Uralla Shire Business Chamber Inc INC1700882 Constitution

Under the Associations Incorporation Act 2009 incorporated 27 June 2017

About the Uralla Shire Business Chamber Inc Constitution

This is a working document and subject to change.

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Disclaimer

This publication must not be relied on as legal advice. For more information please refer to the appropriate legislation or seek independent legal advice.

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1. DEFINITIONS

1.1 In this Constitution:

Act means the *Associations Incorporation Act 2009* (NSW).

AGM mean the annual general meeting held each year as required by this Constitution**.**

Association means Uralla Shire Business Chamber Inc.

Board means the group of Directors elected to govern this Association in accordance with the Constitution.

Board Nominations means nominations for election to the Board.

Business Member means a person admitted as a Business Member pursuant to the Constitution.

Chair/Chairperson means the President or Chairperson appointed pursuant to clause 28.

Committee means any committee of this Association, elected or appointed pursuant to this Constitution.

Community Member means a person admitted as a Community Member pursuant to the Constitution.

Constitution means the document that governs the operation of the Association, as amended from time to time.

Director is given the meaning in clause 16.1

Election Committee is given the meaning in clause 17.

Entrance Fee means any fees payable by a potential Member or Member when applying (or re-applying) for Membership.

Fee means Entrance fees, Membership Fees and other payments payable by Members shall be as the Board prescribes from time to time.

Honorary Member means a person admitted as an Honorary Member pursuant to the Constitution.

Member/Membership means a member of this Association.

Membership Fee means any fees payable by a Member during the course of their Membership as the Board prescribes from time to time.

Ordinary Resolution means a resolution passed in accordance with 28.8.

President means the person appointed under clause 17.6.

Presiding Officer is given the meaning in clause 17.5.3.

Region means the region identified in Schedule 1.

Regulation means the *Associations Incorporation Regulation 2010* (NSW).

Secretary means:

(a) the person holding office under this Constitution as secretary of the Association, or

(b) if no such person holds that office - the public officer of the Association.

Sub-Committee means a Committee appointed by the Board in accordance with clause 23.1.

Treasurer means the person appointed under clause 17.6to perform the duties in clause 20.

Vice President means the person appointed under clause 17.6.

"In Writing" or **"Written Notice"** means typed letter in the post as well as flyer, electronic mail (email) or facebook post and Website Calendar item – the last two being counted as one as not everyone is expected to be on facebook.

1.2 In this Constitution:

1.2.1 a reference to a function includes a reference to a power, authority and duty; and

1.2.2 a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

1.3 The provisions of the *Interpretation Act 1987* apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

2. OBJECTS

2.1 The objects of the Association are:

2.1.1 to promote bilateral relationships between business, industry and tourism in the Uralla Shire;

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

2.1.3 to engage in other business activities as opportunities present themselves, as decided by the Board;

2.1.4 to lobby on behalf of businesses in the Region;

2.1.5 to foster knowledge of the Region nationally and internationally;

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

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

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

2.1.9 to affiliate and promote liaison and co-operation with other groups representing business interests within the Region;

2.1.10 to create opportunities for Members to share knowledge, expertise and resources, and to develop productive business relationships to achieve the objects;

2.1.11 to grow industry trade and commerce and the development of new business and industry for the Region;

2.1.12 to undertake such other measures for the assistance and advancement of business in the Region as the Board may determine from time to time.

2.1.13 Work with other interest and community groups in the Shire for the betterment of the Uralla Shire as a whole, being businesses, community groups and residents as a collective group.

3. MEMBERSHIP

3.1 A person cannot be a member unless they are:

3.1.1 a Business Member;

3.1.2 a Community Member or Group; or

3.1.3 an Honorary Member.

3.2 Every person who has been elected or appointed pursuant to this clause shall:

3.2.1 become a Member and will be bound by this Constitution and the by-laws of the Association in force from time to time; and

3.2.2 have all the rights granted to them under this Constitution and the Act.

3.3 A Member's rights and obligations are personal and are not transferable.

4. BUSINESS MEMBERS

4.1 If the Board or its delegated Sub-Committee approves the application, the applicant will be admitted as a Business Member on payment of the membership fee. A reference to the Board in regard to the consideration of Membership applications includes a reference to a Sub-Committee appointed by the Board from time to time.

4.2 The Board may reject any application to be a Business Member without providing any reasons for that rejection.

4.3 Every applicant to be a Business Member must:

4.3.1 conduct, or be involved in, business operations in the Uralla Shire, NSW, Australia; and

4.3.2 be a registered business with an Australian Business Number (ABN); and

4.3.3 submit a nomination form to the Association; and

4.3.4 provide such other information or do such other things necessary in support of their application as required by the Board from time to time.

