

**CONSTITUTION
OF THE
MOUNT GAMBIER
CHAMBER OF COMMERCE
INCORPORATED**

2001

CONSTITUTION OF THE MOUNT GAMBIER CHAMBER OF COMMERCE INC.

1. NAME OF ASSOCIATION

The name of the incorporated association is the Mount Gambier Chamber of Commerce Incorporated ("the Chamber").

2. DEFINITIONS

In this Constitution, unless the context otherwise requires:

- 2.1 "Act" means the Associations Incorporation Act, 1985.
- 2.2 "Board" means the Board of Directors established by this Constitution.
- 2.3 "Chamber" means the Mount Gambier Chamber of Commerce, Incorporated, established by this Constitution.
- 2.4 "Commission" means the Corporate Affairs Commission as defined in Section 3 of the Act.
- 2.5 "Constitution" means this constitution and all amendments to this Constitution.
- 2.6 "Director" means a natural person appointed or elected to the Board.
- 2.7 "Financial Year" means the year beginning on 1 July and ending on 30 June each calendar year.
- 2.8 "Meeting" means a general meeting of members of the Chamber convened in accordance with these rules and includes Annual General Meetings.
- 2.9 "Member" means a member of the Chamber.
- 2.10 "Objects of the Chamber" means the purposes and objects listed in clause 4 below.

- 2.11 "Special Resolution" means a resolution passed, by a vote of 75% of the Members present for the passing of the resolution, at a meeting of Members of the Chamber.

3. INTERPRETATION

In this Constitution, unless the context otherwise requires:

- 3.1 Headings are for ease of reference only and do not affect the construction of this Constitution.
- 3.2 Reference to any statutory enactment shall be construed as a reference to the enactment, as amended, modified or re-enacted from time to time.
- 3.3 Words denoting the plural include the singular and vice versa.
- 3.4 Words indicating the masculine include the feminine.

4. OBJECTS AND PURPOSES

The Chamber is formed:

- 4.1 to promote trade, commerce and other business activity in the city of Mount Gambier and the surrounding areas;
- 4.2 to collect and disseminate information relating to trade and commerce to Members and to the public;
- 4.3 to lobby Federal, State and Local government on issues affecting trade, commerce and other business activity in Mount Gambier.
- 4.4 to liaise with local council, State and Federal government departments, community and service groups and all other organizations on issues affecting local business;
- 4.5 to act as a community and service organization in association with other community and service organizations in Mount Gambier;

- 4.6 to provide a forum for debate on issues affecting local trade, commerce and business in general.
- 4.7 to provide legal assistance, if necessary by levy, subject to a Special Resolution in which it may appear to the Chamber that its interests are affected; and
- 4.8 to do all things incidental to the above objects.

5. MEMBERSHIP

An application for membership shall be made in writing, signed by the applicant, and shall be in such form, as the Board shall prescribe from time to time. Upon the acceptance of the application by the Board and upon payment of the first annual Membership fee the applicant becomes an ordinary member of the Chamber.

6. MEMBERSHIP FEES

- 6.1 The membership fees for each class of membership shall be such sum as the Directors determine from time to time in board meeting.
- 6.2 The membership fees of each class of membership are payable annually on 1 July or at such other time as the Board determines from time to time.
- 6.3 Members joining during the financial year shall pay subscription on a pro-rata basis i.e. for each month (including the month of joining) remaining for the financial year.
- 6.4 Any Member whose subscription is outstanding for more than three months after the due date for payment ceases to be a member of the Chamber, provided always that the Board may reinstate such a person's membership on terms it thinks fit.
- 6.5 A sole proprietor, company, trust, partnership or other entity recognized by the Board may become a Member of the Chamber after payment of the membership fee.

6.6 Life Members appointed by the Board under this Constitution are exempt from membership fees.

6.7 The number of Members able to join the Chamber will be unlimited.

7. RESIGNATION

A Member may resign from membership of the Chamber by giving written notice to the Executive Officer or Public Officer of the Chamber. Any Member so resigning is liable for any outstanding membership fees, which shall be recovered as a debt due to the Chamber.

8. EXPULSION OF A MEMBER

8.1 Subject to giving a Member an opportunity to be heard or to make a written submission, the Board may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Chamber.

8.2 Particulars of the charge will be communicated to the Member at least one calendar month before the meeting of the Board at which the matter will be determined.

8.3 The determination of the Board must be communicated to the Member, and in the event of an adverse determination the Member ceases to be a Member 14 days after the Board has communicated its determination to him.

