

# MCCC Constitution

# Appendix 3

## MCCC Constitution: October 2013

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## **APPENDICES**

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# CONSTITUTION 2008

## **Part 1 - Name of Association**

1. The name of the Association is "Melville Cockburn Chamber of Commerce Incorporated".

## **Part 2 - Definitions**

2. In this Constitution, unless the contrary intention appears:-

"Act" means the *Associations Incorporations Act 1987 (WA)*;

"annual general meeting" is the meeting convened under clause 76(b);

"Association" means the Association referred to in Part 1;

"Chamber" means the Melville Cockburn Chamber of Commerce Incorporated;

"clause" means a clause of this Constitution;

"Commissioner" means the Commissioner for Fair Trading exercising powers under the Act;

"Committee" means the Executive Committee of the Association referred to in Part 14;

"Committee meeting" means a meeting referred to in Part 24;

"Committee Member" means an Executive Committee member;

"Constitution" means this Constitution as altered or added to from time to time;

"convene" means to call together for a formal meeting;

"Department" means the government department with responsibility for administering the *Associations Incorporation Act (1987)*;

"Executive Committee member" means the President, Senior Vice President, Junior Vice President, Secretary and Treasurer and eight ordinary members referred to in Clause 37;

"financial year" means each period of 12 months commencing on the 1 July in each year;

"general meeting" means a meeting to which all Members are invited;

"Honorary Committee Member" means any person appointed under Clause 39;

"Member" means Member of the Association including ordinary members, associate members and life members referred to in Part 5;

"office bearers" means the President, Senior Vice President, Junior Vice President, Secretary and Treasurer;

"ordinary resolution" means resolution other than a special resolution;

"paragraph" means a paragraph of that clause or sub-clause;

"poll" means voting conducted in written form (as opposed to a show of hands);

"person presiding" means the person who is presiding at a meeting of the Association or a Committee;

"Part" means a Part of this Constitution;

"President" means:-

- (a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with Part 18; or

- (b) otherwise than in relation to the proceedings referred to in paragraph (a) of this definition, the person referred to in paragraph (a) of clause 37 or, if that person is unable to perform his or her functions, the Vice President;

“Secretary” means the Secretary referred to in paragraph (d) of clause 37;

“special general meeting” means a general meeting other than the annual general meeting;

“special resolution” has the meaning given by section 24 of the Act, that is;

#### 24. Special resolution

- (1) A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.
- (2) At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.
- (3) A declaration by the person presiding as to the result of a poll taken under subsection (2) is evidence of the matter so declared.

“Treasurer” means the Treasurer referred to in paragraph (e) of clause 37;

“Vice-President” means the Senior Vice President or Junior Vice President referred to in paragraphs (b) and (c) of clause 37.

### ***Part 3 - Objects of Association***

#### 3. The objects of the Association are-

- a) To promote and foster:-
  - (i) Reciprocal trade;
  - (ii) Exchange of business knowledge between Members;
  - (iii) Member business and social contact on a regular basis;
  - (iv) To act as a representative body in matters of interest to Members, in a non-political, non sectarian manner;
- b) To organise and associate together and foster co-operation among Members of all sections of the community both commercial and professional;
- c) To promote and further the interest of the Chamber;
- d) To promote, or oppose any legislative measures affecting or likely to affect Association Members and make representations to Governments, Ministers of State and any administrative bodies, State, Federal or Local on all or any matters relevant to the commercial and professional community;
- e) To organise and promote education and training in management and business skills;
- f) To amalgamate, co-operate or affiliate with any Association, society or other body having objects wholly or partly similar to those of the Chamber;
- g) To establish and administer scholarships and prizes and to make gifts for any purpose;

- h) To collect, statistics and other information relating to the commercial and professional community;
  - i) To improve and elevate technical general knowledge of Members in connection with their businesses and with a view there to provide for the delivery of lectures, the holding of classes and other like means of disseminating knowledge;
  - j) To assist Members and facilitate the giving of assistance by Members to each other in the performance of their business;
  - k) To engage employees and pay to salaries, wages, gratuities and superannuation;
  - l) To promote public discussion on and to act as the spokesperson for the retail, commercial and industrial sector in the Melville/Cockburn area; and
  - m) To do all such other things incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.
4. The property and income of the Association shall be applied solely towards the promotion of the objects of the Association 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.

