

Constitution



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Contents

- 1. Definitions 3**
- 2. Office 3**
- 3. Objects 3**
- 4. Membership 4**
- 5. Subscriptions and Fees 4**
- 6. Levies 5**
- 7. Register 5**
- 8. Termination of Membership 5**
- 9. Funds, Remuneration, Compensation and Liabilities of Members 6**
- 10. Management 7**
- 11. Election of Executive Committee 9**
- 12. Meetings 10**
- 13. Payments and Finance 11**
- 14. Ballot and Proxies 11**
- 15. By-Laws 12**
- 16. Custody of books 12**
- 17. Inspection of books 12**
- 18. Submissions to Government Authorities 12**
- 19. Emails as Notification 12**
- 20. Changing This Constitution 13**
- 21. Amendments register 13**

Constitution



1. Definitions

1.1 **Chamber** means Hawkesbury City Chamber of Commerce Inc.

Executive Committee is given the meaning in clause 10.2.

General Executive Member means any member of the Executive Committee who is not an office-bearer.

Members means all organisations and individuals entered on the membership register with the Chamber and currently compliant with all Membership requirements including payment of all fees owing, in full, at the time in question.

Region means the region of operation for the Chamber, being the Hawkesbury Local Government Area.

2. Office

2.1 The office of the Chamber is situated at the address nominated by the Executive Committee and notified to the required Government Authorities and at the location of each general meeting/executive meeting which the Executive Committee shall determine.

3. Objects

3.1 The objects for which the Chamber is established are:

3.1.1 to promote, encourage, maintain, support and assist businesses in the region on a not-for-profit basis;

3.1.2 to consider all questions connected with business in the region;

3.1.3 to promote, support or oppose legislative or other measures affecting business in the region to the benefit of Members;

3.1.4 to collect and circulate statistics and other information relating to business in the region;

3.1.5 to develop policies and strategies for the benefit of Members;

3.1.6 to undertake training and education for the benefit of members;

3.1.7 to engage in other business activities as decided by the Executive Committee, including but not limited too, purchasing or investing in real or personal property;

3.1.8 to lobby on behalf of businesses in the Region;

3.1.9 to foster knowledge of the Region nationally and internationally;

3.1.10 to offer and provide unified representation for business in the Region;

3.1.11 to promote and maintain co-operation, collaboration and close relations with other like-minded organisations;

3.1.12 to affiliate and co-operate with other groups representing business interests within the Region;

Constitution



- 3.1.13** to create opportunities for Members to share knowledge, expertise and resources, and to develop productive business relationships;
 - 3.1.14** to grow industry and commerce in the Region, including the development of new business and industry for the Region;
 - 3.1.15** to provide support to charities based within the Region;
 - 3.1.16** to do such things as may be conducive to the extension of business in the region or incidental to the attainment of the above objects.
- 3.2** The Association must apply its funds and assets so as to be consistent with its objectives. The association is prohibited from providing pecuniary gain for any of its members. A 'pecuniary gain' is defined in section 5 of the *Associations Incorporation Act 2009* or subsequent legislation. This shall not prevent the payment in good faith of remuneration to any persons employed by the Association or payment to any member of the Association for services rendered or costs incurred in the fulfillment of their Association roles.

4. Membership

- 4.1** The foundation Members of the Chamber shall be the persons, firms, or companies entered in the Register of Members on the 23rd September 1998.
- 4.2** Any person, firm or company engaged in business in the Region shall be eligible to make application for membership. Applicants for membership shall make application to the Executive Committee or the nominated representative of the Executive Committee in writing using any means prescribed including electronic if available. Applicants shall become members if approved by resolution of the Executive Committee, following payment of the prescribed fees and being entered on the membership register. All Membership applications must be resolved at the next ordinary meeting of the Executive Committee. If the prescribed fees are not paid within 28 days of invoice, the membership application will be deemed to have not proceeded.
- 4.3** Any applicant that is not a sole trader or individual must supply the name or names of their representatives at the time of application. The names of the representatives can be changed at any time by written notification from a current director or partner of the member if membership is approved.
- 4.4** It is an obligation of all applicants to inform the Chamber of any personal circumstance that may bring the Chamber into disrepute, including but not limited too if the applicant, their directors or their representatives has declared Bankruptcy or entered into liquidation in the last 7 years, been charged with an indictable offense or expressed public views that are in opposition to the Chamber and the Chamber's objectives.
- 4.5** The Chamber reserves the right to reject any application for membership without giving a reason.

