

SPRINGWOOD & DISTRICT CHAMBER OF COMMERCE CONSTITUTION AND RULES

1. NAME

1.1 The name of the Association is THE SPRINGWOOD AND DISTRICT CHAMBER OF COMMERCE INCORPORATED (the Chamber).

2. OFFICE

2.1 The office of the Chamber shall be at Springwood or at such other place as the Committee shall from time to time determine.

3. OBJECTIVES

3.1 The objectives for which the Chamber is established are:

- a) To promote and protect the internal and external trade, commerce and transport and the manufactures, industries and tourism of Springwood and the surrounding districts;
- b) To consider all questions connected with such trade, commerce transport manufactures, industries and tourism and do all such things as may be conducive to the extension of trade, commerce, transport, manufactures, industries and tourism;
- c) To promote, support or oppose legislative or other measures affecting such trade, commerce, transport, manufactures, industries and tourism;
- d) To collect and circulate statistics and other information relating to such trade, commerce, transport, manufactures, industries and tourism;
- e) To undertake training and education for the benefit of members;
- f) To invest and deal with the moneys of the Chamber, not immediately required, upon such securities and in such manner as may from time to time be determined;
- g) To engage professional assistance of any kind and to remunerate any person for services rendered or to be rendered in or about the formation or promotion of the Chamber or the conduct of its affairs;
- h) To raise money by subscription and to grant any rights and privileges to subscribers.

4. MEMBERSHIP

4.1 The Foundation members of the Chamber shall be the persons, firms or companies entered in the Register of Members on the first day of September 2015.

4.2 Any person, firm or company engaged in Retail, Hospitality, Trades, Professional Services, Health & Fitness, Online Businesses & Markets, or the Arts & Community predominantly in Springwood, Faulconbridge, Winmalee, Hawkesbury Heights or Valley Heights shall be eligible to make application for membership.

4.3 The Committee may accept membership applications from individuals and Community groups from time to time as they see fit.

4.4 Applicants for membership shall make application to the Secretary on the form prescribed by the Committee from time to time.

4.5 As soon as practicable after receiving an application for membership, the Secretary will refer the application to the Committee for determination.

4.6 Applicants shall become members if elected by resolution of the Committee and on payment of the prescribed joining fee and annual subscription.

4.7 The Committee reserves the right to reject any application for membership without giving any reason for doing so.

4.8 The Secretary shall maintain a Register of Members and therein shall be entered the following particulars:

- a) The name and address and business classification of each member;
- b) The date upon which the name of such member was entered in the register;
- c) The annual subscription paid by the member and the date on which it was received;
- d) The name of the representative or representatives appointed to attend meetings and vote on behalf of a firm or company.

4.9 The Register of Members must be open for inspection free of charge by any Member of the Chamber at any reasonable hour.

4.10 The Chamber shall hold and keep indemnified Members against all actions, suits, proceedings, claims, demands, costs and expenses whatsoever which may be taken or made against the Member in the course of or arising out of the proper performance or exercise of any of the powers, duties or authorities of the Member on behalf of the Chamber.

5. FEES

5.1 All new members will pay a joining fee which shall be an amount such as the Committee may from time to time determine.

5.2 The membership year shall commence on 1 September and end on 31 August of the next succeeding year. All Members will pay an annual subscription which shall be an amount such as the Committee may from time to time determine.

5.3 The annual subscription shall be payable in the first month of each membership year, provided that where a member joins after the first quarter in any year, the Committee may reduce pro-rata the subscription payable for the remainder of the current financial year, but in no case shall the subscription be less than one half of the annual subscription.

5.4 In determining the annual subscription, the Committee may prescribe differing levels of fees for members of differing classes and types.

5.5 The Chamber's financial year shall be from the 1st day of July to the 30th day of June in the next succeeding year.

5.6 The Chamber reserves the right to prescribe other fees as it may determine from time to time subject to their agreement at a Special General Meeting or the Annual General Meeting.

5.7 The liability of a Member of the Chamber to contribute toward 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 that amount, if any, unpaid by the Member in respect of membership of the Chamber as required by this Rule.

6. CESSATION OF MEMBERSHIP

6.1 A person, firm or company ceases to be a member of the Chamber if they:

- a) in the case of a person, die, or;
- b) in the case of a firm or company cease trading or become insolvent, or;
- c) resign their membership in accordance with Rule 6.2, or,
- d) have their membership terminated under Rules 6.3 or 6.4.

6.2 A Member may resign at any time by letter or email delivered to the Secretary. A Member whose resignation is received on or after the 1st day of March in any year shall be liable for his subscription for the current membership year.

6.3 The Chamber shall have the power to determine the membership of any member whose subscription or other fees shall be in arrears for one month after the same shall have become due. Any arrears of subscriptions or other fees shall remain a debt due to, and recoverable by, the Chamber. The Chamber shall have the power to reinstate a member whose membership has been determined in accordance with this rule on such terms and conditions as it may think fit.

6.4 If any member acts in a manner detrimental to the interests of the Chamber, the membership of such member may be suspended or terminated by a resolution carried by a majority of two-thirds of the votes recorded in respect of same at an Annual General or Special General meeting.

7. FUNDS

7.1 The income and property of the Chamber from wherever derived shall be applied solely towards the promotion of the objectives of the Chamber as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise whatsoever to the members of the Chamber. Provided that nothing herein shall prevent the payment in good faith of remuneration to any persons employed by the Chamber, or to any member of the Chamber, or to any person, for services rendered to the Chamber.