#### ***Part 4 – Powers of Association***

5. The powers conferred on the Association in carrying out its objects are the same as those conferred by section 13 of the Act, subject to any additions, exclusions or modification inserted below:-
- (a) acquire, hold, deal with, and dispose of any real or personal property;
  - (b) to open a bank account or accounts in the name of the Association and to specify the conditions under which such account or accounts may be operated but the authority of persons authorised to draw funds on any account is hereby limited to the amount standing to the credit of such account and for such purposes as are within the Association budget or within its nominated functions;
  - (c) invest its money:-
    - (i) in any security in which trust monies may lawfully be invested; or (ii) in any other manner authorised by the rules of the Association;
  - (d) borrow money upon such terms and conditions as the Association thinks fit;
  - (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
  - (f) appoint agents to transact any business of the Association on its behalf;
  - (g) enter into any other contract it considers necessary or desirable; and
  - (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.
6. (a) The income and property of the Association shall be applied solely towards the promotion of the objects of the Association and subject to paragraph (b), no portion shall be transferred directly or indirectly to Members of the Association.
- (b) Nothing in paragraph (a) shall prevent the payment in good faith of reasonable and proper remuneration to any employee or servant of the Association or to any Member of the Association in return for services rendered to the Association, nor prevent the payment of interest on money lent and rent for premises leased by any Member to the Association, but no Member of the Committee shall be appointed to any salaried position and no remuneration or any other benefit in money or monies worth shall be given by the Association to any Member of the Committee except repayment of out-of-pocket expenses and interest or rent as outlined previously.

## ***Part 5 - Membership of Association***

7. The Association shall have the following classes of Members:-
- (a) **Ordinary Members**  
Shall be any individual, firm or corporate body, interested in the objects of the Association and engaged in commerce or industry or supporting commerce and industry including local government, within or in connection with the State of Western Australia, other than any trade, business or professional Association. In the case of a firm the Member shall be the firm by its registered business name;
  - (b) **Associate Members**  
Shall be any trade, business, agency or professional Association not eligible for Membership under any other category.
  - (c) **Life Members**  
Shall be persons, nominated by the Committee for approval at the following Annual General Meeting, who in the opinion of the Committee have rendered outstanding service to the Chamber or to commerce and industry. No more than one such Membership may be conferred in any financial year. Life Members will not be required to pay any annual subscription.
8. Any individual firm, corporate body, association or government organisation who wishes to become a Member must:-
- (a) apply for Membership to the Committee in writing:-
    - (i) signed by that person or representative of the entity applying for membership
    - (ii) be proposed by one member and seconded by another member, and
    - (iii) in such form as the Committee from time to time directs.
9. The Committee Members must consider each application made in clause 8 at a Committee meeting and must at the Committee meeting or the next Committee meeting accept or reject that application.
10. An applicant whose application for Membership of the Association is rejected under clause 9 must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
11. When notice is given under clause 10 the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard or to make written representation to that meeting. The Committee's decision shall have full force and effect pending the outcome of the Members' review.

## ***Part 6 - Rights and Privileges of Members***

12. Ordinary Members of the Association shall have all the rights and privileges of Membership including:-
- (a) the right to attend and vote at all general meetings of the Chamber;
  - (b) the right to nominate for and participate in the election of the Committee; and
  - (c) the right to appoint a representative in accordance with clause 33 and 35;
  - (d) the right to revoke the appointment of a representative in accordance with clause 34.
13. Associate Members of the Association may:-
- (a) attend but not vote at general meetings of the Chamber; and
  - (b) when invited become a non voting Member of the Committee.

14. Life Members of the Association may:-
  - (a) attend, speak and vote at general meetings of the Chamber; and
  - (b) when invited become a non voting Member of the Committee.
15. Honorary Committee Members under Clause 39, who are not otherwise members of the Association, are permitted to attend any meeting of the Association but shall not be entitled to vote.

#### ***Part 7 - Register of Members of Association***

16. The Secretary, on behalf of the Association, must comply with section 27 of the Act by keeping and maintaining in an up to date condition a register of the Members of the Association and their postal or residential addresses and, upon the request of a Member of the Association, shall make the register available for the inspection of the Member and the Member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
17. The register must be kept and maintained at the Chamber's place of business.
18. The Secretary must cause the name of a person who dies or who ceases to be a Member under clause 27 to be deleted from the register of Members referred to in clause 16.

#### ***Part 8 - Subscriptions***

19. The annual subscription payable by Members shall be such amount or amounts as shall be determined by the Committee from time to time and in making such determination different rates may be prescribed for different classes of Members or on such other determination as the Committee may decide.
20. The annual subscription payable by each Member shall, when determined by the Committee be advised to each Member by the Treasurer and shall be due and payable on or before the due date in each year or such other date as the Committee may from time to time determine.
21. Subject to clause 22, a Member whose subscription is not paid within 2 months after the relevant date fixed by or under clause 20 ceases on the expiry of that period to be a Member, unless the Committee decides otherwise.
22. A person exercises all the rights and obligations of a Member for the purposes of this Constitution if his or her subscription is paid on or before the relevant date fixed by or under clause 20 or within two (2) months thereafter, or such other time as the Committee allows.
23. The Committee may in its absolute discretion remit the whole or any part of the subscription payable by a Member in any year.

