



Berry Chamber of Commerce and Tourism Inc.

Constitution

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Berry Chamber of Commerce and Tourism Inc. Constitution and Rules

Name

The name of the chamber is Berry Chamber of Commerce and Tourism Inc.
It is a non-profit organisation.

Interpretation

"the Act" means the Associations Incorporations Act 2009

"the Chamber" means the Berry Chamber of Commerce and Tourism Inc.

"the Committee" means the elected Executive Committee of the Chamber

"Ordinary Members" means a financial member of the Chamber

"Associate Members" means a financial member of the Chamber without voting rights and one that does not qualify as a full Member.

Objects

The objects for which the chamber is established are:

- a. To promote and protect the internal and external trade, commerce, transport and the manufactures and industries of Berry and the surrounding area
- b. To consider all questions connected with such trade, commerce, transport, manufactures and industries.
- c. To promote, support or oppose legislation that may affect such trade, commerce, transport, manufactures and industries.
- d. To collect and circulate statistics and other information relating to such trade, commerce, transport, manufactures and industries.
- e. To undertake training and education for the benefit of members.
- f. 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.
- g. To raise money by subscription and to grant any rights and privileges to subscribers.
- h. To do all such things as may be conducive to the extension of trade, commerce, transport, manufactures and industries or incidental to the attainment of the above objects.
- i. In particular to do all things possible to promote Berry and the surrounding area as a tourism destination.

MEMBERSHIP

(1) Membership Qualifications

A person is qualified to be a member of the Chamber if the person owns a commercial property or business engaged in commerce trade services industry or manufacture in and around the Berry area.

(1a) A person may be eligible for Associate Membership if not qualified as a full Member, fostering the interests of the Chamber. An Associate Member will be entitled to receive Newsletters, attend meetings, partake in online discussions, but will NOT be entitled to vote and will NOT receive a listing on the Map or website.

(2) Application for Membership

An application for membership of the Chamber:

- (a) must be made in writing in the form set out in **Appendix 1** to these rules, and
 - (b) must be lodged with the secretary who shall refer it to the committee which shall determine whether to approve it or reject it
- (3) As soon as practicable after the committee makes that determination, the secretary must:
- (a) notify the applicant that the committee approved or rejected the application (whichever is applicable), and

- (b) if the committee approves the application request the applicant to pay within the period of 28 days the sum payable under these rules by a member as an annual subscription.
- (4) The secretary must, on payment by the new member of the amount enter the name in the register of members.
- (5) **Membership Fees**
- (a) The Annual fee shall be \$185.00. or as determined from time to time by the Committee.
- (b) *The Annual fee for Associate Membership shall be \$100.00 or as determined from time to time by the Committee.*
- (6) **Cessation of Membership**
- A person ceases to be a member of if the person:
- (a) dies, or
- (b) resigns membership,
- (c) is expelled
- (d) fails to make payment of the membership fee by the due date
- (7) No full or partial refund will be made on cessation of membership
- (8) **Register of Members**
- (a) The Secretary must establish maintain and keep a register of members specifying the name, contact number (s) and address of each person who is a member together with the date on which the person became a member.

FUNDS- SOURCE

- (9) (a) The funds of the Chamber shall be derived from annual subscriptions of members and any such other sources as the Committee determines.
- (b) All money received by the Chamber shall be deposited as soon as practicable and without deduction to the credit of the Chamber's bank account.
- (c) The Chamber, upon receiving any money, shall promptly issue appropriate receipts.

FUNDS- MANAGEMENT

- (10) Subject to any resolution passed in a general meeting, the funds of the Chamber shall be used to pursue the objects of the Chamber in such manner as the committee sees fit.
- (11) All cheques and other negotiable instruments shall be signed by any 2 members of the committee.

DISPUTES and DISCIPLINE

(12) Resolution of Internal Disputes

- (a) Disputes between members (in their capacity as members), and disputes between members and the Chamber, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.
- (b) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

(13) Disciplining of Members

1. A written complaint may be made to the committee by any financial member that a member:
- (a) has refused or neglected to comply with a provision or provisions of these rules, or
- (b) has acted in a manner detrimental to the interests of the Chamber.
2. On receiving such a complaint, the committee:
- (a) must cause notice of the complaint to be served on the member concerned; and

(b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and

(c) must take into consideration any oral or written submissions made by the member in connection with the complaint.

