

CONSTITUTION AND RULES

1. NAME:

- 1.1 The name of the Association is “The Wyong Regional Chamber Of Commerce Incorporated”.

2. OFFICE:

- 2.1 The Office of the Association shall be at 21 Rankens Court Wyong 2259 or at such a place, as the Executive Committee shall from time to time determine.

3. OBJECTS:

- 3.1 The objects for which the Association is established are:
- 3.1.1 To promote and protect the internal and external trade, commerce and transport and the manufacturers and industries of Wyong and surrounding regions.
 - 3.1.2 To consider all questions connected with such trade commerce transport manufacturers and industries.
 - 3.1.3 To promote support or oppose legislative of other measures affecting such trade commerce transport manufacturers and industries.
 - 3.1.4 To collect and circulate statistics and other information relating to such trade commerce transport manufacturers and industries.
 - 3.1.5 To undertake the settlement by arbitration of disputes arising out of trade commerce transport manufactures and industries.
 - 3.1.6 To form a scope of practice whereby the transactions of business relating to the aforesaid matters may be simplified and facilitated.
 - 3.1.7 To undertake training and education for the benefit of members.
 - 3.1.8 To purchase, lease, hire or otherwise acquire for the purpose of the Association any real or personal property so far as the law may allow and from time to time to sell demise let mortgage or dispose of the same.

- 3.1.9 To borrow or raise money by the issue of or upon bonds debentures bills of exchange promissory notes of other obligations or securities of the Association or any mortgage or charge of all or any-part of the property of the association.
- 3.1.10 To invest and deal with the moneys of the Association not immediately required upon such securities and in such a manner as may from time to time be determined.
- 3.1.11 To engage professional assistance of any kind and to remunerate any person for services rendered or to be rendered in or about the formation or promotion of the Association or the conduct of its affairs.
- 3.1.12 To raise money by subscription and to grant any rights and privileges to subscribers.
- 3.1.13 To do all such things as may be conducive to the extension of trade commerce transport manufacturers and industries of incidental to the attainment of the above objects.

4. MEMBERSHIP:

- 4.1 The foundation members of the Association shall be persons, firms or companies entered in the register of members on the 28th day of August 1992.
- 4.2 Any person, firm or company engaged in commerce, trade, services, industry or manufacture shall be eligible to make application for membership. These members will be referred to as 'ordinary' members.
 - 4.2.1 Persons not eligible for membership under Item 4.2 (ordinary members) may apply for Associate membership subject to the rules governing the same.
- 4.3 Applicants' for membership shall make application to the Secretary on the form prescribed by the Executive Committee. Applicants shall become members if elected by resolution of the Executive Committee on payment of the prescribed subscription but the Association reserves the right to reject any application for membership without giving and reason therefore.

5. SUBSCRIPTIONS:

- 5.1 The annual subscription payable by members of the Association shall be:
Cost of Membership (including gst)
Category A - \$350 Employing in excess of 20 persons
Category B - \$280 Employing 11-19 persons
Category C - \$220 Employing 5-10 persons
Category D - \$110 Employing 1-4 persons
Category E - \$50 Associate Member (Category E - is only applicable to persons
- 5.2 The annual subscription shall be payable on the anniversary date of joining the Chamber. All members as at 30th June 2011 will have their anniversary date set as July 1st annually.

- 5.3 In determining the annual subscription the Executive Committee may prescribe differing levels of fees for members of differing classes and sizes.
- 5.4 The Association's financial year shall be from the 1st day of July to the 30th day of June in the next succeeding year.

6. LEVIES:

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

7. REGISTER:

- 7.1 The Association shall cause to be kept a register of its members and therein shall be entered the following particulars:
- The name and address and business classification of each member.
 - The date which upon the name of the member was entered in the register.
 - The annual subscription paid by the members and the date it was received.
 - The name of the representative or representatives appointed to attend meetings and vote on behalf of the firm or company.

8. TERMINATION OF MEMBERSHIP:

- 8.1. The Association shall have power to determine the membership of any member whose subscription or levy shall be in arrears for one month after it shall become due.
- 8.2 Any arrears of subscriptions or levies shall remain a debt due to, and recoverable by, the Association.
- 8.3 The Association shall have the power to reinstate a member whose membership has been determined in accordance with this rule on such terms and conditions as it may think fit.

- 8.4 A member may resign at any time by letter or email delivered to the Secretary. No refunds will be issued upon resignation
- 8.5 If any of the Association or Director or partner in a firm which is a member of the Association shall be convicted of an indictable offence or adjudged a bankrupt or make a composition or arrangement with his creditors under the provision of any statute or if any company which is a member shall enter into liquidation whether compulsory or voluntary (save for the purpose of reconstruction) such member firm or company shall thereupon cease to be a member of the Association but the Executive Committee shall have the power in its discretion to reinstate him/her.
- 8.6 If any member acts in a manner detrimental to the interests of the Association, the membership of such firm or company may be suspended or terminated by a resolution carried by a majority of two-thirds of the votes recorded in respect of it at a general or special general meeting.

9. FUNDS:

- 9.1 The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association and no portion thereof shall be transferred directly or indirectly by way of dividend bonus or otherwise whosoever to the members of the Association. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants or persons employed by the Association or to any member of the Association or to any member or person for services rendered to the Association.
- 9.2 Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he/she is a member or within one year afterwards for payments of debts and liabilities of the Association contracted before the time at which he/she ceases to be a member and of the costs charges and expenses of winding up the Association and for the adjustment of the rights of the contributors amongst themselves such as may be required not exceeding twenty-five dollars.
- 9.3 If upon the winding up or dissolution of the Association 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 Association but shall be paid or distributed among such institutions having similar to the objectives of the Association to be determined by the members of the Association at or before the time of dissolution and in default by the Supreme Court of New South Wales.

