be elected for one year at the Annual General Meeting of the Chamber.

(b) The Secretary and/or treasurer may be a member of the Chamber or can be an employee.

12. Leave of Absence

The Executive Committee may grant leave of absence to any member of the Executive Committee for such term as it deems fit.

13. Casual Vacancies in Executive Committee

The Executive Committee by resolution may declare vacant the seat of any of its members if the Executive Committee member dies, resigns, or is absent from three consecutive executive meetings without leave of absence, or has been expelled from the Chamber, and shall fill the vacancy for the remainder of such term. Should the vacancy be that of President, the newly-elected President shall be entitled to be ex-officio member of the Executive Committee for the current year. The Executive Committee shall report to the next general meeting of the Chamber.

14. Election of Executive Committee

- (a) Candidates for positions in the Executive Committee must be nominated and elected at the annual general meeting of the Chamber, and in the event of more than one candidate being nominated for any office; the office shall be determined by ballot in the following order. President, Vice-President, Treasurer, Secretary, Committee Members.
- (b) Where a ballot is necessary, the Secretary shall deliver to each member attending the Annual General Meeting a ballot paper and the members shall each write thereon the name of the candidate they nominate, but should any member nominate more than one then that vote will be held informal. The voting papers shall be counted by scrutinizers appointed by the meeting, who will count the votes and report the result to the Chairperson.
- (c) Should an equal number of votes be recorded for two or more candidates, the Chairperson may, with regard to these candidates, decide either to take a second ballot, or exercise a casting vote in addition to an ordinary vote, or determined by lot, who is to be elected.
- (d) If a casual vacancy shall occur in any office the Secretary shall forthwith convene a special meeting of the Association to appoint an Office Bearer to fill the vacancy. An Office Bearer so appointed shall hold office until the next Annual General Meeting but shall be eligible for re-election.

15. Executive Meetings

- (a) The Executive Committee shall meet as required.
- (b) Special meetings of the Executive Committee may be called by the President, or in the absence of the President, by the Vice-President and shall be called by either of them on requisition signed by three members of the Executive Committee within fourteen (14) days of the request being presented.
- (c) Members of the Executive Committee are requested, but not required, to advise the Secretary of any business which they wish to bring forward at meetings, so that an agenda paper for the information of members may be prepared.
- (d) Voting rights at these meetings are restricted to Executive Committee Members only.

16. Powers of the Executive Committee

The Executive Committee shall have the power to:

- (a) Appoint, suspend and dismiss the servants of the Chamber and from time to time fix their respective remuneration and duties; and
- (b) Rent premises at such rent and on such terms as may be deemed most expedient; and
- (c) Obtain legal advice on any matters within the objects of the Chamber; and
- (d) Appoint sub-committees from members of the Chamber for special purposes. Such sub-committees shall include at least one member of the Executive Committee, the President or Acting President being ex-officio a member of all sub-committees; and
- (e) Control and manage the income and expenditure and all other affairs and concerns of the Chamber, subject to these Rules; and
- (f) Make by-laws for the regulation of the affairs and proceedings of the Chamber, such by-laws not to be inconsistent with these Rules. By-laws to be ratified by the membership at a general meeting. All by-laws passed are to be attached as appendices of the Constitution.

17. Voting Rights of Members

New members have right to vote upon becoming financial members.

Subject to these Rules, members shall have a deliberative vote which may be exercised if they are present, in person, or, if not present, either:

- (a) By postal vote;
- (b) E-mail; or
- (c) By proxy

Each member is entitled to one vote and in the case of the Chairperson shall have a casting vote in addition to their deliberate vote. All questions shall be decided by majority vote.

18. Proxies of Members

A member may appoint, in writing (which may be transmitted by facsimile, e-mail or delivered by hand, or post) another person to be the proxy, to attend and vote on behalf of the appointing member.

19. General Meetings

(a) General meetings of the Chamber shall be held monthly (except where otherwise decided by the Executive Committee) for the purpose of discussing any measure or subjects of public interest which may arise, and the Executive Committee shall select the subjects for discussion at such meetings. Any matter not on the agenda paper may be brought forward by a member of the Chamber and discussed at the General Meeting subject to normal procedures.

(b) Five (5) working days written notice shall be given to members of general meetings.

