



**NEWMAN CHAMBER OF COMMERCE
AND INDUSTRY**

Supporting Business in the East Pilbara

CONSTITUTION

OF THE

NEWMAN CHAMBER

OF COMMERCE

AND INDUSTRY

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1. TITLE

The name of the association shall be “NEWMAN CHAMBER OF COMMERCE AND INDUSTRY”.

2. INTERPRETATION

2.1 Definitions

In this constitution, unless the context otherwise requires:

“Chamber” means the Newman Chamber of Commerce and Industry, “Corporate body” means an incorporated body,

“Executive Committee” means the Executive Committee made up of the President, Vice president & Treasurer,

“Management Committee” means the Committee, made up of the President, Vice president, Treasurer and 5 ordinary members,

“Ordinary Member” means current financial member of the Chamber, “Associate member” means Spouse of an Ordinary member,

“Membership Fee” means the fee to be paid by members as determined by the Management Committee,

“Newman Town Area” means the urban region as defined in the Region Town Planning Scheme Act 1959,

“Representative” means the representative of an Ordinary Member duly nominated in accordance with Rule 7.1 & 7.3,

“Rule” means a rule of this Constitution.

“The Act” means the Associations Incorporation Act 1987.

“Secretary” means person employed by NCCI to perform all duties as stated by Management Committee and within this Constitution.

2.2 Number and Gender

In these Rules, unless the context otherwise requires, the singular includes the plural and vice versa; and the masculine gender includes the female gender and vice versa.

3. LOCATION

The head office of the Chamber Shall be situated in Newman.

4. OBJECTS

The Chamber shall be an apolitical body and its objects shall be:

(a) To promote and take action for the advancement and protection of trade commercial and industrial interests and to advise on matters relating to the trade, commerce and industry as defined in 2.1

(b) To consider, promote or oppose Commonwealth or State legislation, regulation and policies and the by laws, regulations and policies of local governing bodies and other corporations directly or indirectly affecting

commercial interests and for such purposes to take all such steps or proceedings as may be expedient.

- (c) To organise and promote training in management and business skills:
- (d) To promote and develop high standards in education in Newman through scholarships and prizes.
- (e) To collect and classify information on all matters of commercial and industrial interests, and to make available such information as necessary.
- (f) To support the Chamber of Commerce & Industry of Western Australia and maintain an association with other Chambers within Australia and overseas.

5. POWERS

In carrying out its objects, the Chamber shall have the following powers:

- (a) To purchase, take on lease or in exchange hire or otherwise acquire for the purposes of the Chamber any real or personal property.
- (b) To construct, remove, rebuild, alter, repair, improve and maintain any buildings for the purposes of the Chamber.
- (c) To let any parts of any land or buildings in such manner as may be deemed expedient.
- (d) To negotiate and operate such bank accounts as are deemed necessary by the Chamber.
- (e) To invest the monies of the Chamber in such securities or otherwise in such manner as may from time to time be necessary or convenient. The Chamber will remain a non profit organisation.
- (f) To sell, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Chamber.
- (g) To cooperate with any institution, society or association having objects similar to those of the Chamber.
- (h) To transfer all or any part of the property of the Chamber to any institution, society or association having objects similar to the objects of the Chamber.
- (i) To subscribe or guarantee money for charitable or benevolent objects or for any public, general or useful objects.
- (j) To undertake and execute any trusts for the purpose of carrying out the objects of the Chamber as set forth in the Constitution.

- (k) To engage professional assistance of any kind and to remunerate any person for services rendered or to be rendered in or about the formation, reconstruction or promotion of the Chamber or the conduct of its affairs.
- (l) The Management committee shall have power to appoint committees to consider and deal with special matters, comprising and Members of the Chamber. Persons who are not Members of the Chamber may also be appointed to committees but shall not be entitled to vote. No resolution of any committee shall be binding on the Chamber until its confirmed by the Management Committee which shall report the matter to the next meeting of the Chamber.