#### ***Part 9 - Nomination Fee***

24. The Committee shall determine the amount of nomination fee payable by a person applying for Membership of the Chamber.
25. The Committee may in its absolute discretion remit the whole or any part of the nomination fee.

#### ***Part 10 – Levies***

26. The Committee may from time to time make such levies upon the Members as it thinks fit. Such levies shall be due and payable at the time and in the manner determined by the Committee and shall be recoverable as a debt due and owing to the Chamber.



### ***Part 11 - Termination of Membership of the Association***

27. A Member shall cease to be a Member of the Chamber:
- (a) if the Member resigns by giving one month's notice to the Secretary. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or
  - (b) non-payment by a Member of his or her subscription within three months of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with clause 21; or
  - (c) expulsion of a Member in accordance with Part 12.

### ***Part 12 - Suspension or expulsion of Members of Association***

28. If the Committee considers that a Member should be suspended or expelled from Membership of the Association because his or her conduct is detrimental to the interests of the Association, the Committee must communicate either orally or in writing, to the Member:-
- (a) notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
  - (b) particulars of that conduct, not less than 30 days before the date of the Committee meeting referred to in paragraph (a). If the communication is made orally then the substance of that communication is to subsequently be communicated in writing to the Member.
29. At the Committee meeting referred to in a notice communicated under clause 28, the Committee may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that Member from Membership of the Association and must, forthwith after deciding whether or not to suspend or expel that Member, communicate that decision in writing to that Member.
30. Subject to clause 32, a Member has his or her Membership suspended or ceases to be a Member 14 days after the day on which the decision to suspend or expel a Member is communicated to him or her under clause 29.
31. A Member who is suspended or expelled under clause 29 must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in clause 30.
32. When notice is given under clause 31:-
- (a) the Association in a general meeting, must either confirm or set aside the decision of the Committee to suspend or expel the Member, after having afforded the Member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and
  - (b) the Member who gave that notice is not suspended or does not cease to be a Member unless and until the decision of the Committee to suspend or expel him or her is confirmed under this clause.

### ***Part 13 - Representatives of Ordinary Members***

33. Any Ordinary Member may by giving notice to the Secretary in writing appoint an individual person to be the representative to the Chamber, who shall be entitled to exercise all rights and privileges of the Member.

34. An Ordinary Member may revoke the appointment of the representative at any time by giving notice in writing to the Secretary and the representative shall cease to have the right and privileges.
35. An Ordinary Member may by giving notice to the Secretary in writing appoint one or more individual persons as substitute representatives for the representative appointed under clause 33, to be able to exercise the right and privileges whenever the representative is not available to participate. Such additional representative is permitted to attend any meeting but shall not be entitled to speak or vote.

#### ***Part 14 - Committee of Management***

36. Subject to clause 51, the affairs of the Association will be managed exclusively by a Committee of Management, known as the Executive Committee.
37. The Committee shall comprise of 13 Ordinary Members or representatives of Ordinary Members, from which the following office bearers will be elected at the Annual General Meeting or appointed under Clause 47:-
  - (a) a President;
  - (b) a Senior Vice President;
  - (c) a Junior Vice President;
  - (d) a Secretary; and
  - (e) a Treasurer.
38. In this clause the term Immediate Past President means the person who held the position immediately prior to the person who is the current President. In addition to the Committee established under clause 37 the Immediate Past President of the Association shall be permitted to attend any meeting of the Committee but shall not be entitled to vote unless the Immediate Past President is an elected member of the Executive Committee. In the event that the Immediate Past President is unable or unwilling to accept the appointment the position shall remain vacant. For the avoidance of doubt where a vacancy occurs in the position of President, the person who immediately previously held the position of President becomes designated as the Immediate Past President.
39. In addition to the Committee established under clause 37 the Committee may appoint any person to the position of Honorary Committee Member, whether a Member of the Association or not, who shall be permitted to attend any meeting of the Committee but shall not be entitled to vote.
40. In addition to the Committee established under clause 37 the Committee may appoint any person to the Committee as a co-opted Member, whether a Member of the Association or not who shall be permitted to attend meetings of the Committee, during his or her period of being co-opted, but shall not be entitled to vote.