4.4 Business Members have voting rights and they or their representatives may propose a nominee or fill the office of Director.

5. HONORARY MEMBERS

5.1 The Board may by majority resolution appoint any person as an Honorary Member for such term as determined by the Board.

5.2 Honorary Members do not have any voting rights.

5.3 Honorary Members are exempt from paying membership fees for the period of their appointment.

5.4 The Board may revoke the appointment of an Honorary Member at any time including prior to the expiry of term specified under clause 5.1 without providing reasons for revocation.

6. COMMUNITY MEMBERS

6.1 Any person or group may apply to be a Community Member of the Association in the form nominated by the Board from time to time.

6.2 The Board may reject any application to be a Community Member without providing any reasons for that rejection.

6.3 If the Board has approved an application to be a Community Member, the applicant will become a Community Member on payment of the applicable Membership Fees ($10) that are relevant to their class of membership.

6.4 The Board may revoke the appointment of a Community Member without providing reasons for revocation.

6.5 Community Members do not have voting rights and they or their representatives cannot propose a nominee or fill the office of Director.

7. REPRESENTATIVES OF MEMBERS

7.1 If a Member is not a natural person, they must appoint a natural person (being a partner, director or officer of the Member or such other person approved by the Member) to represent the Member and otherwise enable the Member to carry out its powers under this Constitution, including voting at general meetings.

7.2 The Member:

7.2.1 must give written notice to the Secretary of the appointment of a representative under this clause 7.1; and

7.2.2 may revoke the appointment of a representative by giving written notice to the Secretary.

7.3 A Member shall be bound by its representative appointed under clause 7.1 and the Board's opinion of the scope of the representative's authority to bind the Member is final and conclusive.

8. ENTRANCE FEES, MEMBERSHIP FEES AND LEVIES

8.1 Entrance fees, Membership Fees and other payments payable by Members shall be as the Board prescribes from time to time.

8.2 All Membership Fees will be due and payable annually on each anniversary of the commencement of Membership, or at such other time as the Board may determine.

8.3 If any Fee remains unpaid for 3 months after it is due, the Association may serve notice of the default on the defaulting Member and if payment is not received within 14 days after the date of service of the notice, the Board may resolve to:

8.3.1 suspend the defaulting Member from all privileges of Membership granted to Members by this Constitution or otherwise;

8.3.2 remove the defaulting Member name from the register of Members; and

8.3.3 provided that the Board may reinstate the Member and restore their name on the register of Members upon payment of all Membership Fees in arrears if the Board thinks fit to do so.

8.4 Nothing in clause 8.3 prevents the Board from granting an extension for the payment of Membership Fees in an individual case if the Board sees fit to do so.

8.5 The Board:

8.5.1 may at any time suspend the payment of an Entrance Fee or Membership Fee either generally or in an individual case; and

8.5.2 have the discretionary power to fix, determine or waive the Entrance Fee payable by any person.

9. CESSATION OF MEMBERSHIP

9.1 Membership held by a natural person ceases on the death of that Member.

9.2 Any Member may, by giving written notice to the Secretary, resign from their Membership of the Association and the resignation will take effect from the date on which the notice is received by the Secretary.

9.3 Any Member who has resigned, or has had their Membership terminated pursuant to this clause 9, will not be entitled to a refund of any Membership Fees unless the Board considers that there are circumstances warranting the payment of the unexpired portion of the Member's Membership Fees from the date of resignation.

9.4 The Board may terminate a Member's Membership:

9.4.1 pursuant to clause 8.3 in regard to the failure of a Member to pay any Fee;

9.4.2 if it is of the opinion that the Association has lost contact with that Member and no current valid address is available for that Member; or

9.4.3 pursuant to clause 12 for reasons of a Member's behaviour.

10. REGISTER OF MEMBERS

10.1 The Association must establish and maintain a register of Members specifying the business details, ie business name and business address of each person who is a Member, together with the date on which the Person became a Member.

10.2 The register of Members must be kept in the Uralla Shire:

10.2.1 at the main premises of the Association; or

10.2.2 if the Association has no premises, at the Association's official address.

10.3 The register of Members must be open for inspection, free of charge, by any Member of the Association at any reasonable hour.

10.4 A Member may obtain a copy of any part of the register of Members on payment of a fee of not more than $1.00 for each page copied.

11. VOTES OF MEMBERS

Entitlement to vote at general meetings

11.1 Subject to clause 11.2, every Business Member is entitled to 1 vote at any general meeting of the Association in person.

Unfinancial

11.2 No Member is entitled to vote at any general meeting if their Entrance Fee is unpaid or Membership Fees are more than 3 months in arrears at the date of the meeting.

