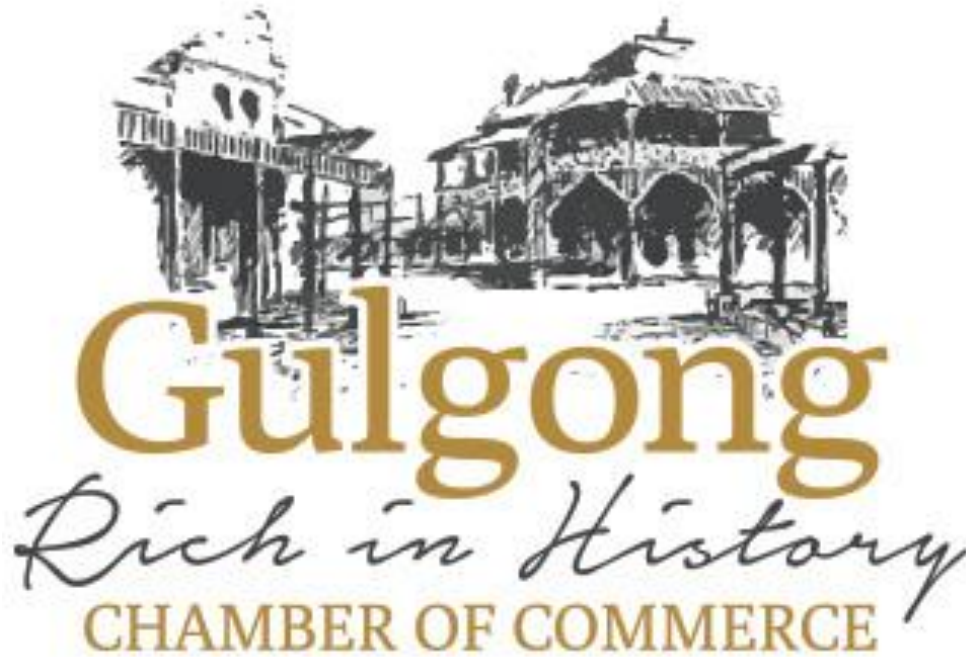


# GULGONG CHAMBER OF COMMERCE INC



## Constitution

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2017 (2019 Revision)

Authorised:

Date:

Special Meeting dated:

Signed:

President

Gulgong Chamber of Commerce

Electronically Signed:

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<b>Date</b>	<b>Version</b>	<b>Description</b>	<b>Author</b>
Jun 2017	DRAFT: 01/ 2017	Constitution amended to comply with Associations Incorporation Amendment (Review) Act 2016 No 1	Governance Committee
13 Jun 2017	02/2017	Grammar Corrections and Pagination	Governance Committee
9 Jul 2017	02.1/2017	Fix punctuation and spacing. Add Hyperlinks to Table of Contents	Paul Fookes
15 Oct 18	DRAFT: 02/ 2018	2019 Revision Amend definition of Ordinary committee member to align with Part 3 Replace the Word “Committee” with “Management Committee” where the intent is the lead committee. Replace Section 14 (5) and (7) New Section 23 Change individual clauses to align with the new Section 23	Writing Group
20 Apr 2019	03.1/2019	2019 Revision in line with 2019 Changes to the Act Grammar corrections. Amendments to improve readability suggested by GC	Writing Group

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## Part 1 - Preliminaries

### 1. Definitions

(1) In this constitution:

**Chamber** means The Gulgong Chamber of Commerce Inc, ABN 21 942 906 124

**Executive** means the office-bearers of the Chamber as define in Clause 14 of this Constitution

**Management Committee** means the Executive, and at least three (3) ordinary committee members as defined in Clause 14 of this constitution

**Ordinary committee member** means a member of the Management Committee or a standing committee who is not an office-bearer (Executive member) of the Chamber or the Chairman of a standing committee.

**Ordinary general meeting** means a meeting, other than a special general meeting or annual general meeting, of members called to transact business of the Chamber

**Secretary** means:

- (a) the person holding office under this constitution as Secretary of the Chamber, or
- (b) if no such person holds that office - the Public Officer of the Chamber.

**Secretary (under the Act)** means:

- (a) the Commissioner for Fair Trading, Department of Finance, Services and Innovation, or
- (b) if there is no such position in the Department, the Secretary of the Department.

**Special general meeting** means a general meeting called in addition to an ordinary general meeting and other than the annual general meeting.

**The Act** means the Associations Incorporation Act 2009

**The Regulation** means the Associations Incorporation Regulation 2016.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of that duty.

(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.

(4) **Financial Year** of the Gulgong Chamber of Commerce means the period commencing 1<sup>st</sup> July and ending on 30<sup>th</sup> June of the next calendar year inclusive. See Clause 47.