#### ***Part 15 - Election of Committee***

41. Committee Members must be elected to Membership of the Committee at an Annual General Meeting or appointed under clause 47.
42. Except for nominees under clause 46, a person is not eligible for election to Membership of the Committee unless a Member has nominated him or her for election by delivering notice in writing of that nomination, signed by-
  - (a) the nominator; and
  - (b) the nominee to signify his or her willingness to stand for election,to the Secretary not less than 14 days before the day on which the Annual General Meeting concerned is to be held.

43. The Secretary shall forward a list of all nominees seeking election to Membership of the Committee, to all Members, not later than 7 days prior to the Annual General Meeting.
44. A person who is eligible for election or re-election under this clause may:-
  - (a) propose or second himself or herself for election or re-election; and
  - (b) vote for himself or herself.
45. If the number of persons nominated in accordance with clause 42 for election to Membership of the Committee does not exceed the number of vacancies in that Membership to be filled-
  - (a) the Secretary must report accordingly to; and
  - (b) the President must declare those persons to be duly elected as Members of the Committee at,  
the annual general meeting concerned.
46. If vacancies remain on the Committee after the declaration under Clause 45 additional nominations of Committee Members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the President must declare those persons to be duly elected as Members of Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted. For the avoidance of doubt, where there are equal to or less nominations than vacancies all nominations received prior to the annual general meeting shall be declared elected before any invitation from the floor of the annual general meeting is given.
47. If a vacancy remains on the Committee after the application of clause 46 or when a casual vacancy within the meaning of clause 61 occurs in the Membership of the Committee-
  - (a) the Committee may appoint a Member, eligible for election to Membership of the Committee, to fill that vacancy; and
  - (b) such Member appointed under this clause will hold office until the election referred to in clause 48 would have been held for that position should the vacancy not have occurred.
48. All Committee Members shall be elected for a term of up to 2 years by the Members at the Annual General Meeting as follows:-
  - (a) 7 Members shall hold office until the next but one succeeding Annual General Meeting and shall be eligible for re-election; and
  - (b) 6 Members shall hold office until the next succeeding Annual General Meeting and shall be eligible for re-election.

**Part 16 – Terms of appointment for Office Bearers**

49.
  - (a) *The President shall be elected from the Membership of the Committee for a yearly term, at an Annual General Meeting and shall be eligible for re-election on yearly terms at future AGM's.*
  - (b) For a person to be elected President he or she must have held Membership of the Association for a period of not less than 3 months prior to their election.
  - (c) For a person elected to the position of President he or she must continue to be an elected Committee Member.
50. All other office bearers outlined in Clause 37 shall also be elected (from the Membership of the Committee) the at the Annual General Meeting.

### ***Part 17 - Power of Committee to Delegate***

51. The Committee may delegate, in writing, to one or more sub-committees (consisting of such Member or Members of the Association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than:-
- (a) the power of delegation; and
  - (b) a function which is a duty imposed on the Committee by the Act or any other law.
52. Any delegation under clause 51 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.
53. The Committee may by resolution revoke wholly or in part any delegation under clause 51.

### ***Part 18 - President and Vice Presidents***

54. The President must preside at all general meetings and Committee meetings.
55. In the absence of the President from a Committee or general meeting, the Senior Vice President must preside at the meeting.
56. In the event of the absence of the President and Senior Vice President from a Committee or general meeting, the Junior Vice President must preside at the meeting.
57. In the event of the absence of the President, Senior Vice President and Junior Vice President a Member elected by the other Members present at the Committee or general meeting must preside at the meeting.

### ***Part 19 - Secretary***

58. The Secretary must-
- (a) co-ordinate the correspondence of the Association;
  - (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
  - (c) comply on behalf of the Association with-
    - (i) section 27 of the Act with respect to the register of Members of the Association, as referred to in Part 7;
    - (ii) section 28 of the Act by keeping and maintaining in an up to date condition the Constitution of the Association and, upon the request of a Member of the Association, must make available the Constitution for the inspection of the Member and the Member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
    - (iii) section 29 of the Act by maintaining a record of -
      - (a) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by this Constitution, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association Part 31;- and
      - (b) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,and the Secretary must, upon the request of a Member of the Association, make available the record for the inspection of the Member and the Member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
  - (d) unless the Members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred

- to in paragraph (c) but other than those required by clause 59 to be kept and maintained by, or in the custody of, the Treasurer; and
- (e) perform such other duties as are imposed by this Constitution on the Secretary.

