



PENRITH VALLEY
CHAMBER OF COMMERCE

Constitution
of the
Penrith Valley Chamber of
Commerce Inc.

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1. Definitions and Interpretation

1.1 Definitions

In these Rules:

“**Chamber**” means the Penrith Valley Chamber of Commerce Incorporated (ABN 82 052 267 306);

“**Chairman**” means the person presiding at a general meeting or Executive Committee meeting (as the case may be) in accordance with Rules 26.8 and 29.6;

“**community**” means the Local Government Area of Penrith;

“**Director General**” means the Director General of the Department of Fair Trading;

“**Executive**” means the President, Vice-President, Secretary, Treasurer and the Executive Officer;

“**Executive Committee**” means the board of management of the Chamber referred to in Rule 17;

“**Executive Officer**” means the Executive Officer referred to in Rule 22;

“**Life Member**” means a Life Member described in Rule 6.7;

“**Member Representative**” means the individual appointed in accordance with Rule 8;

“**Non-Financial Member**” means a member to which Rule 11 applies;

“**Ordinary Member**” means a member of the Executive Committee who is not a member of the Executive, as referred to in Rule 17.2;

“**Rules**” means the provisions of this Constitution;

“**Secretary**” means:

- (a) the person holding office under these Rules as Secretary of the Chamber, or
- (b) if no such person holds that office – the Executive Officer;

“**special general meeting**” means a general meeting of the Chamber other than an annual general meeting;

“**the Act**” means the *Associations Incorporation Act 1984*; and

“**the Regulation**” means the *Associations Incorporation Regulation 1999*.

1.2 Interpretation

In these Rules:

- (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 the duty.

1.3 Applicable Statutory Provisions

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

2. Objects

The objects for which the Chamber is formed are to:

- (a) effectively represent and promote the commercial, industrial and professional community in its broadest sense and to promote economic development in the community;
- (b) generally to carry on, do or assist in all or any matters which the Chamber may deem fit for the encouragement of trade and commerce;
- (c) establish a rapport with civic, business and other sectors of the community and be recognised as representing a fair view of commerce to the community;
- (d) maintain a neutral or non-aligned position in relation to politics and the political process associated with the election of any government, whether Federal, State or Local;
- (e) present submissions and points of view on all matters of interest (whether for all or some members of the Chamber) to service utilities, public authorities and government in general whether Federal, State, regional or local;
- (f) render a comprehensive service to members according to their requirements from time to time and to keep them informed on relevant matters;
- (g) provide facilities and the means for bringing together members to network and exchange their views and to fairly represent their views if they are of a public nature;
- (h) foster good relations between members of the Chamber, other agencies and members of the general public and improve standing of members in the community;

- (i) encourage, and model, high ethical standards in the conduct of business and to encourage co-operation between members of the Chamber;
- (ii) raise monies by subscription and other means approved by the members;
- (i) educate and conduct public education programmes, seminars, conferences and workshops for the benefit of members of the Chamber;
- (j) do all such legal things as may be conducive to the growth of the Chamber for the benefit of its members;
- (k) test and settle or to assist members in testing and settling any question, legal or otherwise, which in the opinion of the Chamber is one of general interest to members;
- (k) participate in appropriate business, trade, professional or community organisations that will benefit the Chamber and its members;
- (m) issue such publications as may be necessary to disseminate information of value to members, the public and governments;
- (n) appoint, employ, remove or suspend such servants, agents and other persons as may be deemed necessary or desirable for the purposes of the Chamber and to engage professional assistance or services of any kind, and to remunerate any such persons for services rendered or to be rendered in or about the administration or promotion of the Chamber or the conduct of its affairs.
- (o) secure mutual support, co-operation and fellowship within industry and business and with other Chambers of Commerce for the benefit of its members; and
- (p) promote intellectual and social fellowship between members of the Chamber.