8.4 It shall be open to a Member to appeal to the Chamber in general meeting against the expulsion. The intention to appeal must be communicated to the Executive Officer or Public Officer of the Chamber within 14 days after the determination of the Board has been communicated to the member.

8.5 Notwithstanding anything stated above, in the event of an appeal the appellant's membership of the Chamber is not to be terminated unless the determination of the Board to expel

the member is upheld by the Members of the Chamber in general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting at which the determination of the Board is upheld.

9. THE BOARD OF DIRECTORS

- 9.1 The affairs of the Chamber will be managed and controlled exclusively by a Board which in addition to any powers and authorities conferred by this Constitution may exercise all such powers and do all such things as are within the objects of the Chamber, and are not by the Act or by this Constitution required to be done by the Chamber in general meeting.
- 9.2 The Board has the power to appoint such officers and employees as are required to carry out the objects of the Chamber, including a Public Officer required by the Act, and may delegate any of its powers to such officers and employees.
- 9.3 The Board will be comprised of a President, Vice-President and Treasurer and between four and ten Directors all of whom will be Members of the Chamber.
- 9.4 The first Board of the Chamber must be appointed from the promoters of the Chamber, or be comprised of such persons as hold office prior to incorporation. The first Board must hold office until the first Annual General Meeting after incorporation at which time one half of the members of the Board, chosen by ballot will retire from the Board but will be eligible for re-appointment. At each subsequent annual general meeting five of the longest serving members of the Board will retire and will be eligible for re-election or re-appointment as the case may be.
- 9.5 The Board may appoint a natural person to fill a casual vacancy, and such a Board member will hold office until the next Annual General Meeting of the Chamber and will be eligible for re-appointment.

- 9.6 A retiring Director will be eligible to stand for re-election without nomination but no person not being a retiring Director will be eligible to stand for election unless a Member of the Chamber has nominated him at least five (5) days before the meeting by delivering the nomination of that person to the Executive Officer of the Chamber. The nomination must be signed by the proposer and by the nominee to signify a willingness to stand for election.
- 9.7 Notice of all persons seeking election to the Board must be given to all Members of the Chamber with the notice calling the meeting at which the election is to take place.
- 9.8 If only the required number of persons are nominated to fill existing vacancies, the Executive Officer will report accordingly to the Annual General Meeting, and the President will declare such persons duly elected as Directors.

10. POWERS OF THE BOARD

In addition to powers granted to the Board elsewhere in this Constitution the Board will have the following powers:

- 10.1 to buy, hire or otherwise acquire any real or personal property and sell or dispose of any real or personal property and to borrow money on the security of such property;
- 10.2 to employ and appoint such persons as in the opinion of the Board are necessary to carry out the objects of the Chamber.
- 10.3 to appoint an executive officer and a public officer and such other officers whether permanent or temporary or honorary or paid as it may deem necessary and to revoke such appointments;
- 10.4 to make and revoke by-laws, regulations and rules for carrying out the business of the Chamber;
- 10.5 to elect Members of the Chamber;

- 10.6 to establish sub-committees for organizing or carrying out any business in accordance with the objects of the Chamber;

11. DISQUALIFICATION OF DIRECTORS

The office of Director will become vacant if a Director is:

- 11.1 disqualified by the Act.
- 11.2 expelled under this Constitution.
- 11.3 permanently incapacitated by ill health.
- 11.4 absent without apology from more than three consecutive Board meetings or more than three Board meetings in a financial year.
- 11.5 no longer the duly appointed representative of a corporate member.

12. PROCEEDINGS OF BOARD

- 12.1 The Board will meet together for the dispatch of business at least monthly at a place nominated by the Board.
- 12.2 Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes the President shall have a casting vote in addition to a deliberative vote.
- 12.3 A quorum for a meeting of the Board shall require at least fifty per cent of Board members to be in attendance.
- 12.4 A member of the Board having a pecuniary interest in a contract with the Chamber must disclose that interest to the Board as required by the Act, and shall not vote with respect to that contract.

13. LIFE MEMBERS

The Board may appoint certain Members as Life Members as it sees fit.

14. FINANCIAL YEAR

14.1 The first financial year of the Chamber will be the period ending on 1 July 1998 and thereafter a period of 12 months ending on 30 June in each year.

15. THE SEAL

15.1 The Chamber will have a common seal upon which its corporate name will appear in legible characters.

15.2 The seal will not be used without the express authorization of the Board, and every use of the seal must be recorded in the minute book of the Chamber. The affixing of the seal must be witnessed by the Executive Officer and one other Director.