11.3 Each Member (if eligible to vote) shall be entitled to vote both on a show of hands and by poll.

12. MEMBERSHIP DISCIPLINARY PROCEEDINGS

Power to reprimand, suspend or expel

12.1 Subject to this clause 12, the Board may reprimand, suspend, expel or accept the resignation of any Member if that Member, in the reasonable opinion of the Board:

12.1.1 has wilfully refused or neglected to comply with any of the provisions of this Constitution;

12.1.2 is guilty of any conduct prejudicial to the interests of the Association; or

12.1.3 is guilty of conduct which is unbecoming of a Member.

12.2 The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

Notification of conduct

12.3 The Association must promptly give written notice to a Member of:

12.3.1 any complaint against the Member pursuant to clause 12.1;

12.3.2 the substance and circumstances of the complaint (including the date of the conduct the subject of the complaint); and

12.3.3 the date, time and place of the hearing of the complaint, and the hearing must take place within 30 days of the date of the alleged offence or the date on which the complaint is made, whichever is the latest.

Right of appearance at conduct meeting

12.4 The Member under investigation will be entitled to:

12.4.1 make submissions to the Board in connection with the complaint;

12.4.2 attend the hearing and make oral submissions for the purpose of answering the complaint;

12.4.3 be in attendance at the hearing to hear any evidence of others in relation to the complaint;

12.4.4 submit to the meeting written representations for the purpose of answering the complaint; and

12.4.5 the Board must make a decision based on any written, visual or oral evidence put before it.

Suspension pending conduct hearing

12.5 If a notice of complaint is issued to a Member pursuant to clause 12.3, the Board may, by resolution, suspend that Member from all rights and privileges as a Member of the Association:

12.5.1 until the complaint is heard and determined; or

12.5.2 for 5 weeks,

12.5.3 whichever is the earlier, and the must promptly notify the Member of the suspension.

Failure by Member to appear at conduct meeting

12.6 If the Member fails to attend the conduct meeting:

12.6.1 the complaint may be heard and dealt with by the Board; and

12.6.2 the Board may make a decision based on the evidence before it, having regard to any representations which may have been made to it in writing by the relevant Member.

Decision of the Board

12.7 The Board may, by resolution, expel the Member from the Association or suspend the Member from Membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

12.8 If the Board expels or suspends a Member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Board for having taken that action and of the Member's right of appeal under clause 13.

12.9 The expulsion or suspension does not take effect:

12.9.1 until the expiration of the period of 30 days following the Board's determination within which the Member is entitled to appeal against the resolution concerned; or

12.9.2 if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under clause 13, whichever is the later.

Liabilities will remain

12.10 Any Member who has had their Membership terminated pursuant to this clause 12 will:

12.10.1 remain liable for any unpaid Membership Fees or other amounts which are due and unpaid as at the date of termination; and

12.10.2 not be entitled to any refund of any Membership Fees unless the Board considers that there are circumstances warranting the payment of the unexpired portion of the Member's Membership Fees from the date of termination.

13. RIGHT OF APPEAL OF DISCIPLINED MEMBER

13.1 A Member may appeal to the Association in general meeting against a determination of the Board under clause 12.7 by lodging with the Secretary a notice to that effect within the period specified in clause 12.9.

13.2 The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.

13.3 On receipt of a notice from a Member under sub clause 13.1, the Secretary must notify the Board which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.

13.4 At a general meeting of the Association convened under sub clause 13.3:

13.4.1 no business other than the question of the appeal is to be transacted; and

13.4.2 the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and

13.4.3 the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

13.5 The appeal is to be determined by a simple majority of votes cast by Members.

14. RESOLUTION OF DISPUTES

14.1 A dispute between a Member and another Member (in their capacity as Members of the Association), or a dispute between a Member or Members and the Association, are to be referred to a Community Justice centre for mediation under the *Community Justice Centres Act 1983*.

14.2 If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.

14.3 The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

PART 3 - THE BOARD

15. POWERS OF THE BOARD

General powers

15.1 The Board shall:

15.1.1 manage the business and affairs of the Association and the custody and control of its property and funds; and

15.1.2 exercise its powers and do all such things that the Association is by this Constitution or otherwise authorised to exercise and do and which is not required to be exercised by the Association in a general meeting.

