

BATHURST CHAMBER OF COMMERCE CONSTITUTION AND RULES

NAME

1. The name of the Association is
THE BATHURST CHAMBER OF COMMERCE INCORPORATED (the Chamber).

OFFICE

2. The office of the Association shall be at Bathurst or at such other place as the Executive Committee shall from time to time determine.

OBJECTS

3. The objects for which the Association is established are:
 - a) To promote and protect the internal and external trade, commerce and transport and the manufactures, industries and tourism of Bathurst and surrounding regions.
 - b) To consider all questions connected with such trade, commerce transport manufactures, industries and tourism.
 - c) To promote support or oppose legislative or other measures affecting such trade, commerce, transport, manufactures, industries and tourism.
 - d) To collect and circulate statistics and other information relating to such trade, commerce, transport, manufactures, industries and tourism
 - e) To undertake the settlement by arbitration of disputes arising out of trade, commerce, transport, manufactures, industries and tourism.
 - f) To form a code of practice whereby the transactions of business relating to the aforesaid matters may be simplified and facilitated.
 - g) To undertake training and education for the benefit of members.
 - h) To purchase lease hire or otherwise acquire for the purpose of the Chamber any real or personal property so far as the law may allow and from time to time to sell demise, let, mortgage or dispose of the same.
 - i) To erect, maintain, improve or alter any building for the purposes of the Chamber.
 - j) To borrow or raise money by the issue of or upon bonds debentures of bills of exchange promissory notes or other obligations or securities of the Chamber or any mortgage or charge of all or any part of the property of the Chamber.
 - k) To invest and deal with the moneys of the Chamber, not immediately required upon such securities and in such manner as may from time to time be determined.
 - l) To engage professional assistance of any kind and to remunerate any person for services rendered or to be rendered in or about the formation or promotion of the Chamber or the conduct of its affairs.
 - m) To raise money by subscription and to grant any rights and privileges to subscribers.
 - n) To do all such things as may be conducive to the extension of trade, commerce, transport, manufactures, industries and tourism, or incidental to the attainment of the above objects.

MEMBERSHIP

4. The Foundation members of the Chamber shall be the persons, firms or companies entered in the Register of members on the First day of January 2003.
5. Any person, firm or company engaged in commerce, trade, services, industry, manufacture or tourism shall be eligible to make application for membership.
6. Applicants for membership shall make application to the Secretary on the form prescribed by the Executive Committee. Applicants shall become members if elected by resolution of the Executive Committee on payment of the prescribed subscription but the Chamber reserves the right to reject any application for membership without giving any reason therefor.

SUBSCRIPTIONS

7. The annual subscription payable by members of the Chamber shall be \$100.00 or such other sum as the Executive Committee may from time to time determine. The annual subscription shall be payable in the first month of each financial year, provided that where a member joins after the first quarter in any year, the Executive Committee may reduce pro-rata the subscription payable for the remainder of the current financial year, but in no case shall the subscription be less than one half of the annual subscription.
8. In determining the annual subscription, the Executive Committee may prescribe differing levels of fees for members of differing classes and sizes.
9. The Chamber's financial year shall be from the 1st day of July to the 30th day of June in the next succeeding year.

LEVIES

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

REGISTER

11. The Chamber shall keep a Register of its members and therein shall be entered the following particulars:
 - a) The name and address and business classification of each member.
 - b) The date upon which the name of such member was entered in the register.
 - c) The annual subscription paid by the member and the date on which it was received.
 - d) The name of the representative or representatives appointed to attend meeting and vote on behalf of a firm or company.

TERMINATION OF MEMBERSHIP

12. The Chamber shall have power to determine the membership of any member whose subscription or levy shall be in arrears for one month after same shall have become due. Any arrears of subscriptions or levies shall remain a debt due to, and recoverable by, the Chamber. The Chamber shall have the power to reinstate a member whose membership has been determined in accordance with this rule on such terms and conditions as it may think fit.
13. A member may resign at any time by letter delivered to the Secretary. A member whose resignation is received on or after the 1st day of March (4 months prior to the beginning of the financial year) in any year shall be liable for his subscription for the current financial year.
14. If any member of the Chamber or Director or partner in a firm which is a member of the Chamber shall be convicted of an indictable offence or adjudged a bankrupt or make a composition or arrangement with his creditors under the provisions of any statute or if any company which is a member shall enter in liquidation whether compulsory or voluntary (save for the purpose or reconstruction) such member, firm or company shall thereupon cease to be a member of the Chamber but the Executive Committee shall have power in its discretion for reinstatement. If any member acts in a manner detrimental to the interests of the Chamber, the membership of such member may be suspended or terminated by a resolution carried by a majority of two-thirds of the votes recorded in respect of same at a general or special general meeting.