(5) **Misconduct** includes any conduct whether by word or action or lack thereof which:

- (a) may be considered by a reasonable person to be contrary to the manner in which a person should properly behave; and/ or
- (b) failed to adhere to the Chamber's Codes of Ethics, Codes of Practice and/ or Codes of Conduct.

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## Part 2 - Membership

### 2. Membership generally:

- (1) A person is taken to be a member of the Chamber if:
  - (a) The person is a natural person (an individual human being), or entity represented by a natural person (s) and
  - (b) The person has applied and been approved for membership of the Chamber in accordance with clause 3
  
- (2) A person is taken to be a member of the Chamber
  - (a) in the case of an unincorporated body that is registered as the association – a member of that unincorporated body immediately before the registration of the association, or
  - (b) in the case of an association that is amalgamated to form the relevant association –a member of that other association immediately before the amalgamation, or
  - (c) in the case of a registered corporation that is registered as an association –a member of the registered corporation immediately before that entity was registered as an association.
  
- (3) A person is taken to be a member of the Chamber if the person was one of the individuals on whose behalf an application for registration of the Chamber under section 6 (1) (a) of the Act was made and continues to be approved for membership of the Chamber in accordance with Clause 3.

### 3. Application for membership

- (1) An application of a person for membership of the Chamber:
  - (a) must be made in writing in the form determined by the Management Committee, and
  - (b) must be lodged, including by electronic means, with the Secretary of the Chamber.
- (2) As soon as practicable after the Secretary receives the application, the following, or similar, shall occur:
  - (a) The Secretary of the Chamber is to present the application to the Management Committee for consideration;
  - (b) The Management Committee shall either approve or reject the application; and
  - (c) The Secretary shall, in writing, advise the applicant of the Management Committee's decision.
- (3) If the Management Committee approves the application, the following, or similar, is to occur:

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- (a) The Secretary shall inform the approved applicant that they are to pay an entrance or annual membership on invoice issued by the Chamber;
  - (b) The Secretary shall advise the Treasurer to issue an invoice to the approved applicant for payment of the fee on a 28 day term;
  - (c) The Treasurer shall inform the Secretary when the successful applicant pays the fee.
- (4) The secretary must, on payment by the applicant of the amount referred to in subclause (3) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the applicant becomes a member of the Chamber.

#### 4. Cessation of membership

A person ceases to be a member of the Chamber if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee under clause 8 (2) within 2 months after the fee is due or by 31<sup>st</sup> of August in each year (whichever is the latter) or
- (e) is other than a natural person, ceases to be a trading entity for whatever reason.

#### 5. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the Chamber:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

#### 6. Resignation of membership

- (1) A member of the Chamber may resign from membership of the Chamber by first giving to the Secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the Chamber ceases to be a member under subclause (1) and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the person ceased to be a member.

#### 7. Register of members

- (1) The secretary of the Chamber must establish and maintain a register of members of the Chamber (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the Chamber together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
  - (a) at the main premises of the Chamber, or
  - (b) if the Chamber has no premises, at the Chamber's official address.

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- (3) The register of members must be open, free of charge, for inspection by any member of the Chamber at any reasonable hour.
- (4) A member of the Chamber may obtain a copy of any part of the register on payment of a fee determined by the Executive.
- (5) If a member requests any information contained in the register, except their name, remain restricted, then that information is not to be made available for inspection, except on the express permission, in writing, by that member.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for
  - (a) the purpose of sending the person a Chamber newsletter, a notice in respect of a chamber meeting or other event relating to the Chamber, or
  - (b) any other purpose necessary to comply with the requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form.
  - (a) it must be convertible into hard copy, and
  - (b) the requirement of sub-clause (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

## 8. Fees and subscriptions

- (1) A member of the Chamber must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the Management Committee, that other amount.
- (2) In addition to any amount payable by the member under sub-clause (1) a member of the Chamber must pay to the Chamber an annual membership fee of \$2 or, if some other amount is determined by the Management Committee, that other amount.
  - (a) except as provided by paragraph (b), before the first day of the financial year of the Chamber in each calendar year, or
  - (b) if the member becomes a member on or after the first day of the financial year of the Chamber in any calendar year –on becoming a member and before the first day of that financial year of the Chamber in each succeeding calendar year.

## 9. Members' liabilities

- (1) The liability of a member of the Chamber to contribute towards the payment of the debts and liabilities of the Chamber or the costs, charges and expenses of the winding up of the Chamber is limited to the amount, if any, unpaid by the member in respect of membership of the Chamber as required by clause (8).