6. MEMBERSHIP

6.1 Ordinary Members

Firms and bodies corporate or unincorporated interested in any of the objects of the Chamber shall be eligible for election as members of the Chamber. Firms and bodies corporate or unincorporated can only nominate one member for membership to the Chamber.

The person appointed by corporation or unincorporated body to vote for it, shall also represent the corporation or body appointing him in all respects pertaining to membership.

6.2 Associate Member

Spouses of members may be entitled to become associate members of the Chamber.

An Associate Member may attend and speak at meetings of the Chamber but shall not be allowed to vote thereat nor shall be entitled to hold any office.

7. REPRESENTATIVES OF ORDINARY MEMBERS

7.1 Representatives

An Ordinary Member shall not nominate an individual person to be his Representative. A duly nominated Representative shall be entitled to exercise all the rights of the Member of which he is the Representative, and all that Member's rights in relation to the Chamber, including its rights to attend meetings, vote and hold office, shall only be exercisable by his Representative.

7.2 Notice of Nomination

Written notice of nomination of a Representative shall be lodged with the Secretary and shall be effective as from the time of such a lodgement until it is cancelled or withdrawn by further written notice to the Secretary. A Member may change his nomination at any time.

7.3 Substitute

An Ordinary Member may nominate one individual person as a substitute for the Representative nominated to represent the Member in accordance with Rule 7.1 & Rule 7.2, whenever the Representative is for any reason not available.

8. APPLICATION FOR MEMBERSHIP

8.1 Applications

Applicants for membership shall apply in writing in such manner as the Committee shall from time to time prescribe. Each application shall be considered by the Committee at its next meeting and if the Committee accepts the application, the candidate shall immediately become an Ordinary Member upon payment of the current subscription fee.

8.2 Rejection on Applications

Rejection may occur if deemed detrimental to the interest of the Chamber.

In the case of rejection of an application for membership, applicant to be notified in writing as to the reason why and no further application on the part of the same applicant can be made for a period at the discretion of the Committee.

9. REPRESENTATION ATTENDANCE AND VOTING AT MEETINGS

9.1 Ordinary Members

Ordinary Members shall be entitled to attend and speak at all general meetings of the Chamber. Each Ordinary Member shall have one vote. An Ordinary Member shall exercise his rights under this Rule by his Representative as provided in Rule 7.1.

9.2 Unfinancial Members

No members or Representative of an Ordinary Member shall be entitled to speak or vote at any general meeting of the Chamber if the subscription or any other amount due to the Chamber payable by him or the Member of which he is the Representative is more than two calendar months in arrears.

9.3 Pecuniary Conflict of Interest

Pecuniary conflict of interest may arise from time to time during Chamber business. This could be under the following circumstances:

- (i) Contract, or
- (ii) Proposed contract, or
- (iii) Proposal, or
- (iv) Scheme, or
- (v) Receive goods and services etc

The interest in a matter must be such that the decision bearing upon it will affect advantageously or deleteriously the holder of the interest in a way which is capable of being measured in money or money's worth.

Should a member determine that they could have or have a pecuniary conflict of interest in relation to agenda items or matter before the Chamber they are required to:

- (i) Disclose their interest by giving written notice to the Secretary before the meeting, or alternatively at the meeting itself, and as soon as is practicable after the commencement of the meeting, make a verbal declaration of conflict of interest.
- (ii) Where written notice has gone to the Secretary prior to the meeting, the Secretary must, at the relevant meeting, give full particulars of the disclosure to the other members present as soon as is practicable after the commencement of the meeting.
- (iii) The member has the right to speak even though the member has declared a pecuniary conflict of interest, unless by a majority of the members present by a passed motion, that the members is not permitted to speak.
- (iv) The member that has disclosed a pecuniary conflict of interest is unable to vote on any tabled motions in relation to the matter. Unless if by majority of members present, pass a motion to allow the member to vote.
- (v) A member who has declared that they have pecuniary conflict of interest has a right to remain in the meeting during discussion and voting on the issue unless:

The members by majority present at the meeting may by a motion, exclude a member here the right to speak has also been removed, so that person may not be present during consideration, discussion, or voting.
- (vi) Should a member not disclose a pecuniary conflict of interest, that member is liable for expulsion from the Chamber.