(c) All questions, unless otherwise provided for in these Rules, shall be decided by the votes of a majority of the members present.

(d) At all general meetings of the Chamber, ten (10) shall form a quorum.

20. Special General Meetings

(a) The President, or in the absence of the President, a Vice-President, may whenever they deem fit, and shall upon requisition of seven members of the Chamber, made in writing and stating the objects for which the meeting is to be called, convene a special general meeting.

(b) If in the case of a requisition, a special meeting is not convened within ten days of its receipt, the requisitionists may themselves convene such a meeting, and the expense of so convening the same shall be defrayed by the Chamber. Notice of such a meeting, stating the objects, shall be given by circular to all members of the Chamber.

(c) Minimum of ten members for a quorum.

21. Annual General Meeting

The Annual General Meeting shall be held by the 15th October and the business of such a meeting shall (in addition to the election of officers and Executive and such other business as may be set forth in the by-laws of the Chamber) be to receive the reports of the President and Treasurer and a duly audited statement of the accounts of the Chamber for the financial year ending on the last day of June. The appointment of the Auditor is to be undertaken at the annual general meeting.

The Secretary shall place before the member's documents showing:

(a) The number of new members for the year, and

(b) The number of those who ceased to be members of the Chamber during the year, and

(c) The total number of members; and

(d) Minimum of ten members to form a quorum.

If any office bearing positions are not filled at the time of the Annual General Meeting a special meeting shall be held within thirty (30) days of the Annual General Meeting to elect officers to those vacant positions.

22. Subscriptions

The Annual subscription due to the Chamber from each member shall be such amount as may be determined at the first possible meeting of the new financial year.

Membership fees to run from July to June. Half yearly payments will be accepted to take membership to the end of June.

23. Notices

Notice to members shall be deemed sufficient when notice is provided to the address in the register of members maintained by the Secretary in accordance with The Act.

The accidental omission to give notice of a meeting or non-receipt of a notice of a meeting by any member shall not invalidate the proceedings of any meeting.

24. Motions on Notice

Motions on notice may be voted for by writing, via facsimile transmission, post, e-mail or personal delivery, to the Secretary, if the member does not attend the meeting. At least seven (7) days notice of such motions shall be given to all members.

25. Auditor

At the Annual General Meeting an Auditor, who shall be a duly qualified practising accountant, shall be appointed for the ensuing year.

26. Members' Special Questions

Members of the Chamber having a question or matter to be considered, shall be entitled to attend any ordinary meeting of the Executive Committee and bring forward the subject for discussion. The Executive Committee shall also have the power to require the attendance of any such member for the purpose of affording any necessary explanation or information. Such member shall not be entitled to vote, and shall, if requested by the Chairperson, withdraw from the meeting while the Executive Committee deliberate and decide upon the matter.

27. Chairperson

At all meetings, unless those present unanimously otherwise agree, the President, or in the absence of the President, the Acting President or the Vice-President, shall chair the meeting and shall have a casting vote besides deliberative vote, but if none of the three attend within ten minutes of the approved time, the members present shall elect a chairperson, who shall have a similar privilege in voting.

28. Common Seal

The Chamber shall have a Common Seal, which shall be kept in the custody of the Secretary at the office of the Chamber. Such Seal shall only be used and affixed in each case pursuant to a resolution of the Executive Committee, and then in the presence of the President or Vice-President and the Secretary. Both persons present at the using and affixing of such Seal shall thereupon countersign the document to which it has been affixed.

29. Inspection of Records and Documents

A member may at any reasonable time and by appointment, inspect the books, documents, records and securities of the Chamber, which are kept in the custody of the Secretary at the office of the Chamber.

30. Payments/ Income/Property

All payments shall be made on the authority of the Executive Committee by cheque to be signed by the Treasurer and one other of the Executive Committee or alternatively any two members of the Executive Committee.

To invest the monies of the Chamber in such a way as may be deemed fit by the Executive Committee.

The property and income of the Chamber shall be applied solely towards the promotion of the objects of the Chamber 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.

31. Alterations

(a) The Chamber may not alter or rescind these Rules, or make additional Rules, unless in accordance with the procedure set out in Sections 17, 18 and 19 of The Act.

(b) These Rules bind every member of the Chamber.

32. Dissolution

The Association may be dissolved or wound up by resolution at any general or special meeting called for such a purpose on the vote of three quarters of the members in attendance and entitled to vote.