### ***Part 20 - Treasurer***

59. The Treasurer must-
- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
  - (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
  - (c) make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Committee Member, or by any two others as are authorised by the Committee. Nothing in this clause prevents the Committee from determining to make all or some payments through an electronic process, rather than by cheque;
  - (d) comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by-
    - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
    - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
    - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
    - (iv) submitting to Members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
  - (e) whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
  - (f) unless the Members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
  - (g) perform such other duties as are imposed by this Constitution on the Treasurer.

### ***Part 21 - Appointment of Auditor***

60. The Association shall appoint or re-appoint an auditor at the Annual General Meeting. The auditor who shall be eligible for admission as a Member of the CPA Australia or as a member of the Institute of Chartered Accountants Australia or an equivalent organisation or Association, is required to undertake an audit of the books of account for each financial year and present a report to every annual general meeting.

### ***Part 22 - Casual vacancies in Office Bearers and Membership of Committee***

61. A casual vacancy occurs in the position of an office bearer or in the office of a Committee Member and that office becomes vacant if the office bearer or Committee Member:-
- (a) dies;
  - (b) resigns by notice in writing delivered to the President or, if the Committee Member is the President, to the Senior Vice President and that resignation is accepted by resolution of the Committee;
  - (c) is convicted of an offence under the Act;
  - (d) is permanently incapacitated by mental or physical ill-health;
  - (e) is absent, from more than 3 consecutive Committee meetings, without prior leave of absence being approved by a resolution of the Committee;

- (f) ceases to be an Ordinary Member of the Association; or
- (g) is the subject of a resolution passed by the Committee terminating his or her appointment as an office bearer or is the subject of a resolution passed by a Special General Meeting terminating his or her appointment as a Committee Member.

62. When a casual vacancy occurs in the position of an office bearer it is filled by an election, at the first meeting of the Committee after the vacancy occurs, from the amongst the other Members of the Committee and the election is for the balance of the term of the office bearer resigning.

***Part 23 – Termination of appointment as office bearer  
or termination of appointment as a Member of Committee***

63. If the Committee considers that an office bearer's appointment should be terminated because his or her conduct is detrimental to the interests of the Association, the Committee must communicate in writing, to the office bearer:-

(a) notice of the proposed termination and the time, date and place of the Committee meeting at which the question of that termination will be decided; and

(b) particulars of the conduct,

not less than 14 days before the date of the Committee meeting referred to in paragraph (a).

64. At the Committee meeting referred to in a notice communicated under clause 63, the Committee may, having afforded the office bearer concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, terminate the appointment or decline to terminate the appointment of the office bearer and must, forthwith after deciding whether or not to terminate the appointment communicate that decision in writing to that office bearer.

65. If the Committee considers that a Committee members appointment should be terminated because his or her conduct is detrimental to the interests of the Association, the Committee must communicate in writing, to the Committee Member:

(a) notice of the proposed termination and the time, date and place of the Special General Meeting at which the question of that termination will be decided; and

(b) particulars of the conduct,

not less than 28 days before the date of the Special General Meeting referred to in paragraph (a).

66. At the Special General meeting referred to in a notice communicated under clause 65, the meeting may, having afforded the Committee Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the meeting, terminate the appointment or decline to terminate the appointment and must, forthwith after deciding whether or not to terminate the appointment communicate that decision in writing to that Committee Member.

***Part 24 - Proceedings of Committee***

67. The Committee must meet together for the dispatch of business not less than six times in each year and the President, or at least half the Members of the Committee, may at any time convene a meeting of the Committee.

68. Each Committee Member has a deliberative vote.

69. A question arising at a Committee meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Committee meeting will have a second vote in addition to his or her deliberative vote.

70. At a Committee meeting 5 voting Committee Members constitute a quorum.
71. Subject to this Constitution, the procedure and order of business to be followed at a Committee meeting will be determined by the Committee Members present at the Committee meeting.
72. (a) A Committee Member (in this clause called “the appointing Member”) may appoint in writing another Committee Member to be the proxy of the appointing Member and to vote on behalf of the appointing Member at, a specified Committee meeting. The appointing Member may give either a general proxy or a specific proxy which shall cause the Committee Member holding the proxy to vote according to the direction of the appointing Member.
- (b) A Committee Member, other than the President shall hold the proxy of only one other Member at any one time which must be tabled at the commencement of each meeting.
- (c) The President may hold more than one proxy provided that they are specific proxies for resolutions or nominations. These proxies must also be tabled at the commencement of each meeting
73. As required under sections 21 and 22 of the Act, a Committee Member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the Member of the Committee is a Member of a class of persons for whose benefit the Association is established), must:-
- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
- (b) not take part in any deliberations or decision of the Committee with respect to that contract.
74. Clause 73(a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the Member of the Committee is an employee of the Association.
75. The Secretary must cause every disclosure made under clause 73(a) by a Member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