## 10. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the Chamber, or a dispute between a member and members of the Chamber, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (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.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration

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## 11. Disciplining of members

- (1) A complaint may be made to the Management Committee by any person who is a member of the Chamber about another person who is a member who:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the Chamber.
- (2) The Management Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Management Committee decides to deal with the complaint, the Management 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 Management Committee in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Management Committee may, by resolution, expel the member from the Chamber or suspend the member from membership of the Chamber 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.
- (5) If the Management 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 Management Committee for having taken that action and of the member's right of appeal under clause (12).
- (6) 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 Chamber confirms the resolution under clause 12, whichever is the later.

## 12. Right of appeal of disciplined member

- (1) Within seven (7) days after notice of the resolution made under clause 11 by the Management Committee is served on the disciplined member, the member may, by lodging notice of appeal with the Secretary, appeal the resolution to the Chamber in general meeting.
- (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.
- (3) On receipt of a notice from a member under subclause (1), the Secretary must notify the Management 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.
- (4) At a general meeting of the Chamber convened under subclause (3):
  - (a) no business other than the question of the appeal shall be transacted, and

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- (b) the Management Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Chamber who are present and entitled to vote.

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## Part 3 - The Management Committee

### 13. Powers of the management committee

- (1) Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Chamber members in general meeting, the Management Committee:
- (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 the Act, Regulations and/ or this constitution to be exercised by a general meeting of members of the Chamber, and
  - (c) has power to perform all such acts and do all such things as appear to the Management Committee to be necessary or desirable for the proper management of the affairs of the Chamber.
  - (d) in relation to sub clause (a) (b) and (c), decisions of the Management Committee that have a material impact on the function of the Chamber or are required by the Act must be brought before members of the Chamber for ratification at the next ordinary meeting.

Note: material impact means significant, and or central and or a substantive action relating to the ongoing growth, organisational management or financial management of the Chamber or any of its activities. In exercising its functions, the Management Committee must consider the question of what a reasonable person would consider reasonable to take to the members. The Management Committee should, where doubt exists as to whether to bring a decision to members under Clause 13 (d), the decision should be brought to members as required by Clause 13 (d).

- (e) there maybe an exemption to this clause if an **URGENT** decision needs to be put in place by the Executive for the good of the Chamber. This decision must still be brought to the Chamber members for explanation by the Management Committee and ratification as soon as practicable but not before such action has been completed to the satisfaction of the Executive and Management Committee. Any such explanation shall not compromise the integrity of an individual or business that may have been the subject of the urgent decision.
- (f) where requested by 75% of those Chamber members present, a report is to be presented to the Area Business Chamber for review of due diligence.

#### (2) **By Laws, Powers to formulate By-Laws of the Chamber.**

- (a) Without limiting the powers under this Constitution, the Management Committee may from time to time establish or amend by-laws relating to:
  - i. the Code of Practice, Code of Conduct the Ethical Standards for Chamber members, employees and contractors;
  - ii. Policies and Procedures for Chamber members, employees and contractors;
  - iii. Governance and management policies, management guidelines and management procedures of the Chamber; and
  - iv. any other matter not being inconsistent with this Constitution that relates to the operations or conduct of the Chamber.
- (b) Inconsistency between By-Laws formulated pursuant to article (a) of the provisions of this Constitution and the provisions of the Association

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Incorporations Act the provisions of the Association Incorporations Act and then this Constitution will prevail.

- (c) By-Laws shall be recorded and stored in a format approved by the Management Committee and titled in accordance with sub-clause 13. (a) (1) i, ii and iii above.

## 14. Composition and membership of the management committee

- (1) The Management Committee shall consist of:
- (a) the office-bearers of the Chamber (The Executive), and
  - (b) at least 3 ordinary committee members, each of whom is to be elected in accordance with Clause 15 at the annual general meeting of the Chamber.

Note: section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee.

- (2) The total number of Management Committee members shall be at least 7.
- (3) The office-bearers of the Chamber are:
- (a) The President,
  - (b) The Vice-President,
  - (c) The Treasurer, and
  - (d) The Secretary.
- (4) A management committee member may hold up to 2 offices (but not both the president and vice-president offices).
- (5) All members of the Management Committee may hold office for one (1) term of three (3) years plus if re-elected, a further term of two (2) years (total of five (5) years) and then must stand down for one year before being eligible for re-election to the Management Committee.
- (a) the President, who may retain an ex-officio position on the Management Committee as past President, must at the next Annual General Meeting, stand down from the Management Committee for one (1) year before being eligible for re-election to the Management Committee.
  - (b) if no nominations are received for a position on the Management Committee, if that member is willing and able to continue, they may continue until the next Annual General Meeting.
  - (c) where there have been no nominations in accordance with sub-section (5) and a member of the Management Committee has held office for a concurrent period of seven (7) years including two (2) under sub-section (5) (b), that member cannot nominate under sub-section (5) (b) and the position shall be declared vacant.
  - (d) in the case of the vacant position being that of the President, Secretary or Treasurer, the members present shall decide by simple majority, if that position should be filled as a casual vacancy by the previous incumbent, if that person is willing and able to continue, until a new member is elected.
  - (e) where a position in sub-paragraph (5) (d) is filled as a casual vacancy, Clause 18 of the Constitution is to apply except that as soon as a suitable member is identified in accordance with Clause 18 (1), or at the next Annual General Meeting, whichever is sooner, the interim member shall be required to step down from the office.