3. Powers

The powers of the Chamber are to be used solely for carrying out the purpose and objects referred to in Rule 2 and not otherwise and the Chamber has power to:

- 3.1 provide and maintain any rooms, offices and buildings for the use of the Chamber and its members;
- 3.2 provide for the internal management of the Chamber;
- 3.3 acquire and hold shares, debentures or other securities of any corporation;

- 3.4 purchase, lease or exchange, hire or otherwise acquire any property and any rights and privileges which the Chamber may consider necessary or convenient for the purposes of its business and in particular any land, buildings, machinery, plant, choses-in-action and stock in trade;
- 3.5 invest and deal with the money of the Chamber not immediately required in such manner as may from time to time be thought to fit;
- 3.6 lend and advance money or give credit to any person or company or guarantee the payment of money or the performance of contracts or obligations by any person or company or otherwise assist any person or company;
- 3.7 borrow or raise or secure the payment of money in such manner as the Chamber considers fit and secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Chamber and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Chamber's property (both present and future) and to purchase, redeem or pay off any such securities;
- 3.8 draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bill of lading and other negotiable or transferable instruments;
- 3.9 sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Chamber;
- 3.10 enter into contracts for the provision of goods or services;
- 3.11 form affiliations with other organisations where there is common purpose on issues of advantage to the Chamber;
- 3.12 effect insurance including, without limitation, in respect of the assets of the Chamber and liability of its President, Vice-President, Treasurer, Secretary, Ordinary Member, auditor and employees (to the extent permitted by law); and
- 3.13 do all such other things which are incidental or conducive to the attainment of the purpose and objects and exercise of the powers of the Chamber.

4. Independence of Objects and Powers

Each purpose, object and power specified above is to be regarded as independent and is not limited to or restricted by reference to or inference from the terms of any other purpose, object or power but may be carried out in the widest sense and the purpose, object or power specified is not deemed subsidiary or ancillary to any other purpose, object or power.

5. Application of Income and Assets

Subject to the Rules herein the income and assets of the Chamber must be applied solely to the achievement of the its objects as set out in this Constitution and no part may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member.

6. Membership

6.1 Membership qualifications

An individual, company or firm, is qualified to be a member of the Chamber if, but only if:

- (a) the individual, company or firm, is one referred to in section 15(1) (a), (b) or (c) of the Act and has not ceased to be a member of the Chamber at any time after incorporation of the Chamber under the Act, or
- (b) the individual, company or firm, is one:
 - (i) who has been nominated for membership of the Chamber as provided by Rule 6.3, and
 - (ii) who has been approved for membership of the Chamber by the Executive Committee.

6.2 Membership Rights

Subject to Rule 11, each member is entitled to:

- (a) receive copies of all periodicals, circulars and other material produced by or on behalf of the Chamber, except where otherwise determined by the Executive Committee;
- (b) attend all meetings of members;
- (c) exercise all other rights of membership set out in this Constitution; and
- (d) exercise voting rights at all meetings of members.

6.3 Nomination for membership

- 6.3.1 A nomination of a individual, company or firm, for membership of the Chamber:
- (a) must be made by a member of the Chamber in writing in the form set out in Appendix 1 to these Rules, and
 - (b) must be lodged with the Secretary of the Chamber.
- 6.3.2 As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Executive Committee which is to determine whether to approve or to reject the nomination.
- 6.3.3 As soon as reasonably practicable after the Executive Committee makes that determination, the Secretary must:
- (a) notify the nominee, in writing, that the Executive Committee approved or rejected the nomination (whichever is applicable), and
 - (b) if the Executive Committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these Rules by a member being the entrance fee and annual subscription as is applicable in the circumstances.
- 6.3.4 The Secretary must, on payment by the nominee of the amounts referred to in Rule 6.3.3(b) within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Chamber.

6.4 Cessation of membership

An individual, company or firm, ceases to be a member of the Chamber if:

- (a) an individual, the member dies or becomes bankrupt or enters into any composition with or assignment for the benefit of the member's creditors or becomes a person whose person or estate is liable to be dealt with in any way under any law relating to mental health;
- (b) a company, an order is made or resolution is passed for its winding up or the company is deregistered;
- (c) a partnership, an order is made or resolution passed for the winding up of the partnership;
- (d) an individual, company or firm has been a Non-Financial Member for longer than 3 months;
- (e) the member resigns; or

- (f) the member is expelled from membership.