### ***Part 25 - General Meetings***

76. The Committee-
- (a) may at any time convene a special general meeting:-;
- (b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within four (4) months after the end of the Association’s financial year or such longer period as may in a particular case be allowed by the Commissioner, and
- (c) must, within 30 days of:-
- (i) receiving a request in writing to do so from not less than twenty ordinary Members, convene a special general meeting for the purpose specified in that request; or
- (ii) the Secretary receiving a notice under clause 31, convene a general meeting to deal with the appeal to which that notice relates.
- (d) must, after receiving a notice under clause 10, convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next annual general meeting in relation to the Committee’s rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Committee.

77. The Members making a request referred to in clause 76 (c) i), must:-
- (a) state in that request the purpose for which the special general meeting concerned is required; and
  - (b) sign that request.
78. If a special general meeting is not convened within the relevant period of 30 days referred to:-
- (a) in clause 76(c)(i) the Members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or
  - (b) in clause 76(c)(ii), the Member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Committee.
79. When a special general meeting is convened under clause 78 (a) or (b) the Association must pay the reasonable expenses of convening and holding the special general meeting.
80. Subject to clause 79, the Secretary must give to all Members not less than 14 days notice of a special general meeting and that notice must specify:-
- (a) when and where the special general meeting concerned is to be held; and
  - (b) particulars of the business to be transacted at the special general meeting concerned and of the order in which that business is to be transacted.
81. Subject to clause 82, the Secretary must give to all Members not less than 21 days notice of an annual general meeting and that notice must specify:-
- (a) when and where the annual general meeting is to be held;
  - (b) the particulars and order in which business is to be transacted, as follows:-
    - (i) first, the consideration of the accounts and reports of the Committee;
    - (ii) second, the election of Committee Members to replace outgoing Committee Members and the election of office bearers; and
    - (iii) third, any other business requiring consideration by the Association at the general meeting.
82. A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all Members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in clauses 80 and 81 as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
83. The Secretary must give a notice under clauses 80, 81 and 82 by:-
- (a) serving it on a Member personally; or
  - (b) sending it by post to a Member at the address of the Member appearing in the register of Members kept and maintained under Part 7; or
  - (c) sending it electronically by either email or facsimile.
84. When a notice is sent by post under clause 83 (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member concerned by ordinary prepaid mail.
85. When a notice is electronically delivered under clause 83 (c), sending of the notice will be deemed to be properly effected if the notice is sent to the last notified electronic address.



### ***Part 26 - Quorum and proceedings at general meetings***

86. At a general meeting twenty ordinary Members present in person or by proxy constitute a quorum.
87. At a special general meeting twenty ordinary Members present in person or by proxy constitute a quorum.
88. If within 30 minutes after the time specified for the holding of a general meeting in a notice given under clauses 80 and 81:-
  - (a) as a result of a request or notice referred to in clause 76(c) or as a result of action taken under clause 78 a quorum is not present, the general meeting lapses; or
  - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to a date, time and venue to be determined by the President but not later than on the same day in the following week.
89. If within 30 minutes of the time appointed by clause 88(b) for the resumption of an adjourned general meeting a quorum is not present, the Members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
90. The person presiding may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
91. There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
92. When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under Part 25 of the adjourned general meeting as if that general meeting were a fresh general meeting.
93. At a general meeting-
  - (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to clause 95; and
  - (b) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in clause 2, and, if a poll is demanded, in accordance with clause 95 and clause 97.
94. A declaration by the person presiding at a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with clause 95.
95. At a general meeting, a poll may be demanded by the person presiding or by three (3) or more Members present in person or by proxy and, if so demanded, must be taken in such manner as the person presiding directs.
96. If a poll is demanded and taken under clause 95 in respect of an ordinary resolution, a declaration by the person presiding of the result of the poll is evidence of the matter so declared.
97. A poll demanded under clause 95 must be taken immediately on that demand being made.