Specific powers

15.2 Without limiting the general powers in clause 12.1, the Board will have the following powers from time to time:

15.2.1 to make, amend and repeal any by-laws not inconsistent with this Constitution as, in the opinion of the Board, are necessary or desirable for the proper conduct and management of the Association;

15.2.2 to enforce or procure the enforcement of all by-laws by suspension from enjoyment of the Association privileges or any of them or otherwise as the Board thinks fit;

15.2.3 to purchase or otherwise acquire for the Association any property rights or privileges which the Association is authorised to acquire at such price and generally on such terms and conditions as it shall think fit;

15.2.4 to secure the fulfilment of any contract or arrangement entered into by the Association by mortgaging or charging all or any of the property of the Association as it shall think fit;

15.2.5 to institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers or otherwise concerning the affairs of the Association and also to compound or allow time for payment and satisfaction of any debts due to any claims by or against the Association and to refer any claims by or against the Association to mediation or arbitration and to observe and perform the determination or judgment;

15.2.6 to determine who is entitled to sign, draw, accept or endorse on the Association's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments;

15.2.7 to invest and deal with any of the moneys of the Association not immediately required for the purposes of the Association upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments;

15.2.8 from time to time at its discretion to borrow or secure the payment of any sum of money for the purposes of the Association and raise or secure the payment of such sum in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge on or over all or any part of the Association's property, both present and future;

15.2.9 to sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods, land, buildings or other property rights belonging to the Association or to which the Association may be entitled from time to time, to appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary;

15.2.10 to set the Entrance Fees and Membership Fees payable by all members;

15.2.11 to engage, appoint, control, remove, suspend and dismiss such managers, officers, representatives, agents and employees as it may from time to time think fit and determine the duties, pay remuneration or other entitlements;

15.2.12 to impose any restriction or limitation on the rights and privileges of a Member;

15.2.13 to repay reasonably incurred actual out of pocket expenses incurred by any Member of the Board; and

15.2.14 to fix a charge for the use of the property or services of the Association by its Members and may at any time amend or remove such charges.

Acts of the Board

15.3 All acts done by any meeting of the Board shall, even if it is subsequently discovered that there was some defect in the appointment of the Board or a Director, be valid as if every such person had been duly appointed and was qualified to be a Director.

Member submissions

15.4 Any Member shall, by written submission addressed to the President through the Secretary, be permitted to submit advice, counsel, comments, feedback and express concerns regarding any governance control and strategic direction policy matters dealt with by the Board.

Delegations

15.5 The Board may delegate any of its powers or functions to the extent permitted by the Constitution and to impose such rules and conditions of the delegation as the Board sees fit.

16. COMPOSITION AND MEMBERSHIP OF BOARD

16.1 The Board is to consist of:

16.1.1 the office-bearers of the Association, and

16.1.2 at least 4 ordinary Board members, each of whom is to be elected at the AGM of the Association under clause 17;

together the **Directors,** each of whom is to be elected at the annual general meeting of the association under Clause 17

16.2 The total number of Directors on the Board is to be 8.

16.3 The office-bearers of the Association are as follows:

16.3.1 the President;

16.3.2 the Vice President;

16.3.3 the Treasurer;

16.3.4 the Secretary.

16.4 A Director on the Board may hold up to 2 offices (other than both the President and Vice President offices).

16.5 Each Director of the Board is, subject to this Constitution, to hold office until the conclusion of the AGM following the date of the Director's election, but is eligible for re-election.

17. ELECTION OF THE BOARD

Procedure for election

17.1 Nomination of candidates for election as office-bearers of the association or as ordinary directors:

(a) Must be made in writing, signed by at least 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

(b) Must be delivered to the secretary of the association before the commencement of the annual general meeting at which the election is to take place.

17.2 If insufficient nominations are received to fill all vacancies on the board the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

17.3 If insufficient further nominations are received, any vacant positions remaining on the board are taken as casual vacancies

17.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are to be taken to be elected

17.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held

17.6 The ballot for the election of office-bearers and ordinary board members is to be conducted at the annual general meeting in any usual and proper manner the committee directs.

17.7 A person nominated as a candidate for election as an office-bearer or as an ordinary board member must be a Business member or represent a business member of the association.

Casual Board members

17.8 The Board may, from time to time, appoint any Member who is an individual or a representative of a Business Member as a Director to fill a casual vacancy of an elected Director, provided that the number of Directors does not exceed the total prescribed in Clause 16.2

17.9 Any Director appointed in accordance with clause 17.1shall hold office only until the next Annual General Meeting.

18. BOARD MEETINGS

18.1 The Board may organise, adjourn and otherwise regulate its meetings as it sees fit for the transaction of business of the Association, provided that all Board meetings are held in the Region.

18.2 Subject to clause 18.1, the Board may conduct their meetings by telephone or other form of electronic communication without a Director being in the physical presence of another Director provided all Directors agree and may hear and be heard by each other.