15.3 The seal will be kept in the custody of the Executive Officer or such other person as the Board may from time to time decide.

16. MEETINGS

16.1 The Board may call a Special General Meeting of the Chamber at any time, and will call an Annual General Meeting in accordance with the Act.

16.2 The first Annual General Meeting shall be held within eighteen (18) months after the incorporation of the Chamber, and before the 31st of August of each financial year.

16.3 Upon a requisition in writing of not less than one half of the total number of Members of the Chamber, the Board will within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.

- 16.4 Every requisition for a Special General Meeting will be signed by the Members making the same and will state the purpose of the Meeting.
- 16.5 If a Special General Meeting is not convened within one month as required by this clause, the requisitionists may convene a Special General Meeting. Such a meeting will be convened in the same manner as a meeting convened by the Board, and for this purpose the Board will ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting will be borne by the Chamber.
- 16.6 At least fourteen days' notice of any General Meeting shall be given to members. The notice must set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting. In the case of an Annual General Meeting, the order of the business at the meeting shall be the consideration of the accounts and reports of the Board and the auditors, the appointment of auditors and Board members (if required), and any other business requiring consideration by the Chamber in General Meeting.
- 16.7 Notice of a meeting at which a special resolution is to be proposed must be given at least 21 days prior to the date of the Meeting.
- 16.8 A notice may be given by the Chamber to any Member by serving the Member with the notice personally, or by sending it by post to the address appearing in the register of Members.
- 16.9 Where a notice is sent by post, service of the notice will be deemed to be effected, if it is properly addressed and posted to the Member by ordinary prepaid mail.

17. PROCEEDINGS AT MEETINGS

- 17.1 Ten (10) members present personally or by proxy will constitute a quorum at any general meeting.
- 17.2 If within thirty minutes after the time appointed for the Meeting a quorum of Members is not present, a meeting convened upon the requisition of members will lapse. In any other case, the Meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the Meeting the Members present may form a quorum.
- 17.3 The President of the Board or if there shall be no President, then the Vice-President of the Board or in their absence, or on their declining to take, or retiring from the Chair, one of the Board members chosen by meeting may preside as President at every General Meeting of the Chamber.
- 17.4 If there is no such President or Vice-President present within five minutes after the time appointed for holding the Meeting, the Members present may choose one of their number to be the President.
- 17.5 The President may with the consent of any meeting at which a quorum is present, and shall if so directed by the Meeting, adjourn the meeting from time to time and from place to place, but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 17.6 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as if that meeting was an original Meeting of Members.
- 17.7 At any General Meeting, a resolution put to a vote will be decided on a show of hands, and a declaration by the President of the meeting that a resolution has been carried or lost, will unless a poll is demanded by conclusive evi-

dence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.

17.8 If a poll is demanded by the President of the meeting or by three or more members present personally or by proxy, it shall be taken in such manner as the President directs. The result of such poll will be the resolution of the meeting, except that in the case of a special resolution which will require a majority of not less than 75% of the Members present and entitled to vote.

17.9 A poll demanded on the election of a President of a Meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.

18. MINUTES

18.1 Proper minutes of all proceedings of Meetings of the Chamber and of meetings of the Board, must be entered within one month and be in the form of a permanent record.

18.2 The minutes kept pursuant to this clause must be signed by the President of the meeting at which the proceedings took place or by the President of the next succeeding meeting.

18.3 Where minutes are entered and signed they must until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting will be deemed to have been duly held, and that all appointments made at a Meeting will be deemed to be valid.

19. VOTING RIGHTS

19.1 Each Member present in person or by proxy is entitled to one vote.

19.2 A Member being a body corporate shall be entitled to appoint one person who need not be a Member of the Chamber to represent it at Meetings of the Chamber. That

person will be appointed by the Corporate Member by a resolution of its Board. Such a person will be deemed to be a Member of the Chamber for all purposes until the authority to represent the Corporate Member is revoked.

20. PROXIES

A Member is entitled to appoint in writing a natural person who is also a Member of the Chamber to be his proxy, and attend and vote at any meeting of the Chamber.

21. ACCOUNTS

The Chamber must keep such accounting records as are necessary to correctly record and explain the financial transactions and the financial position of the Chamber and such accounts must be audited by a qualified auditor.

22. WINDING UP

The Chamber may be wound up in the manner provided for in the Act.

23. AMENDMENT

This Constitution may only be amended by a special resolution passed by a Meeting of Members held in accordance with this Constitution. Such amendment must be registered with the Commission or other appropriate authority as required by the Act.