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- (f) a member shall not be eligible under this Article to fill any casual vacancy on the Management Committee for the next year following appointment under Sub-section (5) (e) and must stand down for a period of one year before being eligible for re-election to the Management Committee.

Note: Schedule 7 of the Association's incorporations Act (2009) NSW, requires that a constitution must include the maximum number of consecutive terms of office of any office bearer on the Management Committee. To comply with this Schedule, any member of any Chamber committee shall not request or be allowed to stand for a further term until one calendar year has passed (i.e. from one AGM until the next AGM provided 12 full calendar months have elapsed) since they have not held a position, under sub clauses (5), (5)(c) and (5) (d) combined to be a total of 7 years or 8 years if appointed to fill a casual vacancy within the same committee.

- (6) In the event of a casual vacancy occurring in the membership of the Management Committee, the Management Committee may appoint a member of the Chamber to fill the vacancy until the annual general meeting next following the date of the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of appointment.
- (7) Each member of the Management Committee is, subject to this Constitution, to hold office in accordance with Clause 14 (5) until immediately before the election of the Management Committee members at the Annual General Meeting at which their term is due to expire, and, is eligible for re-election subject to Clause 14 (4) and (5)
- (8) Any member voting on the election of Management Committee members, including the Chamber Executive, must be a financial Chamber member and eligible to vote.

## 15. Election of management committee members

Prior to the commencement of the election, the President or nominated chairman should announce that all potential Management Committee nominees shall be familiar with the Department of Fair Trading Fact Sheets that cover the requirements of accepting a position on the Management Committee as an office-bearer or ordinary committee member.

- (1) Nominations of candidates for election as office-bearers of the Chamber or as ordinary committee members.
- (a) must be made in writing, signed by 2 financial members of the Chamber 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 Chamber 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 to fill vacancies on the Management Committee, the candidate(s) nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Management Committee are taken to be casual vacancies.
- (4) If the number of nominations received for a particular position is equal to the number of vacancies to be filled, the person(s) nominated is taken to be elected.
- (5) If the number of nominations received for a particular position exceeds the number of vacancies to be filled, a ballot is to be held.



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- (6) The ballot for the election of office-bearers and ordinary committee members of the Management Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the Management Committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Chamber must be a financial member as defined in Part 2 of this Constitution and must have voting rights as defined in Clause 24 (6) of this Constitution..

## 16. Secretary

- (1) The Secretary of the Chamber must, as soon as practicable after being elected as secretary, lodge notice with the Chamber of his or her address.
- (2) It is the duty of the Secretary to keep records (whether in written or electronic form) of:
  - (a) all appointments of office-bearers and members of the Management Committee and other committees;
  - (b) the names of members of the Management Committee present at any Management Committee meeting and any Chamber member present at any other Chamber meeting; and
  - (c) all proceedings at Management Committee meetings and other meetings.
- (3) The Secretary must file minutes of proceedings of a meeting that have been signed by the President or appointed chairman of the next succeeding meeting once they are confirmed as a true record.
- (4) The signature of the President or appointed chairman should be affixed and may be transmitted by electronic means for the purpose of sub-clause (3), and this document must be locked before transmission.

## 17. Treasurer

- (1) It is the duty of the Treasurer of the Chamber:
  - (a) that all money appropriate to the Chamber is collected and received and that all payments authorised by the association 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 a reconciliation statement be presented at every ordinary meeting. If the treasurer is unavailable it shall be presented by the President or appointed chairman;
  - (d) present the annual balance sheet & statement of revenue & expenditure to the Annual General Meeting; and
  - (e) prepare and submit for review or audit all books of account and supporting documents at least annually and in sufficient time that an opinion as required by Law or good governance can be presented to the Chamber members at the Annual General Meeting.

## 18. Casual Vacancy

- (1) In the event of a casual vacancy occurring in the membership of the Management Committee, the Committee members may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

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- (a) as part of the appointment, a nominee must fill in a Committee Nomination Form (F-008-ENF-Nomination to Chamber Executive and Committees, as amended)
- (2) A casual vacancy in the office of a member of the Management Committee occurs if the elected member:
- (a) dies, or
  - (b) ceases to be a member of the association, or
  - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
  - (d) resigns office by notice in writing given to the Secretary, or
  - (e) is removed from office under clause 19, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the management committee from 3 consecutive meetings of the management committee, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.
- (3) Vacancies under sub-clause 14 (5) (e) shall be managed in accordance with this Clause except that the Chamber members shall appoint a member to fill the vacancy and the appointment will cease on election of a suitable member.