FUNDS

15. The income and property of the Chamber whencesoever derived shall be applied solely towards the promotion of the objects of the Chamber as set forth in the Constitution and Rules and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise whosoever to the members of the Chamber. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants or persons employed by the Chamber or to any member of the Chamber or to any member of person for services rendered to the Chamber.
16. Every member of the Chamber undertakes to contribute to the assets of the Chamber in the event of same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Chamber contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding up the Chamber and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding twenty-five dollars.
17. If upon the winding up or dissolution of the Chamber there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Chamber but shall be paid or distributed among such institutions having objects similar to the objects of the

Chamber to be determined by the members of the Chamber at or before the time of dissolution and in default by the Supreme Court of New South Wales.

MANAGEMENT

- 18 The management of the Chamber shall be vested in an Executive Committee or shall be carried out by a paid Executive Officer, appointed by and under the direction of an Executive Committee, consisting of a President, Vice-President, Treasurer and Secretary and not less than one and not more than three members of the Chamber and the immediate Past President who shall be ex officio a member of the Executive Committee for the twelve months following his retirement from the office of President or until such time as there is a change in the office of President.

At all meetings of the Executive Committee, three shall be a quorum. A member of the Executive Committee shall cease to be a member of the Executive Committee:

- a) upon his ceasing to be a member of the Chamber;
 - b) upon receipt by the Secretary of a notice of resignation signed by such a member; or
 - c) upon his absence without consent of the Committee from all meetings held during a period of six months.
19. The Executive Committee shall have power to appoint sub-committees and to appoint a chairman of any sub-committee and otherwise to regulate the proceeding of such sub-committee and to delegate to any sub-committee so appointed such of their powers as they shall think necessary. The President and Secretary shall ex officio members of all sub-committees.

ELECTION OF EXECUTIVE COMMITTEE

20. The Executive Committee shall be elected by a simple majority ballot at the Annual General Meetings. The Executive Committee shall hold office until the next Annual General meeting when they shall retire but shall be eligible for re-election. Any casual vacancy may be filled by the Executive Committee.

TREASURER

- 21 The Treasurer shall keep such books of accounts as may be necessary to constitute a true and fair record of the financial position and operations of the Chamber and shall present financial statements as and when required by the Executive Committee.
22. The Treasurer shall place before each Annual General Meeting a balance sheet made up to the thirtieth day of the month immediately preceding the day of the meeting and a profit and loss account for the financial year ended, both duly audited.

MEETINGS

23. Only current financial members of the Chamber are entitled to vote at the AGM. At the first Executive meeting after the AGM, the management structure will be elected in accordance with Clause 18.
24. There shall be at least one general meeting of the Chamber in each year at a time and place to be determined by the Executive Committee. Members shall be given at least fourteen days' notice in writing of such meeting. A special general meeting shall be called by the Secretary if so instructed by a general meeting, the President, or at the request in writing of at least 5 per cent of the total number of members. Fourteen clear days' notice in writing of special general meetings shall be given to members. The Executive Committee shall hold its meetings at least 3 times in each period of 12 months.
25. The Annual General Meeting of the Chamber shall be held not later than six months after the close of each financial year to receive the Executive Committee's report and the Treasurer's financial statement for that financial year and to deal with any other business brought forward in conformity with the Rules of the Chamber. Fourteen clear days' notice in writing of such meeting shall be given to members.
26. The President or, in his absence, the Vice-President shall preside at all meetings of the Chamber. If at any meeting, neither the President nor a Vice-President is present within half an hour of the appointed starting time, the meeting shall appoint a Chairman from one of the remaining members of the Executive. At all meetings, the business shall (unless otherwise provided for in these Rules) be decided by the majority present and the Chairman shall have a casting vote in addition to his deliberative vote.

PAYMENTS AND FINANCE

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

BALLOT AND PROXIES

28. Votes at a general meeting or the Annual General Meeting may be given either personally or by proxy or in the case of company by a duly appointed representative. The instrument appointing a proxy shall be in such form as the Executive Committee may from time to time prescribe and in writing under the hand of the member or of a company under the common seal or under the hand of one of its directors authorised in that behalf and shall be deposited with the Secretary not later than twenty-four hours before the time for holding the meeting. No member may hold more than five proxies. When any firm or company shall in its corporate capacity be a member of the Chamber, only one of such firm or company

or its accredited representative shall be entitled to vote at any one time. The Returning Officer shall be the Secretary.

BY-LAWS AND ETHICS

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

COMMON SEAL

30. The common seal of the Chamber shall be kept in the custody of the Public Officer.
31. The common seal shall not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the common seal shall be attested by the signatures of any two members of the Executive or of one (1) member of the Executive and the Public Officer or Secretary.

CUSTODY OF BOOKS ETC

32. Except as otherwise provided by these Rules, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Chamber.

INSPECTION OF BOOKS ETC

33. The records, books and other financial documents of the Chamber shall be open to inspection, free of charge, by a member of the Chamber at any reasonable hour.

ALTERATION OF CHAMBER CONSTITUTION

34. The statement and objects and these rules may be altered, rescinded or added to only by a special resolution of the Chamber. This requires a formal notice of meeting notifying the membership accordingly of any proposed changes.