

Constitution
Of
SOUTH WEST CHAMBERS OF COMMERCE
& INDUSTRY INC.



CONSTITUTION
of
**SOUTH WEST CHAMBERS OF
COMMERCE & INDUSTRY INC.**

1. Name

The name of the Association shall be “**SOUTH WEST CHAMBERS OF COMMERCE & INDUSTRY INC.**”

2. Definitions and Interpretations

In this Constitution the following words and phrases have the respective meanings hereunder ascribed to them:

“The Act” means the Associations Incorporation Act 1987 as amended.

“Affiliate Member” means a member as defined in Rule 5.4 and “affiliate membership” refers to the membership of an Affiliate Member.

“Associate Member” means a member as defined in Rule 5.3 and “associate membership” refers to the membership of an Associate Member.

“The Association” means South West Chambers of Commerce & Industry Inc.

“Chamber” means a chamber of commerce and industry.

“Committee of Management” means the Committee of Management as defined in Rule 11.

“Executive Committee” means the Executive Committee as defined in Rule 10.

“Executive Committee Member” means a member of the Executive Committee as defined in Rule 10.

“Firm” includes company partnership incorporated association, corporation sole discretionary trust, unit trust and all other business structures whether strictly legal entities or not.

“General Meeting” means any meeting of the Executive Committee.

“Honorary Member” means a member as defined in Rules 5.5 and 5.6 and “honorary membership” refers to the membership of an Honorary Member.

“Life Member” means a natural person who is appointed as a life member as defined in Rule 5.6 and “life membership” refers to the membership of a Life Member.

“Member” means a member of The Association.

“Nominated Representative” means a person who is appointed by an Ordinary Member to represent that member as defined in Rule 9.

“Ordinary Member” means a member as defined in Rule 5.2 and “ordinary membership” refers to the membership of an Ordinary Member.

“Ordinary Resolution” means any resolution other than a Special Resolution.

“Rule” means any rule, sub-rule or sub-sub-rule in this Constitution.

“South West of Western Australia” means the area comprised within the region as defined in Part H of Schedule 1 to the Regional Development Commissions Act 1993.

“Special Resolution” means a special resolution as defined by Section 24 of The Act.

3. **Objects**

The objects of The Association are:

- 3.1 To provide leadership in relation to, and generally to do all things as are within its powers necessary to enhance trade industry and commerce in support of, but not limited to the following objects:
- 3.2 To foster and facilitate cooperation among Members in achieving their respective objects.
- 3.3 To promote trade and industry in Western Australia with particular attention to the South West of Western Australia.
- 3.4 To establish and maintain relations with bodies having similar objects in other parts of the world in general and Australia in particular.
- 3.5 To provide a voice, and an avenue for communication with members of Parliament and Local Government throughout Australia and abroad.
- 3.6 To collect classify, and make available to Members, information useful to trade, commerce and industry.

- 3.7 To promote employment in Australia, especially Western Australia with very special reference to the South West of Western Australia, including active participation, for reward or otherwise, in assisting persons in gaining employment.
- 3.8 To promote and assist in the development of education and training for employment, including active participation, for reward or otherwise, in assisting persons in gaining education and training.
- 3.9 To promote and raise ethical business standards, and to endeavour to formulate and establish codes of practice to be promoted by Members.

4. **Powers**

In addition to the express powers conferred on The Association by section 13 of The Act and without limiting any of such express powers, The Association shall have the power to employ persons, and consultants, and to enter into contracts with the Commonwealth of Australia, any State or Territory of Australia, any local government, any firm or any person, where in the opinion of The Association the entering into of that contract is beneficial to The Association, the achievement of its objects and its Members in general.

5. **Membership**

- 5.1 There shall be five classes of membership, namely Ordinary, Associate, Affiliate, Honorary and Life membership.
- 5.2 Any Association whose objects are the promotion of commerce, trade or industry in the South West of Western Australia shall be eligible for ordinary membership. An applicant for ordinary membership shall apply in writing to The Association in such form as may from time to time be determined by The Association, and to which application shall be attached a copy of the Constitution of the applicant, and which shall give its address for service of notices and such other information as The Association shall from time to time require.