5. Subscriptions and Fees

- 5.1** The annual subscription payable by members of the Chamber shall be the sum, as the

Constitution



Executive Committee may from time to time determine. The annual subscription shall be invoiced one month prior to the membership lapsing and is payable prior to membership lapsing. If payment is not received the membership will be terminated.

- 5.2 In determining the annual subscription, the Executive Committee may prescribe differing levels of membership with different subscriptions.
- 5.3 The Chamber's financial year shall be from the 1st day of July to the last day of June in the next succeeding year.

6. Levies

- 6.1 The Chamber may by resolution of an ordinary General Meeting impose a levy (not exceeding 50% of the appropriate annual subscription in any one financial year) on members of the Chamber. Notice of the intention to impose such levy shall be given in writing to all members of the Chamber with the Notice convening the General Meeting.

7. Register

- 7.1 The Chamber shall keep a register of its members at the registered address, in electronic or written form, and therein shall be entered the following particulars:
 - 7.1.1 The name, postal address, street address, email address and date membership commenced for each member.
 - 7.1.2 The name of the representative or representatives appointed to attend meetings and vote on behalf of a member, unless they are an individual or sole trader.
- 7.2 The register of members must be open for inspection, free of charge, by any member of the Chamber if the request is compliant with clause 17.
- 7.3 A member of the Chamber may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied provided that the copy had been sufficiently redacted or altered to ensure compliance with all laws applicable including privacy or a member has requested in writing that their information not be released to other members.
- 7.4 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- 7.5 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - 7.5.1 the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Chamber or other material relating to the Chamber, or
 - 7.5.2 any other purpose necessary to comply with a requirement of the legislation.

8. Termination of Membership

- 8.1 If any member, their Director or a representative, acts in a manner detrimental to the interests

of the Chamber or is found in breach of the Code of Conduct, the Member may be suspended or have their membership terminated by resolution at any meeting where voting is conducted as set out in clause 14.

8.1.1 A member may appeal to the Chamber in a general meeting against a resolution of the Executive Committee under clause 8.1, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

8.2 If any member of the Chamber or their Directors shall be convicted of an indictable offense enter bankruptcy or enter into liquidation whether compulsory or voluntary (save for the purpose or reconstruction) they shall thereupon cease to be a member of the Chamber. If a representative of a member enters these states, the member will have 1 calendar month to notify of a new representative or their membership will cease. The Executive Committee shall have discretion to reinstate the Member.

8.3 A member may resign at any time by letter or e-mail delivered to the Executive Committee or their nominated representative. A member whose resignation is dated prior to the end of their membership period shall forfeit all fees paid in advance. Any fees or invoices outstanding for the period in which the resignation occurred, will become immediately payable. Membership benefits for those that resign will cease to be claimable from the date of resignation nominated in their letter or on the date the letter is received if no date is stipulated.

8.4 If a member is a natural person or sole-trader, their membership shall terminate upon their death or mental incapacity.

8.5 Upon termination, any years of membership accrued will be forfeited. The Chamber Executive shall have the power to restore a membership that was terminated under clause 5.1, should all fees be paid in full within 12 months of the membership lapsing. The Executive is not under any obligation to restore membership in this circumstance.

9. Funds, Remuneration, Compensation and Liabilities of Members

9.1 Members of the Executive Committee are not to be paid a fee for their service as an Executive Member. Executive Members may be provided with a free or discounted personal ticket to any Chamber event at the discretion of the Executive Committee, as determined through voting at the Executive Meeting. Any determination of the Executive Committee in regard to this clause can be vetoed by a petition signed by the representatives of over 40 percent of the membership.

9.2 The Executive Committee may use up to one hundred dollars per Committee Member in each period the office is held, to pay for food, beverages and training associated with Executive meetings and the conducting of the position.