18.3 A Director may at any time, and the Secretary shall, on the requisition of a Director, convene a meeting of the Board by giving reasonable notice (two weeks) to every other Director.

18.4 A Director may call a meeting by giving reasonable notice individually to every other Director, which may include by telephone.

18.5 The Board may (but are not obliged to) invite any person to attend a meeting of the Board to speak on an item by permission of the President and to provide reports, advice, counsel and other information on matters requested by Directors.

18.6 The quorum for Board meetings shall be a majority plus one of the total number of Directors at the time of the meeting.

18.7 The Board may act despite any vacancy in the Board, so long as the number of Directors in attendance is not reduced below 4 Directors, however, Directors may act where the quorum is not met for the purposes of:

18.7.1 increasing the number of Directors to the quorum of the Board; or

18.7.2 convening a general meeting of the Association, but for no other purpose.

18.8 The President shall chair every meeting of the Board.

18.9 If the President is not present or is unwilling or unable to act, then the Vice President shall chair the Board meeting.

18.10 If the Vice President is not present or is unwilling or unable to act, then the Directors present shall elect a Director to chair the Board meeting.

18.11 Questions arising at any Board meeting shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board.

18.12 The Chairperson of the meeting has only one vote.

18.13 A record of all Directors present at each Board meeting and minutes of all resolutions and proceedings of the Board shall be entered and maintained in records kept in accordance with this document.

18.14 A resolution in writing signed by all of the Directors shall be as valid and effectual as if it had been passed at a Board meeting duly convened and held.

18.15 Any such resolution may consist of several documents in like form each signed by one or more Directors and the resolution shall be passed when the last Director signs the document containing the resolution.

18.16 Any Director is entitled to move a rescission motion on any previously adopted resolution provided that:

18.16.1 a notice of intent to move that rescission motion is given to the secretary at least 7 days in advance;

18.16.2 the notice of intent in clause 18.16.1 is seconded by another Director;

18.16.3 the rescission motion is in writing explaining in detail the reasons for the motion; and

18.16.4 the matter of the rescission motion is listed on the agenda for the business of the Board meeting following the date of expiry of the 7 day notice period or at a specially convened meeting as called by the Chairperson.

19. SECRETARY

19.1 It is the duty of the Secretary to keep minutes of:

19.1.1 all appointments of office-bearers and members of the Board, and

19.1.2 the names of Directors of the Board present at a Board meeting or a general meeting, and

19.1.3 all proceedings at Board meetings and general meetings.

19.2 Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

20. TREASURER

20.1 It is the duty of the Treasurer to ensure:

20.1.1 that all money due to the Association is collected and received and that all payments authorised by the Association are made; and

20.1.2 that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

21. REMOVAL OF DIRECTORS FROM OFFICE

Removal by Members in general meeting

21.1 The Business Members in general meeting may by ordinary resolution:

21.1.1 remove from office any Director, Directors or the whole of the Board before the expiration of their term of office; and

21.1.2 such resulting vacancy in the office will be a casual vacancy; and

21.1.3 the Board may fill the casual vacancy in accordance with clause 17.8.

21.2 Any person appointed pursuant to clause 21.1 shall hold office only until the next AGM.

Notice requirements

21.3 Notice of the intention to move a resolution to remove a Director from office must be given to the Association at least 2 months before the meeting at which the resolution is to be considered and voted on.

22. VACANCIES ON BOARD

Automatic vacancy of office

22.1 The office of a Director shall automatically be vacated if the person holding that office:

22.1.1 becomes bankrupt or insolvent;

22.1.2 becomes disqualified from holding office as a director of any organisation or company;

22.1.3 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

22.1.4 is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the Board and the Board resolves that the office be vacated;

22.1.5 by notice in writing given to the Secretary resigns from office as a Director;

22.1.6 in the case of a Director that is a Member as a natural person, they cease to be a Business Member;

22.1.7 in the case of a Director that is a Member as a natural person, they are suspended from being a Member;

22.1.8 in the case of an elected Director, that Director ceases to be a Business Member or an employee, director or office-bearer of a Business Member;

22.1.9 becomes an employee of the Association; or

22.1.10 engages in conduct that is prejudicial to the interests of the Association and a majority resolution of Business Members has been passed removing that Director in accordance with clause 21.1.

Suspension and removal

22.2 If the conduct or position of a Director is such that continuance in office appears to the majority of Directors to be prejudicial to the interests of the Association, a majority of Directors at a Board Meeting specifically called for that purpose may suspend the Director.

22.3 Within 14 days of suspension under clause 22.2, the Directors must call a general meeting, at which the Members may either confirm the suspension and remove the Director from office or annul the suspension and reinstate the Director.