### ***Part 27 - Minutes of meetings of Association***

98. The Secretary must cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book or electronic database kept for that purpose.
99. The President must ensure that the minutes taken of a general meeting or Committee meeting under clause 98 are checked and signed as correct by the person presiding at the general meeting or Committee meeting to which those minutes relate or by the person presiding at the next succeeding general meeting or Committee meeting, as the case requires.
100. When minutes have been entered and confirmed as correct under clause 99 they are, until the contrary is proved, evidence that:-
- (a) the general meeting or Committee meeting to which they relate (in this clause called "the meeting") was duly convened and held;
  - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
  - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

### ***Part 28 - Voting rights of Members of Association***

101. (a) Subject to this Constitution, each Member present in person or by proxy at a general meeting or a special general meeting is entitled to a deliberative vote.
- (b) Notwithstanding clause 21, a Member voting at an Annual General Meeting, general meeting or special general meeting must be a paid financial member.
102. A Member which is a body corporate may appoint in writing a person, whether or not he or she is a Member, to represent it at a particular general meeting or at all general meetings.
103. An appointment made under clause 102 must be made by a proxy in a form adopted at a general meeting.
104. A person appointed under clause 102 to represent a Member which is a body corporate is deemed for all purposes to be a Member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, at the conclusion of that general meeting.

### ***Part 29 - Proxies of Members of Association***

105. (a) A Member (in this clause called "the appointing Member") may appoint in writing another Member who is a natural person to be the proxy of the appointing Member and to attend and vote on behalf of the appointing Member at any general meeting. A person may only hold the proxy of one Member. The appointing Member may give either a general proxy or a specific proxy which shall cause the Member holding the proxy to vote according to the direction of the appointing Member.
- (b) A Member, other than the President shall hold the proxy of only one other Member at any one time which must be tabled at the commencement of each general meeting.
- (d) The President may hold more than one proxy provided that they are specific proxies for resolutions or nominations. These proxies must also be tabled at the commencement of each general meeting

### ***Part 30 - Constitution of Association***

106. The Association may alter or rescind this Constitution, or make rules additional to this Constitution, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows:-
- (a) Subject to clause 106 (d) and (e), the Association may alter its Constitution by special resolution but not otherwise;
  - (b) Within one month of the passing of a special resolution altering its Constitution, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by the President or Secretary certifying that the resolution was duly passed as a special resolution and that the Constitution of the Association as so altered conform to the requirements of this Act;
  - (c) An alteration of the Constitution of the Association does not take effect until clause 106 (b) is complied with;
  - (d) An alteration of the Constitution of the Association having effect to change the name of the Association does not take effect until clause 106 (a) to clause 106 (c) are complied with and the approval of the Commissioner is given to the change of name;
  - (e) An alteration of the Constitution of the Association having effect to alter the objects or purposes of the Association does not take effect until clause 106 (a) to clause 106 (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
107. This Constitution binds every Member and the Association to the same extent as if every Member and the Association had signed and sealed this Constitution and agreed to be bound by all their provisions. The Constitution is to be available to every Member through being published on the website of the Association as well as being available for inspection at the offices of the Association.

### ***Part 31 - Common Seal of Association***

108. The Association must have a Common Seal on which its corporate name appears in legible characters.
109. The Common Seal of the Association must not be used without the express authority of the Committee and every use of that Common Seal must be recorded in the minute book or electronic database referred to in clause 98.
110. The affixing of the Common Seal of the Association must be witnessed by any two (2) of the President, the Vice Presidents, the Secretary and the Treasurer.
111. The Common Seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

### ***Part 32 - Inspection of records, etc. of Association***

112. A Member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

### ***Part 33 - Disputes and mediation***

113. The grievance procedure set out in Part 33 applies to disputes under this Constitution between:-
- (a) a Member and another Member; or
  - (b) a Member and the Association; or
  - (c) if the Association provides services to non-Members, those non-Members who receive services from the Association, and the Association.
114. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
115. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
116. The mediator must be:-
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:-
    - (i) in the case of a dispute between a Member and another Member, a person appointed by the Committee of the Association; or
    - (ii) in the case of a dispute between a Member or relevant non-Member (as defined by clause 113 (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
117. A Member of the Association can be a mediator.
118. The mediator cannot be a Member who is a party to the dispute.
119. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
120. The mediator, in conducting the mediation, must:-
- (a) give the parties to the mediation process every opportunity to be heard;
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
121. The mediator must not determine the dispute.
122. The mediation must be confidential and without prejudice.
123. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

### ***Part 34 - Distribution of surplus property on winding up of Association***

124. If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the Members, or former Members. The surplus property must be given or transferred to another Association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual Members, and which Association shall be determined by resolution of the Members.

# APPLICATION FOR MEMBERSHIP OF AN INCORPORATED ASSOCIATION

Melville Cockburn Chamber of Commerce Incorporated

I, .....  
(Insert APPLICANT'S name)

of .....  
[insert APPLICANT'S residential or postal address - required under section 27 of the Associations Incorporation Act (1987)]

apply to become a Member of the above Association.  
If my application is accepted, I agree to be bound by the Constitution of the Association.