9.3 All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.

9.4 The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

Constitution



- 9.5** Every Member of the Chamber undertakes to contribute to the assets of the Chamber in the event of same being wound up during the time that they are a Member or within one year afterwards for payment of the debts and liabilities of the Chamber contracted before the time at which they ceased to be a member and of the costs, charges and expenses of winding up the contributories amongst themselves; such amount as may be required not exceeding one hundred (\$100.00) dollars.
- 9.6** If upon the winding up or dissolution of the Chamber there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Chamber. The property shall be distributed among such institutions having objects similar to the objects of the Chamber to be determined by the members of the Chamber at or before the time of dissolution and in default by the Supreme Court of New South Wales.

10. Management

- 10.1** Subject to legislation, this constitution and any resolution passed by the association in general meeting, the Executive Committee:
- 10.1.1** is to control and manage the affairs of the Chamber, and
 - 10.1.2** may exercise all the functions that may be exercised by the Chamber, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Chamber, and
 - 10.1.3** has power to perform all the acts and do all things that appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Chamber.
 - 10.1.4** The administration and general operations of the Chamber may be carried out by a paid Public Officer and any other employees or contractors as deemed required to carry out the objectives of the Chamber, appointed by and under the direction of the Executive Committee.
- 10.2** The Executive Committee consists of a president, vice-president, treasurer, secretary with not less than one and not more than six additional members of the Chamber.
- 10.2.1** To be eligible for appointment to the Executive Committee, the person must be the nominated representative of the member organisation who in turn has been a full financial member of Hawkesbury City Chamber of Commerce for at least 6 months.
 - 10.2.2** To be eligible for election and/or appointment to the office of president, vice-president, treasurer or secretary the person must have been a member of the Executive Committee for at least 6 months.
 - 10.2.3** No one person can hold the office of president, vice-president, treasurer or secretary for more than 5 years each office or an accumulative time frame of 10 years for those who hold more than one office during their tenure on the Executive Committee.
 - 10.2.4** No one person can hold membership to the Executive Committee for more than 15 years, inclusive of any time holding the office of president, vice-president, treasurer and secretary.

Constitution



- 10.2.5** In the event that the immediate past President has held membership of the Executive Committee for 15 years, they may stand for election as a general member for 1 additional year, for the year immediately following their term as President.
- 10.3** A public officer must be appointed to act as primary legal contact for the Chamber. The Public Officer may be an Executive Member, General Member or non-member of the Chamber.
- 10.4** It is the duty of the secretary to keep minutes (whether in written or electronic form).
- 10.4.1** Minutes should be kept of:
- 10.4.1.1** all appointments of office-bearers and members of the committee, and
 - 10.4.1.2** the names of members of the committee present at a committee meeting or a general meeting, and
 - 10.4.1.3** all proceedings at committee meetings and general meetings.
- 10.4.2** Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- 10.4.3** The signature of the chairperson may be transmitted by electronic means for the purposes of sub-clause 10.4.2.
- 10.5** The treasurer has the duty to ensure that all money due to the Chamber is collected and received and that all payments authorised by the Chamber are made. In addition, the treasurer shall keep such books of accounts as may be necessary to constitute a true and fair record of the financial position and operations of the Chamber and shall present financial statements as and when required by the Executive Committee. The treasurer shall place before each Annual General Meeting financial statements for the financial year just ended, both duly audited where required by legislation.
- 10.6** A member shall cease to be a member of the Executive Committee:
- 10.6.1** upon his or her ceasing to be a member of the Chamber or representative of a current member,
 - 10.6.2** upon receipt by the secretary of a notice of resignation signed by such a member,
 - 10.6.3** upon his or her absence from any 2 Executive Committee meetings as an absentee without notifying the secretary or any 4 Executive Committee meetings for any other reason unless such absences are authorised by the Executive Committee,
 - 10.6.4** should he or she act in a manner detrimental to the interests of the Chamber, or his or her performance be deemed unsatisfactory and or is found in breach of the constitution at which time the person may be suspended or terminated by resolution carried by a simple majority of the votes recorded in respect of same at an executive meeting, a general or special general meeting,;
 - 10.6.5** upon his or her election /appointment as a councillor or for any local government or as a member of either house of any state or federal parliament,;
 - 10.6.6** upon their death, mental incapacity, entering bankruptcy, being convicted of an indictable offense or is prohibited from being a director of a company by law.
 - 10.6.7** upon the passing of a resolution of the membership at a general meeting to remove the

Constitution



Executive member.