7.2 If upon the winding up or dissolution of the Chamber there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be paid to or distributed among the Members of the Chamber who were financial at the time of the winding up or dissolution, as defined in Rule 6.3, on an equal pro rata basis.

8. MANAGEMENT

8.1 The management of the Chamber shall be vested in a Committee consisting of a President, Treasurer and Secretary (the Office Holders) and seven (7) members of the Chamber, one of whom will be Vice President. The Committee is to control and manage the affairs of the Chamber.

8.2 The Office Holders shall be elected by a simple majority ballot at the Annual General Meeting.

8.3 The other members of the Committee shall, as far as possible, represent one each of the areas of business: Retail, Hospitality, Trades, Professional Services, Health & Fitness, Online Businesses & Markets, and the Arts & Community.

8.4 The Vice President shall be elected from the other members of the Committee by a simple majority ballot at the Annual General Meeting.

8.5 The committee shall hold office until the next Annual General Meeting when they shall retire but shall be eligible for re-election.

8.6 Any casual vacancy shall be filled by majority nomination of the Committee and the position will be held on the same terms as set out in Rule 8.5.

8.7 A member of the Committee shall cease to be a member of the Committee:

- a) upon their ceasing to be a member of the Chamber;
- b) upon receipt by the Secretary of a notice of resignation signed by such a member;
- c) upon their absence without consent of the Committee from all meetings held during a period of four months.

8.8 At all meetings of the Committee, any four Members shall form a quorum.

8.9 The Committee has the power to perform all such acts and to do all such things as appear to the Committee to be necessary or desirable for the proper management of the Chamber.

8.10 The Committee shall have power to appoint sub-committees and to appoint a chairman of any sub-committee and otherwise to regulate the proceeding of such sub-committee and to delegate to any sub-committee so appointed such of their powers as they shall think necessary. The President and Secretary shall be ex officio

members of all sub-committees.

9. TREASURER

9.1 The Treasurer shall keep such books of accounts as may be necessary to constitute a true and fair record of the financial position and operations of the Chamber and shall present financial statements as and when required by the Committee.

9.2 The Treasurer shall place before each Annual General Meeting a balance sheet made up to the final day of the month immediately preceding the day of the meeting and a profit and loss account for the financial year ended.

10. SECRETARY

10.1 The Secretary shall keep minutes of:

- (a) All appointments of office bearers and Members of the Committee;
- (b) The names of members of the Committee present at a General Meeting or a Committee meeting;
- (c) All proceedings at General meetings and Committee meetings.

10.2 The Secretary shall maintain the Register of Members.

11. MEETINGS

11.1 There shall be at least one General Meeting of the Chamber in each year at a time and place to be determined by the Committee. Members shall be given at least fourteen days' notice in writing of such meeting.

11.2 A Special General Meeting shall be called by the Secretary if so instructed by a General Meeting, the President, or at the request in writing of at least 5 per cent of the total number of members. Fourteen clear days' notice in writing of Special General Meetings shall be given to members.

11.3 The Committee shall hold meetings at least 9 times in each Financial Year. Meetings are to be regularly scheduled and Committee Members shall be given at least seven days' notice in writing of each such meeting.

11.4 The Annual General Meeting of the Chamber shall be held not later than three months after the close of each financial year to receive the Committee's report and the Treasurer's financial statement for that financial year and to deal with any other business brought forward in conformity with the Rules of the Chamber. Fourteen clear days' notice in writing of such meeting shall be given to members.

11.5 Only current financial members of the Chamber are entitled to vote at the Annual General Meeting. At the Annual General Meeting, the management structure will be elected in accordance with Rule 8.

11.6 The Annual General Meeting will be followed immediately by the first meeting of the Committee elected at the Annual General Meeting.

11.7 The President or, in their absence, the Vice-President shall preside at all meetings of the Chamber. If at any meeting, neither the President nor the Vice-President is present within half an hour of the appointed starting time, the meeting shall appoint a Chair from one of the remaining members of the Committee then present. At all meetings, the business shall (unless otherwise provided for in these Rules) be decided by the majority present and the Chair shall have a casting vote in addition to their deliberative vote.

12. PAYMENTS AND FINANCE

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

13. BALLOT AND PROXIES

13.1 Votes at a General Meeting or the Annual General Meeting may be given either personally or by proxy or in the case of company by a duly appointed representative. The instrument appointing a proxy shall be in such form as the Committee may from time to time prescribe and in writing under the hand of the member or of a company under the common seal or under the hand of one of its directors authorised in that behalf and shall be deposited with the Secretary not later than 24 hours before the time for holding the meeting. No member may hold more than five proxies. When any firm or company shall in its corporate capacity be a member of the Chamber, only one of such firm or company or its accredited representative shall be entitled to vote at any one time. The Returning Officer shall be the Secretary.

14. ALTERATION OF CONSTITUTION AND RULES

14.1 The objectives of the Chamber and these Rules may be altered, rescinded or added to by the Committee and such power may be exercised from time to time as occasion may require.

14.2 Any proposed changes to the objectives of the Chamber and these Rules must be approved by a resolution of the Chamber at a General Meeting before they can come into force.

16. CUSTODY OF BOOKS ETC

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

17. INSPECTION OF BOOKS ETC

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