## 19. Removal of management committee members

- (1) The Chamber in a general meeting may, by resolution, remove any member of the Management Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Management Committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary or President **within 14 days** and requests that the representations be notified to the members of the Chamber, the Secretary or the President may send a copy of the representations to each member of the Chamber or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## 20. Management Committee meetings and quorum

- (1) The Management Committee must meet at least three (3) times in each period of 12 months at such place and time as the Management Committee may determine.
- (2) Additional meetings of the Management Committee may be convened by the President or by any member of the Management Committee.
- (3) Oral or written notice of a meeting of the Management Committee must be given by the Secretary to each member of the Management Committee at least 48 hours (or such other period as may be agreed on by the majority of members of the Management Committee) before the time appointed for the holding of the meeting.

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- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the majority of Management Committee members present at the meeting agree to treat as urgent business.
- (5) Any 4 members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Management Committee except that one member is to be either the President or Vice President.
- (6) To retain voting rights at Management Committee meetings, members of the Management Committee must attend 50% of management committee meetings in a calendar year. This sub-clause applies the same conditions on the Management Committee as it does Chamber members to retain voting rights.
  - (a) to allow new members a full and complete understanding of the workings of The Gulgong Chamber of Commerce, new members would not assume any voting rights until after their attendance at three (3) meetings.
  - (b) if a new member is appointed directly to the Management Committee and has not attended three (3) previous ordinary meetings of the Chamber they also will not assume voting rights till they have attended three (3) ordinary meetings or three (3) committee meetings or any combination to a total of three (3) meetings to assume voting rights.
- (7) No business is to be transacted by the Management 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 the same place (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) and at the same hour of the same day in the following week.
- (8) 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.
- (9) At a meeting of the Management Committee:
  - (a) the President or, in the President's absence, the Vice-President is to preside, or
  - (b) if the President or the Vice-President are unwilling to act as such one, of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

## 21. Appointment of chamber members as management committee members to constitute a quorum.

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a management committee meeting, the existing committee members may appoint sufficient number of the Chamber as management Committee members to enable the quorum to be constituted.
- (2) A member of the Management Committee so appointed is to hold office, subject to the constitution, until the Annual General Meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies

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## 22. Use of technology at management committee meetings

- (1) A Management Committee meeting may be held at two (2) or more venues using any technology approved by the Management Committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A Management Committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person

## 23. Authority to raise standing committees, working groups and sub-committees

- (1) The Management Committee may from time to time require subordinate groups (entities) to manage regular activities, key Chamber sponsored activities or undertake specific limited roles. The Management Committee may raise the following Chamber entities:
  - (a) Standing Committees.
    - (i) A Standing Committee is to undertake regular activities that would otherwise distract the Management Committee from its primary role under this constitution.
    - (ii) The need for a Standing Committee shall be identified by the Management Committee and put to members at an ordinary meeting for ratification.
    - (iii) The Management Committee shall develop Terms of Reference and a Duty Statement for each Standing Committee and this shall be reviewed and amended as required prior to the expiration of the standing committee's chairman's term of office.
    - (iv) The Standing committees shall be managed in accordance with Part 3 of this Constitution except that the Standing Committee shall not have office bearers except for the Committee Chairman and shall not have the authority to exercise:
      - a. the power of delegation, or
      - b. a function which is a duty imposed by the Act, Regulations or by any other law on the Management Committee or ordinary members in a general meeting.
    - (v) A Standing Committee shall not be disestablished unless approved at a special general meeting and then only by two thirds majority of those present.
    - (vi) Any act or thing done or suffered by a standing committee acting in the exercise of its Terms of Reference has the same force and effect as it would have if it had been done or suffered by the Management Committee under this Constitution.
    - (vii) If the establishment of the Standing Committee occurs between annual general meetings, the Management Committee shall appoint an interim Chairman and interim members who shall hold office until immediately before the next Annual General Meeting following appointment.
  - (b) Working Groups.
    - (i) A working group is to manage major Chamber sponsored events on behalf of the Management Committee.