- 10.6.8** upon disclosure of official information or documents acquired as a consequence of membership of the Committee other than is required by law or when the member has been given proper authority to do so.
- 10.6.9** upon accepting larger gifts or benefits that could place them under an actual or perceived financial or moral obligation to other organisations or to individuals that the other Executive Committee members ballot. Only gifts or hospitality of token or nominal value may be accepted and a register of such nominal gifts will be maintained by the Public Officer.
- 10.7** The Public Officer will also cease to act in their role if clauses 10.6.1 to 10.6.9 apply to their circumstance.
- 10.8** Each member of the Executive Committee is, subject to this constitution, to hold office until immediately before the election of Executive Committee members at the Annual General Meeting next following the date of the member's election and is eligible for re-election.
- 10.9** Within 14 days of an Executive Committee member leaving office, unless reflected, the member must provide to the Public Officer all records, materials and property belonging to the Chamber.
- 10.10** Executive Committee members will disclose interests to the Committee (which include positions and pecuniary interests) in corporations, partnerships or other businesses that may be relevant to the activities of the Committee. A register of such interests will be maintained by the Public Officer. When a conflict arises, the Executive Committee member must as soon as practicable disclose full and accurate details of the interest or issue to the Executive Committee and excuse themselves from discussions or ballots on such matters where the Executive Committee deem appropriate.
- 10.11** The Executive Committee shall have power to appoint sub-committees, to appoint a chairperson of any sub-committee and to otherwise regulate the proceedings of such sub-committee. The Executive Committee may delegate to any sub-committees so appointed such of their powers as they shall think necessary, excluding their power to delegate their duties imposed by legislation; any delegation is to be determined and minuted at a meeting of the Executive Committee and the sub-committee must be notified in writing. Any appointment or delegation may be revoked at any time in writing. The President and Secretary shall ex-officio be members of all sub-committees.

11. Election of Executive Committee

- 11.1** Nominations of candidates for election as office-bearers of the Chamber or as ordinary committee members:
- 11.1.1** must be made in writing, signed by 2 members of the Chamber and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
- 11.1.2** must be delivered to the Secretary of the 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.

Constitution



- 11.2** If insufficient nominations are received to fill all vacancies on the Executive Committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- 11.3** If insufficient further nominations are received, any vacant positions remaining on the Executive Committee are taken to be casual vacancies.
- 11.4** If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 11.5** If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 11.6** The ballot for the election of office-bearers and ordinary Executive Committee members of the Executive Committee is to be conducted at the Annual General Meeting in any usual and proper manner that the committee directs.
- 11.7** A person nominated as a candidate for election as an office-bearer or as an ordinary Executive Committee member of the Chamber must be a member of the Chamber or a representative.
- 11.8** The Executive Committee may fill any casual vacancies between Annual General Meetings, provided the candidate meets all the criteria expected of those elected to the role during the Annual General Meeting.
- 11.9** The Executive Committee is to appoint the Public Officer at an executive meeting. The role of Public Officer must not remain vacant for more than 28 days.

12. Meetings

- 12.1** There shall be at least 4 general meetings of the Chamber in each calendar year at a time and place to be determined by the Executive Committee of which one of these meetings will be deemed an Annual General Meeting. Members shall be given at least 14 days notice in writing of such meetings.
- 12.2** Special general meetings shall be called by the Secretary if so instructed by a general meeting, the President or at the request of at least 5 per cent of the total current membership. 14 clear days notice in writing of special general meetings shall be given to members. Such notice must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting.
- 12.3** The Executive Committee shall hold its meetings at least 4 times in each calendar year and special executive meetings may be called by the President or at the request of the majority of the Executive Committee. 7 days notice of an Executive Committee meeting must be provided to the Executive Committee members unless they forfeit this requirement in writing prior to each meeting.
- 12.4** An Annual General Meeting of the Chamber shall be held not later than 6 months after the close of each financial year to receive the Executive Committee's report and the Treasurer's financial statement for that financial year and to deal with any other business brought forward in conformity with the rules of the Chamber. 14 clear days notice in writing of such meeting shall be given to members.