10. MANAGEMENT:

- 10.1 The management of the Association shall be vested in an Executive Committee consisting of a President, Vice President, Treasurer and Secretary and not less than one and not more than seven members of the Association.

- 10.1.1 The Secretary shall be appointed as the Public Officer

10.2 At all meetings of the Executive Committee half of the Executive plus one shall be a quorum.

A member of the Executive Committee shall cease to be a member of the Executive Committee:

- Upon his/her ceasing to be a member of the Association.
- Upon receipt by the secretary of a notice of resignation by such a member.
- Upon his/her absence from three consecutive Executive Committee meetings unless absence is caused by illness or is authorized by the Executive Committee.

10.3 The Executive Committee shall have power to appoint sub-committees and to appoint a Chairperson of any sub-committee and to otherwise regulate the proceedings of such sub-committee and to delegate to any sub-committee so appointed such of their powers, as they shall think necessary. The President and Secretary shall ex officio be members of all sub-committees.

11. ELECTION OF EXECUTIVE COMMITTEE:

11.1 A simple majority ballot at the Annual General Meetings shall elect the President, Vice –President, Secretary, Treasurer and Members of the Executive Committee.

11.2 The Executive Committee shall hold office for two years with Annual General Meetings held yearly for offices as set out as per 11.2.1, 11.2.2 and 11.2.3” The Executive Committee shall be eligible for re-election. The Executive Committee may fill any casual position.

11.2.1 The positions of President and Secretary will be resigned on the alternate year to the positions of Vice President and Treasurer.

11.2.2 The positions of Vice President and Treasurer shall be resigned and re-elected one year after the first elections in accord with 11.2, the first year of such elections being 2013.

11.2.3 Three of the non-office bearing positions of the Executive Committee shall be resigned and re-elected one year after the first elections in accord with 11.2, the first year of such elections being 2013. These positions will be resigned naturally or if not decided in such manner, shall be decided by drawing names from a hat until the three resigning members have been determined. The four remaining non office bearing positions shall be resigned and re-elected the following year.

11.3 In the event of a tied vote a name will be selected from a hat.

12 TREASURER

12.1 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

Association and shall present financial statements as and when required by the Executive Committee.

- 12.2 The Treasurer shall place before each Annual General Meeting a balance sheet made up to the thirtieth day of June immediately proceeding the day of the meeting and a profit and loss account for the financial year ended, both duly audited.

13 MEETINGS:

- 13.1 There shall be at least one general meeting of the Association in each year at a time and place to be determined by the Executive Committee.
- 13.2 Members shall be given at least fourteen days' notice in writing of such meetings.
- 13.3 The Secretary shall call special general meetings if so instructed by a general meeting, the President or at request of seven members of the Association. Fourteen clear days' notice in writing of special meetings shall be given to members.
- 13.4 The Executive Committee shall hold its meetings at intervals of no less than two calendar months.
- 13.5 The Annual General Meeting of the Association shall be held not later than four 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 Association. Fourteen clear days' notice in writing of such meeting shall be given to members.
- 13.6 The President or in his absence, the Vice-President shall preside at 'All meetings of the Association'. If at any meeting neither President nor Vice-President be present, within fifteen minutes of the appointed starting time, the meeting shall appoint a Chairman from among the members present. At all meetings the business shall (unless otherwise provided for in these Rules) be decided by the majority present and the Chairman shall have a casting vote in addition to his deliberative vote.

14. PAYMENTS AND FINANCE:

- 14.1 All payments made out of the funds of the Association as hereinafter provided should be approved by the next succeeding Executive Committee meeting and the Chairman of the meeting shall sign the list of payments so approved. Any two of the President, Vice-President, Treasurer and Secretary jointly are empowered to operate any banking, investments or deposit accounts of the Association and any one of them severally is empowered to endorse cheques, transfer of electronic funds, bills and other negotiable instruments payable by the Association.

15. BALLOT AND PROXIES:

- 15.1 A duly appointed representative may give votes at a general meeting or the Annual General Meeting personally or by proxy in the case of a company.
- 15.2 The instrument appointing a proxy shall be in such form as the Executive Committee may from time to time prescribe and in writing under the hand of the member or of a company under the common seal or under the hand of one of its directors authorized in that behalf and shall be deposited with the Secretary not later than twenty-four hours before the time for holding the meeting.
- 15.3 When any firm or company shall in its corporate capacity be a member of the Association only one of such firm or company or its accredited representative shall be entitled to vote at any one time.
- 15.4 The Returning Officer shall be selected by the Executive Committee prior to the AGM and will be not be a member of the Executive Committee or a candidate”

16 BY-LAWS AND ETHICS:

- 16.1 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.
- 16.2 No new by-law, addition, amendment or alteration shall be made unless one calendar month’s notice thereof shall have been given in writing to members.

17. COMMON SEAL:

- 17.1 The common seal of the Association shall be kept in the custody of the Public Officer.
- 17.2 The common seal shall not be affixed to any instrument except by the authority of the Executive Committee and the signatures of any two of the President, Vice-President, Treasure and Secretary shall attest the affixing of the common seal.

18. CUSTODY OF BOOKS ETC:

- 18.1 Except as otherwise provided by these Rules, the Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

19. INSPECTION OF BOOKS ETC:

- 19.1 The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour with 24 hours’ notice.

*Wyong Regional Chamber of Commerce
Constitution and Rules
Last amended 26th August, 2014
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