22.4 The Board must provide the Director against whom the allegation has been made, with at least thirty 30 days written notice of the meeting at which the allegation will be considered including:

22.4.1 the time and place of the Board Meeting or general meeting;

22.4.2 details of the allegation;

22.4.3 details of the proposed resolution; and

22.4.4 advise that any resolution of the Board or Members (as the case may be) will be final and binding.

22.5 The Board must provide the Director against whom the allegation has been made with a reasonable opportunity to respond to the allegations at the meeting.

23. DELEGATION BY BOARD TO SUB-COMMITTEE

23.1 The Board shall have power from time to time to delegate any of its powers or functions to one or more:

23.1.1 Sub-Committees;

consisting of any combination of:

(a) Directors;

(b) Members;

(c) employees; and

(d) any other person who is not a member but who has a particular skill or expertise which they will contribute to a Committee.

23.2 The Board may revoke wholly or in part any delegation to Sub-Committees established in clause 23.1.

23.3 Any Sub-Committee formed under clause 23.1 shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Board may from time to time impose.

23.4 The President is an ex officio a member of all such Sub-Committees and may nominate a Director to represent them on such committees.

23.5 A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

23.6 Despite any delegation under this clause, the Board may continue to exercise any function delegated.

23.7 Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.

23.8 A Sub-Committee may meet and adjourn as it thinks proper.

23.9 Questions arising at any meeting of a Sub-Committee shall be determined by a majority of votes of the members of the Committee present and in the case of an equality of votes the Chairperson of the meeting shall have a second and casting vote.

23.10 Any Sub-Committee must make minutes of its meetings and will submit those minutes to the Board, who must retain those minutes as if they were minutes of the Board.

23.11 All acts done by any meeting of a Sub-Committee will, even if it is subsequently discovered that there was some defect in the appointment of any such Committee or a Committee member, be valid as if every such person had been duly appointed and was qualified to be a Committee member.

24. VOTING AND DECISIONS

24.1 Questions arising at a meeting of the Board or of any Sub-Committee appointed by the Board are to be determined by a majority of the votes of Directors on the Board or Sub-Committee present at the meeting.

24.2 Each member present at a meeting of the Board or of any Sub-Committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

24.3 Notwithstanding any other clause of this Constitution, the Board may act despite any vacancy on the Board.

24.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a Sub-Committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or Sub-Committee.

PART 4 - GENERAL MEETINGS

25. GENERAL MEETINGS

25.1 The AGM shall be held at least once in every calendar year at such time and place as may be determined by the Board but within 5 months of the close of the financial year.

25.2 All meetings other than AGMs shall be called general meetings.

Business of general meetings

25.3 All business transacted at a general meeting including AGMs shall be ordinary unless it is deemed special:

25.3.1 by law; or

25.3.2 in accordance with this Constitution.

Calling of general meetings

25.4 The Board or any Director may whenever they consider fit call and arrange to hold a general meeting of the Association; and

25.5 The Board must call and arrange to hold a general meeting of the Association on a request that complies with clause 25.6 of:

25.5.1 At least 5 members who are entitle to vote at the general meeting (request).

Request for general meeting

25.6 A request must:

25.6.1 be in writing;

(a) state any resolution to be proposed at the general meeting;

(b) be signed by the Business Members making the request; and

(c) be given to the Secretary.

25.7 Separate copies of a document setting out the request may be used for signing by the Business Members if the wording of the request is identical in each copy.

Board must call general meeting

25.8 The Board must call the general meeting within 21 days after the request is given to the Secretary.

25.9 The general meeting is to be held not later than 2 months after the request is given to the Secretary.

Notice of general meetings

25.10 At least 21 days' notice in writing of an AGM or a general meeting must be given to:

25.10.1 all Members who are entitled to attend and vote at that meeting and have a valid and current mailing address on the register of members; and

25.10.2 the auditor (if there is an appointed auditor),

and not any other person.

Effect of failure to give notice

25.11 The:

25.11.1 accidental omission to give notice of a general meeting; or

25.11.2 the non-receipt by any person of notice of a meeting,

shall not invalidate any proceedings at a general meeting unless such proceedings are void.

Cancellation or postponement

25.12 The Board shall have the power to cancel or postpone the holding of any general meeting of Members other than one convened under clause 25.8 or 25.9.

25.13 Where a general meeting is postponed for 30 days or more then not less than 5 days' notice shall be sent to Members of such postponed meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at such postponed meeting.

26. AGM

Business of the AGM

26.1 The business of the AGM shall be as follows:

26.1.1 to confirm the minutes of the previous AGM;

26.1.2 to receive and consider any necessary reports;

26.1.3 to declare the result of the election of the Board to Members; and

26.1.4 to deal with any other business of which due notice has been given to the Members.