6.5 Membership entitlements not transferable

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

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

6.6 Resignation of membership

6.6.1 A member of the Chamber is not entitled to resign that membership except in accordance with this Rule.

6.6.2 A member of the Chamber who has paid all amounts payable by the member to the Chamber in respect of the member's membership may resign from membership of the Chamber by first giving to the Secretary written notice of at least 1 month (or such other period as the Executive 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.

6.6.3 If a member of the Chamber ceases to be a member under Rule 6.6.1 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 member ceased to be a member.

6.7 Life Member

6.7.1 (a) A Life Member must be an individual recognised by the Executive Committee for exemplary services to the Chamber or for other sufficient reason.

(b) The Chamber will recognise service rendered to it by members and other persons as desirable and in accordance with the Constitution.

(c) This Rule 6.7 sets out the basis on which nominations for Life Membership are to be carried out.

6.7.2 The Constitution of the Chamber provides for the recognition of individuals who have given special service to the Chamber by electing them to Life Membership.

- 6.7.3 (a) Any member may, from time to time, nominate in writing a person or persons whom that member considers to deserve to be elected as a Life Member or Life Members.
- (b) A selection panel comprising the Executive and any other member they wish to co-opt, will assess the nomination and make recommendations for the election of Life Members to a meeting of members.
- 6.7.4 As a general principle, a Life Member should be an individual who has given significant service to the Chamber. In considering a nomination, the selection panel should regard a Life Member as a person who has:
- (a) been an individual member or a representative of a member of the Chamber;
- (b) been active on the Executive Committee preferably as a member of the Executive;
- (c) Represented the Chamber on committees and advisory bodies;
- (d) The selection panel may, however recognise special cases of significance;
- (e) The selection panel may, also recognise special cases of significant service to the Chamber which falls outside the criteria set out in this Rule e.g. an individual who has made a very great contribution, an Executive Officer of long standing or a former President who is no longer a member.
- 6.7.5 The prestige and credibility of a Life Membership award must be maintained and an award should be presented at a suitable event.
- 6.7.6 The presentation of a Life Membership award should be publicised as widely as possible in industry publications of the Chamber's members and the general media.

7. Register of members

7.1 Maintenance of Register

The Executive Officer of the Chamber must establish and maintain a register of members of the Chamber specifying the name and address of each person, body or organisation, who is a member of the Chamber together with the date on which the person, body or organisation, became a member.

7.2 Location of Register

The register of members must be kept at the principal place of administration of the Chamber and must be open for inspection, free of charge, by any member of the Chamber at any reasonable hour.

7.3 Access to Members' Register

The Executive Committee may determine the rules and fees applicable to members access to the register of members from time to time.

8. Member's Representative

8.1 Appointment of Natural Person

Where a member is not a natural person, the member is to appoint a natural person as the Member's Representative to exercise the member's rights and obligations under this Constitution.

8.2 Contact Details of Member's Representative

The member is to inform the Executive Officer in writing of the name and contact details of the Member's Representative within 10 days of appointing a Member's Representative.

9. Nomination Fee

9.1 Fee payable

A nomination fee is payable by an applicant for membership to become a member of the Chamber as may be fixed by the Executive Committee from time to time.

9.2 Waiver of Fee

The Executive Committee may in its absolute discretion waive the payment of the nomination fee by the applicant for membership of the Chamber.

10. Membership Fee

10.1 Amount Payable

A member must pay to the Chamber an annual membership fee as may be determined by the Executive Committee from time to time.

10.2 When Fees Payable

The membership fee is payable for a subscription year which commences on the commencement date of the member's membership and terminates on anniversary of that membership.

11. Non-Financial Members

11.1 Qualification

A member who does not pay all or any part of the membership fee which is due and payable is a Non-Financial Member.

11.2 Loss of Privileges

A Non-Financial Member is not entitled to receive notices of meetings of members or to vote at meetings of members.

11.3 Restoration of Privileges

Upon payment of membership fees owing, a Non-Financial Member has the membership rights referred to in Rule 10.

12. Members' liabilities

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 Rule 10.