10. SUBSCRIPTIONS

10.1 Subscriptions

The subscription payable by a Member shall be such amount as shall from time to time be determined by the Committee at any general meeting.

- 10.2** The Executive may impose a levy on any one of the Members provided that the total of such levies imposed on a Member during any year shall not exceed the amount of the subscription of that member for that year.

11. TERMINATION OF MEMBERSHIP

11.1 Termination

An ordinary Member, Associate Member shall cease to be a member if:

- (a) The Member fails to pay the Chamber any sum of money due by him to the Chamber within three months after such sum becomes payable and the Chamber so resolves or if he fails to pay any sum of money due by him to the Chamber within six months after such sum becomes payable, then at the expiration of that six months,
- (b) The Member resigns.

11.2 Reinstatement

The Committee may reinstate as a Member of the Chamber any former Member who pays the Chamber all arrears of subscription or other monies due by him to the Chamber.

- 11.3** Notwithstanding termination of membership for any reason, any amount payable by the Member to the Chamber prior to such termination shall continue to be payable to the Chamber.

12. EXPULSION

- 12.1** If the Management Committee considers that a Member should be expelled from the Chamber because of his conduct, deemed detrimental to the interest of the Chamber, they shall communicate in writing to the Chamber Member:

- (i) Notice of proposed expulsion and of the time, date and place of the management Committee meeting at which the question of that expulsion will be decided; and
- (ii) Particulars of the conduct, not less than seven (7) days before the date of the Management Committee meeting referred to in paragraph 12.1 (i).

- 12.2** At the Management Committee meeting referred to in a notice communicated under Rule 12.1, the Management Committee may having afforded the Member concerned a reasonable opportunity to be heard by or make representations in writing to the Management Committee, expel or decline to expel that Member from the Chamber and shall communicate by or that decision in writing to the Member.

- 12.3** Expulsion of a Member takes effect immediately they receive written notice of the expulsion.

13. COMMITTEE OF MANAGEMENT

- 13.1** The Affairs of the Chamber shall be managed exclusively by a Committee of a Management consisting of:

- (a) The President

- (b) Vice President
- (c) A Treasurer
- (d) And five Ordinary Members

13.2 The executive committee shall consist of:

- (a) The President
- (b) Vice President
- (c) A Treasurer

13.3 Eligibility

Only a person who is a financial member of the Chamber shall be eligible for election as a Committee member.

13.4 Elections

Any Member of the Chamber shall be eligible for election as a member of the Management Committee.

- (i) The Management Committee shall be elected by the Chamber. Each Member of the Chamber shall have one vote for each position on the Executive Committee and Management Committee. The elections shall be held at the annual general meeting or the general meeting at which this Constitution is adopted. In the event of more candidates being nominated for any position than there are vacancies, the elections shall be by secret ballot held in such manner as the President may determine.
- (ii) If no nominations are received for any particular position, the Chamber may at any time elect an eligible member of the Chamber to fill the vacancy, but his term of office shall expire at the same time as the time described in Rule 13.5.

13.5 Term of Office

The initial election of Management Committee Ordinary Members will be a two year term for the first two to be elected and the other two will be for a one year term. There after elected for two year terms.

Executive Members of the Management Committee positions are for one year term only unless:

- (i) The President or Vice President were not re elected into office then either the President or Vice President could be invited to remain on the Management Committee for a further one year for continuity. This person would not form part of the Management Committee, they would be purely in an advisory role to the Management Committee.