Member participation in AGM

26.2 The Chairperson of the AGM must allow a reasonable opportunity for the Business Members as a whole at the meeting to ask questions about or make comments on the management of the Association.

Holding an AGM

26.3 The Association must hold an AGM by 30 November of each year.

27. BUSINESS MEMBERS' RESOLUTIONS

Business Members may submit items of business for AGM

27.1 Business Members may submit items of business and notices of motion which they wish to have included in the business of the AGM.

27.2 All such items of business and notices of motion must be in writing and received by the Secretary at least 42 days prior to the date fixed for the AGM.

Notice of items of business for AGM

27.3 The Secretary shall forward all items of business and notices of motion referred to in clause 27.1 to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the notice of the AGM.

28. PROCEDURE AT GENERAL MEETINGS

President

28.1 The President shall, if present, chair all general meetings.

28.2 If the President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act then the Vice President shall chair the general meeting.

28.3 If the Vice President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the Business Members of the Association present shall elect a Director on the Board to chair the general meeting, or if no Director is willing or present, then the Business Members present shall elect a Business Member to chair the meeting.

Quorum

28.4 No business shall be transacted at any general meeting of Members unless a quorum of Business Members is present at the commencement of business.

28.5 Notwithstanding any other provision of this Constitution, a quorum of Members shall be constituted by the attendance and presence at any meeting, including an AGM, of ten (10) Business Members.

Quorum not present

28.6 If a quorum is not present within 30 minutes of the start of the meeting, and then maintained for the duration of the meeting, the meeting shall:

28.6.1 be dissolved if it was convened at the request of Members pursuant to clause 25.6 or

28.6.2 stand adjourned to the same day in the next week at the same time and place.

Quorum at adjourned meeting

28.7 If a meeting is adjourned pursuant to clause 28.6.2 and subsequently held, and at the subsequent meeting a quorum is not present, the Business Members who are present (either in person or by proxy) shall be considered a quorum, and may transact any business for which the meeting was called.

Voting at general meeting

28.8 Every question submitted to a meeting other than a special resolution shall be decided by a simple majority of votes from those members who are entitled to vote, present and voting and counted on a show of hands unless a poll:

28.8.1 is demanded by the Chairperson of the meeting;

28.8.2 is demanded by at least 5 members present at the general meeting in person or by proxy; or

28.8.3 is otherwise required by this Constitution.

28.9 Each question submitted to a meeting to be decided by special resolution of Members shall be decided by a poll.

Conduct of polls

28.10 A poll duly demanded or required in accordance with clause 28.8 on a matter other than the election of a Chairperson or the question of an adjournment must be taken when and in the manner the Chair directs.

28.11 A poll demanded on the election of a Chairperson or on a question of adjournment must be taken immediately.

28.12 Every Member except an Honorary Member or Community Member is entitled to 1 vote in a poll save as provided by this Constitution in case of any equality of votes.

Effect of polls

28.13 The result of a poll shall be the resolution of the meeting at which the poll is held.

Chairperson's vote

28.14 The Chairperson of the meeting has only one vote.

Declaration by Chairperson

28.15 At any general meeting, a declaration by the Chairperson that a resolution has been carried or carried by a particular majority or lost or no carried by a particular majority and an entry to that effect in the records containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of proportion of votes recorded in favour of or against such resolution.

Adjournment of general meeting

28.16 The Chairperson of a meeting may with the consent of the 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.

No business to be transacted at adjourned meeting

28.17 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Notice of adjourned meeting

28.18 Where a meeting has been adjourned for 30 days or more, fresh notice of the meeting must be given to all members.

28.19 If the meeting is adjourned to a time less than 30 days after the originally scheduled meeting, notice need not be given.

Effect of resolutions

28.20 A resolution passed at a meeting resumed after an adjournment shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.

29. DECLARATION OF VESTED INTEREST BY MEMBERS

29.1 A Member, on proposing an activity or project for the Chamber to undertake is to declare any vested interest or conflict of interests, and is to recuse themselves from voting on whether or not the Chamber undertakes the project. They will not need to leave the room for the vote, but they will need to abstain from it.

29.2 For any submissions for proposed business or supply to Uralla Shire Business Chamber events or needs over $200 excl GST, tenders are to be submitted with non-preferential decisions made using an inclusive community directive, with fairness to the shire.

30. MINUTES

Record of minutes

30.1 The Association must maintain a record of:

30.1.1 proceedings and resolutions of general meetings of the Association;

30.1.2 proceedings and resolutions of meetings of the Board, Committees (including Sub-Committees); and

30.1.3 resolutions passed by Directors without a meeting.