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- (ii) The Management Committee shall develop an outcome requirement, appoint a group chairman and call for volunteers to assist in the conduct of the activity.
  - (ii) A working group shall provide reports as required by the Management Committee and a final report within one (1) month of the end of the activity.
  - (iv) A working group shall cease to exist upon the acceptance by the Management Committee of the working group's final report.
  - (v) Any act or thing done or suffered by a working group acting in the exercise of its duties has the same force and effect as it would have if it had been done or suffered by the Management Committee under this Constitution.
- (c) Sub-Committees
- (i) A sub-committee is to undertake specific roles for the Management Committee and external organisations or other such roles to enable the Management Committee to better perform its management function.
  - (ii) No other committee or working group can delegate to a sub-committee.
  - (iii) The Management Committee may by instrument in writing, delegate one or more sub-committees, the exercise of a committee that are specified in the instrument other than:
    - a. the power of delegation, and
    - b. a function which is a duty imposed on the Management Committee by the Act or by any other law.
  - (iv) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by a sub-committee in accordance with the terms of the delegation.
  - (v) Despite any delegation to the Sub-committee under this clause, the Management Committee may continue to exercise any function delegated.
  - (vi) 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 Management Committee.
  - (vii) The Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
  - (viii) A sub-committee may meet and adjourn as it thinks proper.
- (2) Members of entities raised under this Section are elected or appointed. As part of that election or appointment the Chairman of that entity is required to ensure that it is properly constituted, must arrange meetings as required of that entity and keep minutes and records of any voting decision of such meeting.
- (3) Nothing shall preclude an elected or appointed member of an entity raised under Section 23 from being appointed or elected to another entity raised under Section 23 except:
- (a) The President shall not be the Chairman of an entity other than the Management Committee; and

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- (b) The President shall not be a member of any governance entity to ensure management and review are separate functions of the Chamber's activities.

## 24. Voting and decisions

- (1) Questions arising at a meeting of the Management Committee or of any standing committees, working groups or sub-committees appointed by the Management Committee are to be determined by a majority of the votes of members of a standing committee, working group or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Management Committee, a standing committee, working groups or of any sub-committee appointed by the management 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 may exercise a second or casting vote.
- (3) Subject to clause 20 (5), the Management Committee may act despite any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee, standing committee (s), working group (s) or sub-committee (s) is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Management Committee standing committee (s), working group(s) or sub-committee (s).
- (5) Members of standing committees, working groups or sub-committees are elected or appointed to standing committees, working groups or sub-committees. As part of that election or appointment the Chairman of that Standing Committee, Working Group or Sub-committee must arrange meetings as required of that standing committee, working group or sub-committee keep minutes of such meetings. As it is a delegated entity of the Management Committee, it must be properly constituted to include all members in decision making other than an apology and recording of any voting decisions.
- (6) To retain voting rights at any ordinary meeting, Annual General Meeting or Special General Meeting, a member of the Chamber must attend 50% of meetings that they are eligible to attend in any calendar year. That calendar year will commence on the first day of the month following the Annual General Meeting. A member may be excused and lose no voting rights if they provide a valid apology for any meeting they cannot attend.
  - (a) to allow new members a full and complete understanding of the workings of the Chamber, new members would not assume any voting rights until after their attendance at three (3) meetings.
- (7) Any member voting on any matter or decision brought before the Chamber must be a financial member, except:
  - (a) where a person is appointed to an entity described in sub-clause 24. (5) as a subject matter expert or ex officio member, that member shall be entitled to vote on business matters of that entity as though they were an elected financial member of the Chamber;
  - (b) a Chamber member appointed under sub-clause 24 (7) (a) shall only be entitled to one vote; and
  - (c) on cessation of appointment, any rights under sub-clause 24. (7) (a) will cease, notwithstanding, a Chamber member will resume any rights under this clause to which they were entitled before appointment, provided that that entitlement remains current.

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## Part 4 - General Meetings

### 25. Annual General Meetings - holding of

- (1) The Chamber must hold its first Annual General Meeting within 18 months after its registration under the Act.
- (2) The Chamber must hold its Annual General Meetings:
  - (a) within 6 months after the close of the Chamber's financial year, or
  - (b) within such later time as may be allowed or prescribed under section 37 (2) (b) of the Act.

### 26. Annual General Meetings - calling of and business at

- (1) The Annual General Meeting of the Chamber is, subject to the Act and to clause 25, to be convened on such date and at such place and time as the Management Committee thinks fit.
- (2) The business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding Annual General Meeting and of any special general meeting(s) held since that meeting,
  - (b) to receive from the Management Committee, reports on the activities of the Chamber during the preceding financial year,
  - (c) to receive from Standing Committees, reports on activities and key performance indicator outcomes from the preceding financial year;
  - (d) to elect office-bearers of the Chamber and ordinary Management Committee members,
  - (e) to elect the Chairman and members of Standing Committees, and
  - (f) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

### 27. Special General Meetings - calling of

- (1) The Management Committee may, whenever it thinks fit, convene a special general meeting of the Chamber.
- (2) The Management Committee must, on the requisition in writing of at least five per cent (5%) of the total number of members, convene a special general meeting of the Chamber.
  - (a) A requisition of members for a special general meeting:
    - (i) must be in writing, and
    - (ii) must state the purpose or purposes of the meeting and
    - (iii) must be signed by the members making the requisition, and
    - (iv) must be lodged with the Secretary, and
    - (v) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (3) If the Management Committee fails to convene a special general meeting to be held within one (1) month after that date on which a requisition of members for the meeting is lodged with the

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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.