13.6 Quorum

No business shall be transacted at a meeting of the Management Committee unless a quorum is present. Quorum is 5 (five) which consist of not less than 2 executives.

13.7 Power to Co-opt

The Committee may co-opt as a members one or two additional members of the Chamber should this be considered of value in the management of the Chamber's interests. Co-opted members shall not be entitled to vote.

13.8 President

Subject to this rule, the President shall preside at all general meetings and Management Committee meetings.

In the event of the absence from:

- (a) A general meeting of
 - (i) The President , the Vice President; or
 - (ii) Both the President and Vice President, a member elected by the other members present at the general meeting;

Or

- (b) A Management Committee meeting of:
 - (i) The President, the Vice president; or
 - (ii) Both the President and the Vice president, a Committee member elected by the other Committee members present, shall preside at the general meeting or Management Committee, as the case requires.
- (c) Be responsible for duties performed by Secretary and to ensure weekly statement is signed for Secretary with regards to duties performed within that period.

13.9 Vice President

Shall act as President in absence of the elected President.

13.10 Secretary

The Secretary shall:

- (a) Coordinate the correspondence of the Chamber;
- (b) Keep full and correct minutes of the proceedings of the Management Committee and of the Chamber;
- (c) Comply 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) Have custody of all books, documents, records and registers of the Chamber, including those referred to in paragraph (c), other than those required by Rule 13.1.1 to be kept and maintained by, or in custody of, the Treasurer. Make available all records for inspection by any member of Newman Chamber of Commerce & Industry upon request in writing seven (7) days prior to the required date;
 - (e) Ensure authorisation is received from President or Vice President prior to any correspondence or work is committed; and
 - (f) Perform such other duties as are imposed by these Rules on the Secretary.

13.11 Treasurer

The Treasurer shall:

- (a) Be responsible for the receipt of all moneys paid to or received by, or by him on behalf of, the Chamber and shall issue receipts for those monies in the name of the Chamber;
- (b) Pay all monies referred to in paragraph (a) into such account or accounts of the Chamber as the Management Committee may from time to time direct;
- (c) Make payments from the funds of the Chamber with the authority of a general meeting or of the Management Committee and in so doing ensure that all cheques are signed by himself and one other Member of the Management Committee.
- (d) Comply on behalf of the Chamber with section 25 and 26 of the Act in respect of the accounting records of the Chamber;
- (e) Whenever directed to do so by the President, submit to the Management Committee a report, balance sheet or financial statement in accordance with the direction;
- (f) Have custody of all securities, books and documents of a financial nature and accounting records of the Chamber, including those referred to in paragraphs (d) and (e); and
- (g) Perform such other duties as are imposed by these Rules on the Treasurer.

13.12 Term of Office

President

No person shall hold office as President for more than two successive years, after which he shall retire from office and shall not be eligible for re-election as President until after the expiration of one further year, except that by authority of a resolution passed by the majority of the members of the Chamber present at a meeting of the Chamber the same person can (subject to his re election) hold office as President for such further number of years beyond two years as the resolution may specify.

13.13 Transitional Provision

The President, Vice President, Treasurer or Secretary of the Newman Chamber of Commerce shall continue in office until the end of the first Chamber meeting at which an election is held and shall then cease to hold office unless re-elected.

14. MEMBERS' AGENDA ITEMS

Any ordinary member having a matter he wishes to submit for consideration by the Management Committee shall be entitled if he has given the Secretary not less than seven days written notice of the nature of the matter to attend the next meeting of the Management Committee and bring forward the matter for discussion but shall not be entitled while the Management Committee deliberates and decides upon the matter. The Management Committee shall have the power at any time before making a decision on the matter to require the further attendance of such Member at the meeting or an adjourned meeting to answer such questions as the Management Committee may see fit to ask him. In default of attendance by such Member, the Management Committee may if it sees fit allow the matter to lapse.