3. The committee may, by resolution, expel the member or suspend the member from membership 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.

4. If the committee 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 committee for having taken that action and of the member's right of appeal under rule 14.

5. The expulsion or suspension does not take effect:

(a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

(b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 14.

(14) Right of Appeal of Disciplined Member

(a) A member may appeal to the Chamber in a general meeting against a resolution of the committee under rule 13, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

(b) 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.

(c) On receipt of a notice from a member under clause (a), the secretary must notify the committee which is to convene a general meeting of the Chamber to be held within 28 days after the date on which the secretary received the notice.

(d) At a general meeting convened under clause (c):

1. no business other than the question of the appeal is to be transacted, and

2. the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and

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

(a) If, at the general meeting the Chamber passes a resolution in favour of the confirmation of the resolution, the resolution is confirmed.

(15) The committee 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 thinks fit.

THE COMMITTEE

(16) Powers of the Committee

The committee is to be called the committee of the Chamber and, subject to these rules and to any resolution passed by the association in general meeting:

(a) is to control and manage the affairs of the Chamber, and

(b) may exercise all such functions as may be exercised by the Chamber, other than those functions that are required by these rules to be exercised by a general meeting of members, and

(c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Chamber.

(d) all payments made from chamber funds must be approved at the relevant committee meeting, *a current Financial Report detailing receipts and payments shall be presented at each Committee meeting.*

(17) Constitution and Membership

1. the committee is to consist of *the following financial members of the chamber:*

(a) the office-bearers of the Chamber, and

(b) *not less than 3 and not more than 5 ordinary members,*

each of whom is to be elected at the annual general meeting under rule 19

2. The office-bearers of the Chamber are to be:

(a) the president

(b) the vice-president

(c) the treasurer

(d) the secretary

(e) the minutes and correspondence secretary

3. Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the members election, but is eligible for re-election.

4. In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Chamber to fill the vacancy and the member so appointed is to hold office until the conclusion of the annual general meeting next following the date of the appointment.

5. For the purposes of these rules a casual vacancy on the committee occurs if the member:

(a) dies, or

(b) ceases to be a member, or

(c) resigns office, or

(d) is absent without the consent of the committee from all meetings of the committee held during a period of 3 months

(18) Election of Members

1. Nominations of candidates for election as office-bearers of the Chamber or as ordinary members of the committee:

(a) must be made in writing, signed by 2 members 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 at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

2. If insufficient nominations are received the persons nominated shall be declared elected and further nominations shall be received at the Annual General Meeting.

3. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held, and the committee shall appoint a returning officer to conduct a ballot if necessary

4. The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual meeting in such usual and proper manner as the committee may direct.

5. Election of office bearers shall be determined by a simple majority ballot.

6. The nomination of a candidate for election under this clause is not valid if that person has been nominated for election to another position at the same election except in the case of 2 above.

(19) Secretary

It is the duty of the secretary to keep records of:

1. all appointments of office-bearers and members of the committee,

2. the names of members of the committee present at a committee meeting or a general meeting, and

3. all proceedings at committee meetings and general meetings.

4. keep in his or her possession or under his or her control all chamber records.

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

It is the duty of the treasurer to ensure:

- (a) that all money due to the Chamber is collected and received and that all payments authorised by the Chamber are made,
 - (b) that correct books and accounts are kept showing the financial affairs of the Chamber, including full details of all receipts and expenditure connected with the activities of the Chamber.
 - (c) that financial statements are provided to the committee as and when required.
 - (d) at the Annual General Meeting provide a detailed balance sheet and financial statement for the previous financial year
 - (e) to lodge the annual return in compliance with corporate requirement
- The Chamber's financial year is from 1st July until 30th June

(21) Meetings and Quorum

1. The committee must meet at least once every 2 months at such place and time as the committee may determine.
2. Additional meetings of the committee may be convened by the president or by any two members of the committee.
3. Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 10 days (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
4. Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting.
5. Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
6. No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to an agreed time and place.
7. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
8. At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

(22) Delegation by Committee to Sub-committee

1. The committee may delegate to one or more sub-committees (consisting of such member or members as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
2. A delegation under this section may be made subject to such conditions or limitations as to the committee seem reasonable.
3. Despite any delegation under this rule, the committee may continue to exercise any function delegated.
4. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.