- (4) A special general meeting convened by a member or members as referred to in subclause (3) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Management Committee.
- (5) For the purpose of sub-clause (2)
  - (a) a requisition may be in electronic form, and
  - (b) a signature may be affixed and transmitted, and a requisition may be lodged electronically as long as the document is locked.

## 28. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Chamber, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, 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) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Chamber, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

**Note: A special resolution must be passed in accordance with Section 39 of the Act.**

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## 29. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved, and
  - (b) 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.



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- (4) 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 members present (being at least 5) are to constitute a quorum.

### 30. Presiding member

- (1) The President or, in the President's absence, the Vice-President, is to preside as Chairman at each general meeting of the association.
- (2) If the President and the Vice-President are absent or unwilling to act, the members present must elect one of their number to preside as Chairman at the meeting.

### 31. Adjournment

- (1) The Chairman of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary shall give written notice of the adjourned meeting to each member of the Chamber stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### 32. Making of decisions

- (1) A question arising at a general or other meeting of the Chamber is to be determined by a simple majority by:
- (a) a show of hands, or if the meeting is one to which clause (37) applies any appropriate corresponding method that the Management Committee may determine, or
  - (b) if on the motion of the Chairman, or if 5 or more members present at the meeting decide that the question should be determined by a written ballot, a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, is to be entered into the minutes is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the Management Committee under subclause (1) (a) in the same way it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Chairman and a scrutineer is to be elected .by those present. The scrutineer shall not exercise a voting right. A person who is not a Chamber member or is a Chamber member who is not eligible to vote, may, at the request of a simple majority of those present, be co-opted as a scrutineer instead of electing a Chamber member who would be eligible to vote if not the Scrutineer.

### 33. Special resolutions

- (1) A special resolution may only be passed by the association in accordance with section 39 of the Act.

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## SECTION 39 OF THE ACT

- 1) A resolution is passed by an association as a *special resolution*:
  - (a) at a meeting of the association of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
  - (b) in a postal or electronic ballot conducted by the association, or
  - (c) in such other manner as the Secretary may direct,
  - (d) if it is supported by at least three-quarters of the votes cast by members of the association who, under the association's constitution, are entitled to vote on the proposed resolution.
- (2) A notice referred to in subsection (1) (a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- (3) A postal or electronic ballot referred to in subsection (1) (b) may only be conducted in relation to resolutions of a kind that the association's constitution permits to be voted on by means of a postal or electronic ballot and, if conducted, must be conducted in accordance with the regulations.
- (4) A direction under subsection (1) (c) may not be given unless the Secretary is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by subsection (1) (a) or (b).

**Note:** The following Definition is added to the Act for the purpose of Section 39:

**Secretary means:**

- (a) the Commissioner for Fair Trading, Department of Finance, Services and Innovation, or
- (b) if there is no such position in the Department, the Secretary of the Department.

## 34. Voting

- (1) On any question arising at a general meeting of the Chamber a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the Chairman of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not eligible to vote at any general meeting of the Chamber unless all money due and payable by the member to the association has been paid.
- (4) A member is not eligible to vote unless he or she has attended 50% or more meetings that they are eligible to attend held to date in any calendar year.
  - (a) A member shall, for the purpose of this sub-clause, be entered in the attendance register as an apology if they submit an apology either verbally or in writing to the Secretary prior to the meeting and this shall count for the purpose of voting as though they attended, provided that they physically attended at least two (2) meetings including in accordance with Clause 37.
  - (b) to allow new members a full and complete understanding of the workings of The Gulgong Chamber of Commerce, and participation, new members will assume voting rights after their attendance at three (3) Chamber meetings including in accordance with Clause 37 and apologies will not count as though they attended for the purposes of this sub-clause.
- (5) A member is not eligible to vote at any general meeting of the Chamber if the member is under 18 years of age except in accordance with Clause 24 (7) (a).

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### 35. Proxy votes not allowed.

- (1) Proxy voting must not be undertaken at or in respect of an annual or other meeting.