Signature:..... Date:.....

Clause 8 a (ii) " be proposed by one **Member** and seconded by another **Member**."

<b>PROPOSED:</b>	<b>SECONDED:</b>
Name:.....	Name:.....
Signature:.....	Signature:.....

Date: .....	Date:.....
----- Applicants to detach and keep -----	

## INFORMATION for APPLICANTS

- If your application is accepted, your name and address, as provided above, **must** be recorded in a register of Members and be made available to other Members, upon request, under section 27 of the *Associations Incorporation Act*.
- If the obligations under the *Associations Incorporation Act* are not complied with the Association can be wound up.
- You can contact the Association at.....
  
- You can access or correct personal information (your name and address) by contacting the Association as indicated above.

## OTHER INFORMATION

- If your application is accepted you are entitled to inspect and make a copy of the register of Members under section 27 of the *Associations Incorporation Act*.
- If your application is accepted you are entitled to inspect and make a copy of the rules (Constitution) of the Association under section 28 of the *Associations Incorporation Act*.

**If your application for Membership is rejected by the Committee:** You may give notice of your intention to appeal within 14 days of being advised of the rejection. The Association in a general meeting, no later than the next annual general meeting, must confirm or set aside the decision of the Committee rejecting your application, after giving you a reasonable opportunity to be heard or to make written representations to the general meeting.

**APPOINTMENT OF CORPORATE MEMBER REPRESENTATIVE**

.....  
(Insert name of CORPORATE MEMBER of the incorporated Association)

advises that, on ....., it **RESOLVED** that  
(Insert date of meeting)

.....  
(Insert name of REPRESENTATIVE of the above corporate Member)

represent it at:

(Tick  only **ONE** of the following)

the general meeting/s on .....  
(Insert relevant date/s)

OR

all general meetings

of Melville Cockburn Chamber of Commerce Incorporated

**WITNESSED/AUTHORISED BY:**

(if required under the CORPORATE MEMBER'S rules)

**SIGNATURE:**

**NAME:**

**POSITION:**

**DATE:**

**SIGNATURE:**

**NAME:**

**POSITION:**

DATE: (Insert CORPORATE MEMBER'S common seal)



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The corporate Member acknowledges that according to clause 104 of the Association a person appointed to represent a Member which is a body corporate is deemed for all purposes to be a Member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

# Appointment of Proxy

(in accordance with "August 2008 constitutional adjustment")

I, .....

*(Insert natural person's name and if applicable as a "corporate body the" MEMBER'S name)*

of.....

*(Insert MEMBER'S address)*

being a Member of Melville Cockburn Chamber of Commerce Incorporated

**APPOINT**

.....

*(Insert PROXY'S name)*

who also is a Member of the Association, as my proxy.

My proxy is authorised to vote on my behalf:

*(Tick  only **ONE** of the following)*

at the general meeting/s (and any adjournments of the meeting/s) on .....

*(Insert relevant date/s)*

OR

in relation to the following resolutions and/or nominations

**In favour:**

**Against:**

.....  
.....  
.....

.....  
.....  
.....

*(Insert resolution Nos, brief description or nominees' name/s)*

*(Insert resolution Nos. brief description or nominees' name/s)*

**Signature:**.....

*(of Member appointing Proxy)*

**Date:**.....

**NOTICE OF GENERAL MEETING TO ALTER THE CONSTITUTION**

**Melville Cockburn Chamber of Commerce Incorporated**

is convening a general meeting at which the following resolution/s will be proposed as special resolutions to alter the Constitution of the Association.

The meeting will be held at \_\_\_\_\_ a.m./p.m. on \_\_\_\_\_ the \_\_\_\_\_ 200\_\_\_\_.

The meeting will take place at \_\_\_\_\_  
\_\_\_\_\_

**SPECIAL RESOLUTION/S:**

<p>Currently rule.....states:</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>It is proposed to alter this clause so that it states as follows:</p> <p>.....</p> <p>.....</p> <p>.....</p>
--

<p>Currently rule.....states:</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>It is proposed to alter this clause so that it states as follows:</p> <p>.....</p> <p>.....</p> <p>.....</p>
--

**OR**

A list of alterations to the Constitution which will be proposed as special resolutions at the meeting is attached.

**INFORMATION for MEMBERS**

- Clause 105 allows for proxy votes. A proxy form is enclosed for you to nominate another Member to vote on your behalf if you cannot attend the meeting.
- Alterations to the Constitution can only be made if supported by 75% of Members voting at the meeting or by proxy.
- Alterations to the rules only take effect when lodged with the Department of Consumer & Employment Protection.