15. MINUTES

15.1 Minutes to be kept

Proper minutes shall be kept of all proceedings of general meetings and meetings of the Chamber, Management Committee, and Executive Committee.

15.2 Circulation of Minutes

Copies of Minutes of the last general meeting or meeting of the Chamber shall be circulated with prior to the notice summoning the next general meeting or meeting of the Chamber, as the case may require. Minutes shall be taken as read unless a majority of those present at the subsequent meeting desire the contrary.

15.3 Signing of Minutes

All minutes of general meetings or meetings of the Chamber shall be signed by the President of the meeting at which the proceedings took place or by the president of the next succeeding meeting.

15.4 Evidence

Duly signed minutes are prima facie evidence of the proceedings to which they relate.

16. ANNUAL GENERAL MEETING

The annual general meeting of the Chamber shall be held not later than the end of September in each year for the purpose of:

- (a) Receiving the President's annual report.
- (b) Receiving the statement of accounts for the year fully audited by the auditors for the time being.
- (c) The election of the members of the Management Committee for the ensuing term.
- (d) The appointment of a firm of auditors as auditors of the Chamber.
- (e) Dealing with any other business of which due notice has been given to Secretary not less than 14 clear days before the date of the meeting.

17. SPECIAL GENERAL MEETING

The Management Committee may whenever they see fit, and shall upon requisition of a combined total of 10 Ordinary Member made in writing and stating the objects for which the meeting is to be called, convene a special general meeting of the Chamber. If in the case of a requisition for a special general meeting, notice convening the meeting shall not be given within twenty one days after receipt of the requisition, the requisitioners may themselves within a further twenty one days convene such meeting and the expenses of so doing shall be met by the Chamber. All the requisitioners must be present or the matter will be dropped and a levy will be forthcoming from the Chambers to cover the expense of the meeting.

If a quorum is not present at any Meeting, then the Meeting shall be reconvened within one calendar month and seven clear days notice shall be given in the same way as for the original Meeting.

18. PROCEDURES IN RELATION TO ANNUAL OR GENERAL MEETINGS

18.1 Notice of Meeting

A notice of a general meeting of the Chamber stating the business of the meeting shall be given by the Secretary to all Members entitled to attend a general meeting at least 7 clear days prior to the meeting.

18.2 Quorum

The quorum for the general meeting shall be one third of the current financial membership.

If a quorum is not present at such meeting 30 minutes after the appointed start time, then the Meeting shall be reconvened within one calendar month and seven days clear notice shall be given.

19. SEAL

The Chamber will have a Common Seal which shall be kept in the custody of the Secretary at the office for the time being of the Chamber. Such Seal shall only be used in each case pursuant to a resolution of the Committee or in the case of prior affixing, by ratification of the Committee, in each case countersigned by any two of the executives Committee.

20. INTERPRETATION

In the event of any question arising as to the interpretation or application of these Rules, the Executive shall decide the matter, subject to an appeal for a final decision to a general meeting of the Chamber.

21. ALTERATION OF CONSTITUTION

This Constitution may at any time be altered in such manner as may be resolved at the annual general meeting or a special general meeting of the Chamber convened for that purpose by a 75% majority of the Members present and voting.

22. NOTICE

Any notice to be given under these Rules shall be deemed to be duly given if handed to the person to whom the notice is to be given personally or if left at his address as appearing in the Chamber's Register of Members or if posted to him in a prepaid envelope addressed at such address. Any notice so posted shall be deemed to be received on the day following the posting thereof.

23. WINDING UP

If, on the winding up of the Chamber, any property of the Chamber remains after satisfaction of the debts and liabilities of the Chamber and the costs, charges and expenses of that winding up, that property shall be distributed:

- (i) To another incorporated association having objects similar to those of the chamber; or
- (ii) For charitable or benevolent purposes, which incorporated association or purposes, as the case requires shall be determined by resolution of the members when authorising and directing the Management Committee under section 33 (3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Chamber.