**Note: Schedule 1 of the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.**

### 36. Postal ballots

- (1) The Chamber will not carry out postal votes to determine any issue or proposal

### 37. Use of technology at general meeting

- (1) A general meeting may be video and or audio conferenced at 2 or more venues using any technology approved by the members which gives each of the members a reasonable opportunity to participate.
- (2) A member of the Chamber who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

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## Part 5 - Miscellaneous

### 38. Insurance

- (1) The Chamber shall effect and maintain insurance.

### 39. Funds - source

- (1) The funds of the Chamber are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Chamber in general meeting, such other sources as the Management Committee determines.
- (2) All money received by the Chamber must be deposited as soon as practicable and without deduction to the credit of the Chamber's bank or other authorised deposit-taking institution account.
- (3) The Chamber must, as soon as practicable after receiving any money, issue an appropriate receipt.

### 40. Funds - management

- (1) Subject to any resolution passed by the Chamber in general meeting, the funds of the Chamber are to be used **solely** in pursuance of the objects of the Chamber in such manner as the Management Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two authorised signatories either in writing or by authorised electronic means.

### 41. Chamber is non-profit

- (1) Subject to the Act and the Regulations, the Chamber must apply its funds and assets solely in pursuance of the objects of the Chamber and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

**Note:** Section 5 of the Act defines pecuniary gain for the purpose of this clause.

### 42. Distribution of property on winding up of the Chamber

- (1) Subject to the Act and the Regulations, in winding up of the Chamber, any surplus property of the Chamber is to be transferred to another organisation with similar objects and that is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus is property of the Chamber remaining after satisfaction of the debts and liabilities of the Chamber and the costs, charges and expenses of the winding up of the Chamber.

**Note:** Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

### 43. Change of name, objects and constitution

- (1) An application to the Secretary for registration of a change in the Chamber's name, objects or constitution in accordance with section 10 of the Act is to be made by the Public Officer or a delegate.

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## ASSOCIATIONS INCORPORATIONS ACT 2009-Sect 10

### 10 Application for change of particulars.

- (1) An association may apply to the Secretary for registration of a change in the association's name, objects or constitution.
- (2) An application may only be made pursuant to a special resolution passed by the association.
- (3) An application
  - (a) must be in the approved form, and
  - (b) must include details of the proposed change, and
  - (c) must include a copy of the special resolution by which the association has approved the change, and
  - (d) must be accompanied by the fee prescribed in the regulations.
- (4) An association's constitution, as proposed to be changed, must address each of the matters referred to in Schedule 1.
- (5) A change in the association's name, objects or constitution does not take effect until it is registered see section 14

**Note:** The following Definition is added to the Act for the purpose of Section 10:

**Secretary means:**

- (a) the Commissioner for Fair Trading, Department of Finance, Services and Innovation, or
- (b) if there is no such position in the Department, the Secretary of the Department.

## 44. Custody of records and books etc

- (1) Except as otherwise provided by this constitution, all physical records, books and other documents relating to the Chamber must be kept in New South Wales.
  - (a) at the main premises of the Chamber, in the custody of the Public Officer or other member of the Chamber (as the Management Committee determines), or
  - (b) if the Chamber has no premises, at the Chamber's official address, in the custody of the Public Officer.
- (2) Except as otherwise provided by this Constitution, records may be securely stored electronically in a single physical drive or cloud drive.
  - (a) Where electronic storage is in a physical drive, that drive is to be managed as though it is a physical record, in accordance with Clause 44 (1).
  - (b) Where electronic storage is cloud based, that storage is to be available at the Chamber's official address or at the listed address of the Public Officer

## 45. Inspection of records and books etc

- (1) The following documents must be open, free of charge, for inspection by a member of the Chamber at any reasonable hour.
  - (a) this constitution.
  - (b) records, books and other financial documents of the Chamber.

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- (c) minutes of all meetings of the Chamber.
- (2) A member of the Chamber may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee.
- (3) Despite sub-clauses (1) and (2), the Management Committee may refuse to permit a member of the Chamber to inspect or obtain a copy of records of the Chamber that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Chamber or an individual or is against the Law.

## 46. Service of notices

- (1) For the purpose of this constitution, 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 email or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) 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
  - (c) in the case of a notice sent by email 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.

## 47. Financial year

- (1) The financial year of the Chamber is:
  - (a) the period of time commencing on the date of incorporation of the Chamber and ending on the following 30 June, and
  - (b) each period of 12 months after the expiration of the previous financial year of the Chamber, commencing on 1 July and ending on the following 30 June.

### Note:

- (1) **Schedule 1 of the Act provides that an association's constitution is to address the association's financial year.**
- (2) **Clause 19 of the regulations contains a substitute clause 47 for certain associations incorporated under the Associations Incorporations Act 1984.**

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**DISCLAIMER**

*The Gulgong Chamber of Commerce Incorporated Constitution must not be relied on as legal advice.  
For more information refer to the appropriate legislation or seek independent legal advice.*