13. Resolution of internal disputes

13.1 Mediation

Disputes between members (in their capacity as members) of the Chamber, 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.

13.2 Exchange of Statements

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.

14. Disciplining of members

14.1 Complaint

A complaint may be made to the Executive Committee by any person, body or organisation, that a member of the Chamber:

- (a) has persistently refused or neglected to comply with a provision or provisions of these Rules, or

- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Chamber.

14.2 Dealing with Complaint

On receiving such a complaint, the Executive 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 Executive Committee in connection with the complaint, and
- (c) must take into consideration any submissions made by the member in connection with the complaint.

14.3 Power of the Executive

The Executive 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.

14.4 Show Cause Notice to be given

If the Executive 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 Executive Committee for having taken that **action and of the member's right of appeal under Rule 15.**

14.5 Effect of Expulsion or Suspension

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 Rule 15.5, whichever is the latter.

15. Right of appeal of disciplined member

15.1 Appeal by Member

A member may appeal to the Chamber in general meeting against a resolution of the Executive Committee under Rule 14, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

15.2 Grounds of Appeal

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.

15.3 Secretary's Obligations

On receipt of a notice from a member under Rule 15.1, the Secretary must notify the Executive 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.

15.4 General Meeting

At a general meeting of the Chamber convened under Rule 15.3:

- (a) no business other than the question of the appeal is to be transacted, and
- (b) the Executive 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.

15.5 Confirmation of Resolution

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

16. Membership Fees on Cessation of Membership

Any individual, company or firm which ceases to be a member remains liable to the Chamber to pay all unpaid membership fees owing and is not entitled to any refund of any membership fees in respect of any unexpired portion of membership unless determined otherwise by the Executive Committee.

17. The Executive Committee

17.1 Powers of the Executive Committee

The Executive Committee and, subject to the Act, the Regulation and these Rules and to any resolution passed by the Chamber in general meeting:

- (a) is to control and manage the affairs and undertaking of the Chamber; and

- (b) may exercise all powers and 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 of the Chamber, and
- (c) has power to perform all such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs and undertaking of the Chamber; and
- (d) power to make, alter, add or rescind by-laws consistent with these Rules for the regulation of the activities of the Chamber; and
- (e) the interpretation of these Rules or any by laws made there under or of any resolution passed by the Executive Committee shall be as determined by the Executive Committee.

Rule 17.2
adopted by
the members
at the AGM
held on 23
September
2014

17.2 Constitution and membership

17.2.1 Subject in the case of the first members of the Executive Committee to section 21 of the Act, the Executive Committee is to consist of:

- (a) the Executive,
- (b) five (5) Ordinary Members, each of whom is to be elected at the annual general meeting of the Chamber under Rule 17.3; and
- (c) the Immediate Past President who will hold office until the first anniversary of ceasing to hold the position of President.

17.2.2 Except for the Immediate Past President, each member of the Executive Committee is, subject to these Rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

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

17.2.4 For the purpose of Rule 17 "**Immediate Past President**" means the person who held the office of President and whose term expired prior to the appointment of the President.

17.3 Election of members and the Executive

17.3.1 Nominations of candidates for election of the Executive or as Ordinary Members of the Executive Committee:

- (a) must be made in writing, signed by two 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.
- 17.3.2 If insufficient nominations are received to fill all vacancies on the Executive Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 17.3.3 If insufficient further nominations are received, any vacant positions remaining on the Executive Committee are taken to be casual vacancies.
- 17.3.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 17.3.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 17.3.6 If two or more members receive the same number of votes the returning officer is to draw lots in the presence of any scrutineers who may be present or appointed for that purpose by the returning officer to determine which member is elected to the relevant position.
- 17.3.7 The ballot for the election of the Executive and Ordinary Members of the Executive Committee is to be conducted at the annual general meeting in such usual and proper manner as the Executive Committee may direct.

18. President

Subject to the directions of the Executive Committee, the President will:

- (a) be proactive in steering the strategic direction of the Chamber;
- (b) be an ex-officio member of all committees of the Chamber;
- (c) chair the proceedings of the Executive Committee, meetings of the Executive and meetings of members;
- (d) represent the Chamber and delegate such representation as is appropriate;
- (e) carry out or delegate the duties and accept the responsibilities of other officers of the Chamber whilst they are absent;

- (f) exercise the general supervision of the Executive Officer, the staff and the administration of the Chamber.