Minutes to be signed

30.2 The Association must ensure that:

30.2.1 minutes of a meeting of the Association or the Board are signed within a reasonable time after the meeting by the Chairperson of the meeting or the Chairperson of the next meeting; and

30.2.2 minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time of the date on which the resolution is passed.

True record

30.3 A minute that is recorded and signed under this clause is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

PART 5 - MISCELLANEOUS

31. INSURANCE

The Association may effect and maintain insurance.

32. FUNDS - SOURCE

32.1 The funds of the Association are to be derived from Entrance Fees and annual subscriptions of Members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.

32.2 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.

32.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

33. FUNDS - MANAGEMENT

33.1 Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Board determines.

33.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 Directors of the Board or employees of the Association, being Members or employees authorised to do so by the Board.

33.3 When procuring goods or services over $200 (excl GST), the Association will give preference to local businesses in fairness to all businesses in the Uralla Shire. Refer also clause 29.2

34. CUSTODY OF BOOKS ETC

Except as otherwise provided by this Constitution, the Secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

35. INSPECTION OF BOOKS ETC

35.1 The following documents must be open to inspection, free of charge, by a Member of the Association at any reasonable hour:

35.1.1 records, books and other financial documents of the Association,

35.1.2 this Constitution,

35.1.3 minutes of all Board, Committee or Sub-Committee meetings and general meetings of the Association.

35.2 A Member of the Association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than $1.00 for each page copied.

36. SERVICE OF NOTICES

36.1 For the purpose of this Constitution, a notice may be served on or given to a person:

36.1.1 by delivering it to the person personally; or

36.1.2 by sending it by pre-paid post to the address of the person; or

36.1.3 by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

36.2 For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:

36.2.1 in the case of a notice given or served personally, on the date on which it is received by the addressee; and

36.2.2 in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and

36.2.3 in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

37. FINANCIAL YEAR

37.1 The financial year of the Association is:

37.1.1 the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and

37.1.2 each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

SCHEDULE 1 - THE REGION

The Region is defined as The Uralla Shire, as specified on the Uralla Shire Council website.
Map provided by google…
https://www.google.com.au/maps/place/Uralla,+NSW/@-30.5294575,151.1919555,10z/data=!4m5!3m4!1s0x6b9f80edb8d96d45:0xc566dfb446bb12bb!8m2!3d-30.4864837!4d151.2335592

APPENDIX 1 - APPLICATION FOR MEMBERSHIP OF ASSOCIATION

(Clause 3 (1))

Uralla Shire Business Chamber Inc.
APPLICATION FOR MEMBERSHIP OF ASSOCIATION

Membership of Uralla Shire Business Chamber Inc. is open to natural persons and entities who:

- have an ABN and are currently trading and have a registered place of business in the Uralla Shire (Full Member) (or the entity's representative), or
- have had a business or connection to business in Uralla Shire (eg retired business owners) and can make a positive contribution to the Business Chamber (Affiliate Member), or
- are a representative of a club or charity organisation of Uralla Shire who would like to interact with the Uralla Shire Business Chamber (Community Member)

and also share the vision and values of the Uralla Shire Business Chamber and agree to be bound by the Constitution of the Uralla Shire Business Chamber Inc.
Membership is on a three-tiered system, as detailed above, with an annual fee to be paid prior to the Annual General Meeting, as voting rights will only be granted to paid-up members according to the tiered system of membership (refer separate sheet). Currently, Full Members $100 per year, Affiliate Members $50 per year, Community Member $10 per year, all inc GST (if applicable). (Partial fees for applicants joining part-way through the year will be considered by the Steering committee and will become part of the constitution if agreed on. Fee will be reviewed at each AGM)

Please make yourself familiar with the Constitution, Vision and Mission Statement of Uralla Shire Business Chamber Inc.) (www.urallashirebusinesschamber.com).

This form should be completed and forwarded to the Secretary of Uralla Shire Business Chamber, either electronically by E-mail to: secretary@urallashirebusinesschamber.com, or by paper copy to Highland Living or Thunder Graphics, in Bridge St, Uralla.

Your Name:		ABN (If applicable):	
Business Name:			
Business Address:			
Telephone (Landline)		Mobile:	
Email Address (BLOCK CAPITALS PLEASE)			

Any Project Ideas for the Uralla Shire Business Chamber? (eg Online Business Directory, Awards night for Shire Businesses, etc)

How can we benefit your business in your part of the Shire?

In what way can you contribute to the benefit of the collective whole of the group?

Signature:_____ Date:_____

Applications will be submitted to the Committee and you will be advised of the acceptance of your application as soon as possible.