Constitution



- 12.5** No business is to be transacted at a meeting 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 in the following week.
- 12.5.1** 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.
- 12.6** A quorum for a general meeting is a minimum of 20 members or 20% of the membership, whichever number is greater. A quorum for an Executive Committee meeting is 5 members of the current committee.
- 12.7** The President or, in their absence, the Vice-President shall preside at all meetings of the Chamber. If at any meeting neither the President nor Vice-President is present, within 30 minutes of the appointed starting time, the meeting shall appoint a chairperson from one of the remaining members of the Executive Committee.
- 12.8** Meetings may be conducted via technology that allows members to remotely participate. A member that participates in a meeting via technology is deemed to have attended the meeting and any vote they cast is valid.

13. Payments and Finance

- 13.1** No payment, other than regular payments previously approved by the Executive Committee, that are of more than \$200.00 in value is to be made without the approval of the Executive Committee. All payments made out of the funds of the Chamber shall be approved by the next succeeding Executive Committee meeting and the list of payments so approved shall be signed by the chairperson of the meeting.
- 13.2** Any two of the President, Vice-President, Treasurer and Secretary jointly are empowered to operate any banking, investment or deposit accounts of the Chamber and any two of them is empowered to endorse cheques, bills and other negotiable instruments payable by the Chamber.

14. Ballot and Proxies

- 14.1** Votes at an executive meeting, a general meeting or the Annual General Meeting may be given either personally or by proxy from a duly appointed representative. A member may appoint a proxy in writing and shall provide it to the Secretary not later than 24 hours before the time for holding the meeting. No member may hold more than 5 proxies. A member of the Chamber shall be entitled to only one vote at any one time regardless of the number of representatives present. The returning officer shall be the Secretary or other member of the Executive Committee appointed by the members at the meeting, except at the Annual General Meeting when an independent returning officer will be appointed prior to Executive Committee positions being declared vacant.
- 14.2** All ballots are decided on by a simple majority provided a quorum is present.
- 14.3** Any ballot is valid despite any defect that may afterwards be discovered in the qualification or appointment of any member or executive member that participated, unless it is declared by an additional ballot to not have been valid at the time, within one month of the defect becoming

Constitution



known to the Executive Committee.

14.4 In the event that the Executive Committee are required to make a decision between meetings, a ballot may be undertaken between meetings and ratified at the following meeting. The ballot is to be done in writing.

14.5 The association may hold a postal or electronic ballot (as the Executive Committee determines) to determine any issue or proposal.

15. By-Laws

15.1 The power of making new by-laws and the altering, amending or rescinding of any existing by-law shall be vested in the Executive Committee and such power may be exercised from time to time as occasion may require. No new by-law, addition, amendment or alteration shall be made unless 1 calendar month notice thereof shall have been given in writing to members.

16. Custody of books

16.1 The Executive Committee shall keep in their custody or under their control all records, books and other documents relating to the Chamber. The maintenance of all records shall be delegated as detailed in this Constitution or by the Executive Committee where it is not otherwise specified. In the event that maintenance of records is delegated to a paid employee or non-executive member, the responsibility for record maintenance remains with the Public Officer.

17. Inspection of books

17.1 The records, books and other documents of the Chamber shall be open to inspection, free of charge by a member of the Chamber at any reasonable hour with a minimum of one business day notice.

17.2 The Executive Committee may refuse to permit a member of the Chamber to inspect or obtain a copy of records of the Chamber that relate to confidential, personal, employment, commercial or legal matters, where to do so may be prejudicial to the interests of the association or when allowing such an inspection would be in breach of the law.

18. Submissions to Government Authorities

18.1 It is the responsibility of the Public Officer to ensure that the Chamber complies with all legal obligations, including supplying all documentation required by government authorities.

19. Emails as Notification

19.1 Unless legislation prohibits such an action, an email will be accepted as a form of written notice. Any email must be sent to the email address supplied to the membership register. Any email is considered to be received at the date and time it is sent.

Constitution



20. Changing This Constitution

- 20.1** All members must receive notice of any proposed changes to the Constitution 28 days prior to a vote being undertaken.
- 20.2** The constitution can be changed by agreement from the majority in attendance at the AGM or a General Meeting, provided that a quorum that are eligible to vote are in attendance personally.

21. Amendments register

October 2018 Complete redraft of the existing constitution based on the model from the Department of Fair Trading and NSW Business Chamber.