19. Vice-President

Subject to the directions of the Executive Committee the Vice-Presidents will:

- (a) carry out the duties and accept the responsibilities of the President in the President's absence;
- (b) assist the President in the fulfilment of the President's duties and the achievement of the purpose and objects of the Chamber.

20. The Secretary

20.1 Notice of Address

The Secretary of the Chamber must, as soon as practicable after being appointed as Secretary, lodge notice with the Chamber of his or her address.

20.2 Duties of the Secretary

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

- (a) all appointments of office-bearers and members of the Executive Committee;
- (b) the names of members of the Executive Committee present at a Executive Committee meeting or a general meeting; and
- (c) all proceedings at Executive Committee meetings and general meetings.

20.3 Minutes to be signed

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

21. Treasurer

It is the duty of the Treasurer of the Chamber to ensure:

- (a) that all money due to the Chamber is collected and received and that all payments authorised by the Chamber are made, and
- (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.

22. Executive Officer

22.1 Appointment

The Executive Committee may from time to time appoint an Executive Officer of the Chamber and may enter into a contract for the provision of the services of the Executive Officer to the Chamber.

22.2 Remuneration

The appointment of an Executive Officer will be at such remuneration and with such responsibilities and powers as is determined by Executive Committee.

22.3 Executive Officer responsible to President

The Executive Officer will report to and be responsible to the President or as otherwise determined from time to time by the Executive Committee.

22.4 Duties and Functions

The Executive Officer's duties and functions include:

- (a) co-ordinating the correspondence of the Chamber;
- (b) keeping full and correct minutes of the proceedings of the Executive Committee and of the Chamber;
- (c) complying on behalf of the Chamber with:
 - (i) Section 27 of the Act in respect of the register of members of the Chamber;
 - (ii) Section 28 of the Act in respect of the Rules of the Chamber; and
 - (iii) Section 29 of the Act in respect of the record of the office holders, and any trustees, of the Chamber;
- (d) having custody of all books, documents, records and registers of the Chamber, other than those required to be kept and maintained by, or in the custody of, the Treasurer; and
- (e) ensuring that advice and information is available to the Chamber so that informed decisions can be made;
- (f) causing Executive Committee decisions to be implemented;
- (g) managing the day to day operations of the Chamber;
- (h) liaising with the Executive and the Executive Committee on the Chamber's affairs and the performance of the Chamber's functions;

- (i) perform such other duties as are imposed by these Rules or by the Executive Committee on the Executive Officer.

23. Ordinary Members

Subject to the directions of the Executive Committee all Ordinary Members are to:

- (a) attend meetings of the Executive Committee
- (b) represent the Chamber and promote its policies, purpose and objects;
- (c) chair meetings of committees of the Chamber as specified by the Executive Committee;
- (d) carry out those duties as are directed by the Executive Committee from time to time.

24. Casual vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the Executive Committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the Chamber, 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 Rule 25, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Executive Committee from all meetings of the Executive Committee held during a period of 6 months.

25. Removal of member

25.1 Who may Remove

The Chamber in general meeting may by resolution remove any member of the Executive 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.

25.2 Representation by Member

If a member of the Executive Committee to whom a proposed resolution referred to in Rule 25.1 relates makes representations in writing to the Secretary or the President (not exceeding a reasonable length) and requests that the representation 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.

26. Meetings and quorum

26.1 Meeting of the Executive Committee

The Executive Committee must meet at least three times in each period of 12 months at such place and time as the Executive Committee may determine.

26.2 Additional Meetings of the Executive Committee

Additional meetings of the Executive Committee may be convened by the President or by any member of the Executive Committee.

26.3 Notice of Meetings

Oral or written notice of a meeting of the Executive Committee must be given by the Secretary to each member of the Executive Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Executive Committee) before the time appointed for the holding of the meeting.