5. The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
6. A sub-committee may meet and adjourn as it thinks proper and shall inform the committee.
7. The president and secretary shall be ex officio members of all sub committees.
8. Such delegation shall be noted in the minutes of the committee meeting at which the delegation is made.

(23) Voting and Decisions

1. Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
2. Each member present at a meeting of the committee or of any sub-committee appointed by the committee (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 shall exercise a second or casting vote.
3. Subject to rule 16, the committee may carry out its functions despite any vacancy or absence on the committee.

General Meetings

(24) There shall be at least one general meeting of the chamber in each year apart from the Annual General Meeting at a time and place to be determined by the committee. Members shall be given at least fourteen clear days' notice of annual and general meetings.

(25) The Annual General Meeting of the chamber shall be held in August and shall receive the executive committee's report and

- (a) receive the treasurer's financial statement
- (b) deal with any other business brought forward in conformity with the rules of the chamber
- (c) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting and
- (d) to elect office bearers of the Chamber and ordinary members of the committee

(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 vice president is present, within thirty (30) minutes of the appointed starting time, the meeting shall appoint a chairperson from one of the remaining members of the executive. At all meetings the business shall be decided by the majority present and in the event of a tied vote the chairperson shall cast a vote in addition to a deliberative vote.

(27) Special General Meetings

1. The committee may, whenever it thinks fit, convene a special general meeting of the Chamber.
2. The committee must, on the requisition in writing of at least 10 per cent of the total number of members, convene a special general meeting of the Chamber.
3. A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
4. If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

5. A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

(28) Notice

(1) The secretary must, at least 14 days before the date fixed for the holding of all general meetings, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(2) No business other than that specified in the notice is to be transacted at the meeting.

(29) Procedure

(a) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

(b) Ten members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

(c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

(d) if convened on the requisition of members, is to be dissolved, and

(e) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

(f) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting the meeting shall lapse.

(30) Making of Decisions

(a) A question arising at a general meeting of the Chamber is to be determined on the voices or a show of hands unless a poll is demanded.

(31) Voting

(a) On any question arising at a general meeting of the Chamber a member has one vote only.

(b) All votes must be given personally or by proxy or in the case of a company, by a duly appointed representative of that company but no member may hold more than 5 proxies.

(c) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

(d) The notice appointing the proxy is to be in the form set out in **Appendix 2** to these rules.

(e) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

(f) A member or proxy is not entitled to vote at any general meeting of the Chamber unless all moneys due and payable by the member or proxy have been paid.

Alteration of Objects and Rules

(a) The power of making new objects and rules and the altering, amending or rescinding of any existing objects and rules shall be determined by a general meeting of the Chamber.

(b) No new object, rule, addition, amendment or alteration shall be made unless fourteen day's notice is given to members pursuant to rule 34.

(32) Inspection of Books

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

(33) Insurance

The Chamber may effect and maintain insurance.

(34) Service of Notice

For the purpose of these rules, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post to the address of the person, or
- (c) 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.

(35) Dissolution

35.1 The chamber shall be dissolved in the event of membership less than (7) persons, or upon the vote of a three fourth majority of members present at a Special General Meeting convened to consider such questions.

35.2 Upon a resolution passed in accordance with paragraph 35.1 of these rules, any unused funds will be distributed to a charity determined by the sitting committee and any physical or digital assets passed to a community organisation or the Shoalhaven City Council, as determined by the sitting committee.

APPENDIX '1'

(RULE 2)

APPLICATION FOR MEMBERSHIP OF BERRY CHAMBER OF COMMERCE AND TOURISM INCORPORATED

I
(full name of applicant, block letters)

of
(address)

.....
(Postal Address)

.....
(Email Address)

.....
(Name of Business)

.....
(occupation)

hereby apply to become a member of the Berry Chamber of Commerce and Tourism Inc. In the event of my admission as a member, I agree to be bound by the rules of the Chamber.

Signature of Applicant

Date/...../.....

Date Received by Secretary
.....

APPENDIX '2' (RULE 31 (d))

FORM OF APPOINTMENT OF PROXY

I

(name in block letters and signature)

of

(address)

being a member of the Berry Chamber of Commerce and Tourism Inc. hereby appoint

.....
(full name of proxy)

of
(address)

being a member of the Berry Chamber of Commerce and Tourism Inc. to vote for me as my proxy

at the General Meeting of the Chamber to be held on the (date)

and at any adjournment of that meeting.

.....

Signature of Member

Appointed Proxy

.....

Date