33. 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 the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed to another incorporated association having objects similar to those of the Association.

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 amongst members of the Chamber.

34. Interpretation

The Executive Committee shall be the sole authority for the interpretation of these Rules and Regulations and of the By-laws and Regulations which the Executive Committee is authorised and empowered to make and the decision of the Executive Committee upon question of interpretation, or by any matter affecting the Association and not provided for by these Rules and regulations, or by the rules and regulations made herein, shall be final and conclusive.

35. Non-for-profit Organisation

In reference to the Manjimup Chamber of Commerce & Industry (Inc), it is hereby stated that no asset or income from this organisation will be used by any member or person except for the furtherance of the organisation.

Further, no portion of any asset or income will be distributed to the members except as bona-fide compensation for monies spent. Proof of reason for compensation will always be provided.

BY-LAWS

1. Order of Business

The business at all meetings of the Chamber shall be taken in the following order.

- (a) Confirmation of Minutes and discussion or relative business.
- (b) Correspondence
- (c) Passing of Accounts – acceptance of financial report
- (d) Postponed business
- (e) Business of which notice has been given
- (f) Such other business as may be brought forward

2. Secretary

It shall be the duty of the Secretary to have the minutes of all meetings ready for confirmation at the succeeding meeting. The Secretary shall give notices of all meetings as directed by the President.

The Secretary must undertake all duties as set out in the duty statement.

3. Treasurer

It shall be the duty of the Treasurer to maintain a set of records to provide an accurate record of the Chamber's financial affairs and position and auditable trail.

Provide for each meeting a financial statement, detailed receipts and expenses and current cash balance.

To receive monies and make payments as lawfully directed by the Executive Committee.

To present all accounts to the Auditor and present the audited Statement of Accounts to the Annual General Meeting.

4. President

Public statements on behalf of the Chamber should be made by the President or expressed delegate.

Part IV — Rules of incorporated associations

This is copied from the Department's Rules and Guidelines

16. Rules of association

The rules of an association do not conform to the requirements of this Act unless they include provision in respect of each of the matters that are specified in Schedule 1 and the rules are otherwise consistent with this Act.

17. Addition and alteration of rules

- (1) Subject to sections 18 and 19, an incorporated association may alter its rules by special resolution but not otherwise.
- (2) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow, an incorporated association shall lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the committee certifying that the resolution was duly passed as a special resolution and that the rules of the association as so altered conform to the requirements of this Act.
- (3) An alteration of the rules of an incorporated association does not take effect until subsection (2) is complied with.

18. Change of name of incorporated association

- (1) An alteration of the rules of an incorporated association having effect to change the name of the association does not take effect until section 17 is complied with and the approval of the Commissioner is given to the change of name.
- (2) The Commissioner may direct that notice of a proposed change of name of an incorporated association be published in accordance with his directions as a pre-requisite to his approval of the change.
- (3) The Commissioner shall not approve a name under this section unless he is of the opinion that the proposed name is an appropriate name under which an association might be incorporated under this Act.
- (4) If the Commissioner refuses to approve a name under this section, the association may apply to the State Administrative Tribunal for a review of the decision of the Commissioner.
- [(5) deleted]*
- (6) Where the Commissioner approves a change of name of an incorporated association he shall issue a new certificate to be known as a certificate of incorporation on change of name.
- (7) A change of name of an incorporated association shall not affect the identity of the body corporate or any right or obligation of the association and shall not render defective any legal proceeding by or against the association and any legal proceeding that might have been commenced or continued by or against it by its former name may be commenced or continued by or against it by its new name.

[Section 18 amended by No. 55 of 2004 s. 61.]

19. Alteration of objects of incorporated association

- (1) An alteration of the rules of an incorporated association having effect to alter the objects or purposes of the association does not take effect until section 17 is complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

- (2) The Commissioner may direct that notice of a proposed change of the objects or purposes of an incorporated association be published in accordance with his directions as a pre-requisite to his approval of the change.
- (3) If the Commissioner refuses to approve an alteration of the objects and purposes of an incorporated association under subsection (1), the incorporated association may apply to the State Administrative Tribunal for a review of the decision of the Commissioner.

[Section 19 amended by No. 55 of 2004 s. 62.]