26.4 Contents of Notice

Notice of a meeting given under Rule 26.3 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 Executive Committee members present at the meeting unanimously agree to treat as urgent business.

26.5 Quorum

Any three members of the Executive Committee which must include one member of the Executive shall constitute a quorum for the transaction of the business of a meeting of the Executive Committee.

26.6 Adjournment if no Quorum present

No business is to be transacted by the Executive 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 and at the same hour of the same day in the following week.

26.7 No Quorum at Adjourned Meeting

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.

26.8 Presiding Officer

At a meeting of the Executive 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 or unwilling to act, such one of the remaining members of the Executive Committee as may be chosen by the members present at the meeting is to preside.

27. Delegation by Executive Committee to sub-committee

27.1 Delegation

The Executive Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Chamber as the Executive Committee thinks fit) the exercise of such of the functions of the Executive 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 Executive Committee by the Act or by any other law.

27.2 Continuity of Delegation

A function the exercise of which has been delegated to a sub-committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

27.3 Conditions of Delegation

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

27.4 Executive Committee may still act

Despite any delegation under this Rule, the Executive Committee may continue to exercise any function delegated.

27.5 Effect of Decision of Sub-Committee

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 Executive Committee.

27.6 Revocation

The Executive Committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.

27.7 Meetings of Sub-Committees

A sub-committee may meet and adjourn, as it thinks proper.

28. Voting and decisions

28.1 Majority of Votes Decision

Questions arising at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee are to be determined by a majority of the votes of members of the Executive Committee or sub-committee present at the meeting.

28.2 Votes

Each member present at a meeting of the Executive Committee or of any sub-committee appointed by the Executive 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.

28.3 Vacancy not to affect Executive Committee

Subject to Rule 26.4, the Executive Committee may act despite any vacancy on the Executive Committee.

28.4 Action effective notwithstanding defect in Procedure

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

29. General meeting

29.1 Annual general meetings – holding of

29.1.1 With the exception of the first annual general meeting of the Chamber, the Chamber must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Chamber, convene an annual general meeting of its members.

29.1.2 The Chamber must hold its first annual general meeting:

- (a) within the period of 18 months after its incorporation under the Act, and
- (b) within the period of 6 months after the expiration of the first financial year of the Chamber.

29.1.3 Rules 29.1.1 and 29.1.2 have effect subject to any extension or permission granted by the Director General under section 26(3) of the Act.

29.2 Annual general meetings – calling of and business at

29.2.1 The annual general meeting of the Chamber is, subject to the Act and to Rule 29.1, to be convened on such date and at such place and time as the Executive Committee thinks fit.

29.2.2 In addition to any other business which may be transacted at an annual general meeting, 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 held since that meeting,
- (b) to receive from the Executive Committee reports on the activities of the Chamber during the last preceding financial year,
- (c) to elect office-bearers of the Chamber and Ordinary Members of the Executive Committee,
- (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.

29.2.3 An annual general meeting must be specified as such in the notice convening it.

29.3. Special general meetings – calling of

29.3.1 The Executive Committee may, whenever it thinks fit, convene a special general meeting of the Chamber.

29.3.2 The Executive Committee must, on the requisition in writing of at least 5 percent of the total number of members, convene a special general meeting of the Chamber.

29.3.3 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.

29.3.4 If the Executive 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.

29.3.5 A special general meeting convened by a member or members as referred to in Rule 29.3.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive Committee and any member who consequently incurs expenses is entitled to be reimbursed by the Chamber for any expense so incurred.

29.4 Notice

29.4.1 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.

29.4.2 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 Rule 29.4.1, the intention to propose the resolution as a special resolution.

29.4.3 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 Rule 29.2.2.

29.4.4 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.

29.5. Procedure

29.5.1 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.

29.5.2 Five 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.

29.5.3 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.

29.5.4 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 three) is to constitute a quorum.

29.6 Presiding member

29.6.1 The President or, in the President's absence, the Vice-President, is to preside as chairperson at each general meeting of the Chamber.

29.6.2 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 chairperson at the meeting.

29.7 Adjournment

29.7.1 The chairperson 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.

29.7.2 If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral 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.

29.7.3 Except as provided in Rules 29.7.1 and 29.7.2, 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.

29.8 Making of decisions

29.8.1 A question arising at a general meeting of the Chamber is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Chamber, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

29.8.2 At a general meeting of the Chamber, a poll may be demanded by the chairperson or by at least three members present in person or by proxy at the meeting.

29.8.3 If a poll is demanded at a general meeting, the poll must be taken:

- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

29.9 Special resolution

A resolution of the Chamber is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the Chamber as, being entitled under these Rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules, or
- (b) where it is made to appear to the Director General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Director General.

29.10 Voting

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

29.10.2 All votes must be given personally or by proxy but no member other than the chairperson may hold more than five proxies.

29.10.3 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.

29.10.4 A member or proxy is not entitled to vote at any general meeting of the Chamber unless all money due and payable by the member or proxy to the Chamber has been paid, other than the amount of the annual subscription payable in respect of the then current year.

29.11 Appointment of proxies

29.11.1 Each member is to be entitled to appoint another member who is a natural person to be the proxy of the appointing member 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.

29.11.2 The notice appointing the proxy is to be in the form set out in Appendix 2 to these Rules.

30. Miscellaneous

30.1 Insurance

The Chamber may effect and maintain insurance.

30.2 Funds – source

30.2.1 The funds of the Chamber are to be derived from nomination fees and membership fees, donations and, subject to any resolution passed by the Chamber in general meeting, such other sources as the Executive Committee determines.

30.2.2 All money received by the Chamber must be deposited as soon as practicable and without deduction to the credit of the Chamber's bank account.

30.2.3 The Chamber must, as soon as practicable after receiving any money, issue an appropriate receipt.

30.3 Funds – management

30.3.1 Subject to any resolution passed by the Chamber in general meeting, the funds of the Chamber are to be used in pursuance of the objects of the Chamber in such manner as the Executive Committee determines.

30.3.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Executive Committee or employees of the Chamber, being members or employees authorised to do so by the Executive Committee.

30.4 Constitution

30.4.1 The Chamber may alter or rescind its objects or these Rules, or make Rules additional to these Rules, in accordance with the Act.

30.4.2 These Rules bind every member and the Chamber to the same extent as if the member and the Chamber had signed and sealed these Rules and agreed to be bound by all their provisions.

30.5 Common seal

30.5.1 The common seal of the Chamber must be kept in the custody of the Executive Officer.

30.5.2 The common seal must not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the common seal must be attested by the signatures either of two members of the Executive Committee or of one member of the Executive Committee and of the Executive Officer or Secretary.

30.6 Custody of books

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

30.7 Inspection of books

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

30.8 Service of notices

30.8.1 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.

30.8.2 For the purpose of these Rules, 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 facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

30.9 Auditor

30.9.1 At the first Chamber meeting after each annual general meeting the Chamber shall appoint an auditor.

30.9.2 The auditor appointed pursuant to Rule 30.9.1 shall hold such position until the first Executive Committee meeting after the annual general meeting the following year.

30.10 Winding Up

The Chamber shall be dissolved in the event of the membership being less than 8 persons or upon the vote of a three-fourths majority of members present at a special general meeting convened to consider the winding up of the Chamber. Upon a resolution being passed in accordance with this Rule, all assets and funds of the Chamber on hand shall, after the payment of all expenses and liabilities, be handed over to an incorporated association or for charitable purposes in accordance with Section 33 of the Act.

Appendix 2
(Rule 29.11.2)

PENRITH VALLEY CHAMBER OF COMMERCE INC.

FORM OF APPOINTMENT OF PROXY

I,
(full name)

of
(address)

being a member of the Chamber hereby appoint:

.....
(full name of proxy)

of
(address)

being a member of the Chamber, as my/the company's proxy to vote for me on my/the company's behalf at the general meeting of the Chamber (annual general meeting or special general meeting, as the case may be) to be held on the.....day of and at any adjournment of that meeting.

* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

* to be inserted if desired.

.....
Signature of member appointing proxy Date

NOTE: A proxy vote may not be given to a person who is not a member of the Chamber.

Signature of proposer Date