- 5.3 Any Australian Chamber, the area of whose membership is not within the metropolitan area of a capital city, and whose objects are the promotion of commerce, trade or industry in Australia shall be eligible for associate membership. An applicant for associate membership shall apply in writing to The Association in such form as may from time to time be determined by The Association, and to which application shall be attached a copy of the Constitution of the applicant, and which shall give its address for service of notices and such other information as The Association shall from time to time require.
- 5.4 Any association not being a Chamber, whose objects include the promotion of commerce, trade or industry in Western Australia shall be eligible for affiliate membership. An applicant for affiliate membership shall apply in writing to The Association in such form as may from time to time be determined by The Association, and to which application shall be attached a copy of the Constitution of the applicant, and which shall give its address for service of notices and such other information as The Association shall from time to time require.
- 5.5 Any association not having included in its objects the promotion of commerce, trade and industry, but whose activities have contributed to the promotion of commerce, trade or industry in Western Australia shall be eligible for consideration for honorary membership. Nomination for honorary membership may only be made by an Ordinary Member and shall be in writing to The Association in such form as may from time to time be determined by The Association, and to which nomination shall be attached a copy of the Constitution of the applicant, and which shall give its address for service of notices, and such other information as The Association shall from time to time require.
- 5.6 Honorary membership may be bestowed on a nominee therefor by an Ordinary Resolution of the Executive Committee upon any person or firm, where in the opinion of the Executive Committee it will be beneficial to The Association that honorary membership be bestowed upon the nominee.

- 5.7 Life membership may be granted to any person or persons for his or her life in recognition of outstanding services to the growth and prosperity of the south west of Western Australia where such service is beyond the terms of the paid employment of that person.
- 5.8 Each application for membership shall be considered by the Executive Committee, and if it is satisfied that the applicant or nominee fulfils the criteria for the class of membership being considered, the applicant or nominee shall thenceforth be recorded as a Member within the appropriate classification, and written notice thereof shall be given to the applicant or nominee. If the Executive Committee is not so satisfied, then the Executive Committee shall give appropriate written notification to the applicant or nominee as the case may be.
- 5.9 Honorary membership and life membership may be terminated at any time by an Ordinary Resolution of the Executive Committee, and notification of that termination must be given to the Member whose membership has been terminated within SEVEN (7) DAYS of the resolution of the Executive Committee terminating such membership.

6. **Register of Members**

The Secretary shall keep current a membership database in accordance with Section 27 of The Act a copy of which register will be brought to every General Meeting and shall contain full details of all current Members indicating to which classification each Member belongs. Where the membership of a Member ceases, that cessation will be noted in such register.

7. **Subscriptions**

Neither Honorary Members nor Life Members shall be required to pay subscriptions but a subscription shall be set at each Annual General Meeting for all other categories of Members.

8. **Termination of Membership**

8.1 Any Member may at any time retire from membership by giving written notice to that effect to the Secretary which shall be effective upon delivery of that notice. In the case of any Member who has been liable to pay subscriptions, any arrears of those subscriptions will remain owing and recoverable, but no refund shall be made of any subscriptions already paid.

8.2 Ordinary Members, Associate Members and Affiliate Members may each have their respective membership terminated by a majority vote at a General Meeting, in the event of which the Executive Committee shall notify all Members in writing of such expulsion as soon as reasonably practicable thereafter. In the event of expulsion of a Member under the provisions of this Rule, the expelled Member will be entitled to lodge written notice of appeal against that expulsion to the Executive Committee at any time within twenty eight days after such expulsion. Upon receipt such notice, the Executive Committee shall notify all Members in writing of the receipt of such notice and that the matter will be considered at the next General Meeting, and there will be attached to each such notice sent to each Member a copy of the notice of appeal given by the expelled Member.

8.3 At the then next General Meeting of The Association the expulsion will be reconsidered, the expelled Member will be given every opportunity to present its case and the matter will be resolved either by allowing or disallowing the appeal on an Ordinary Resolution.

9. **Nominated Representatives**

9.1 Each Member which is not a natural person may appoint not more than four natural persons as Nominated Representatives to attend any meeting on its behalf as representative of that Member. Where a Member appoints more than one Nominated Representative, although each of them may speak to any motion, they will between them have only one vote.

9.2 Members which are not natural persons must ensure that at all times the Executive Committee is kept advised of the person or persons who has or have been so appointed. If a Member terminates the appointment of a Nominated Representative, written notification must immediately be given to the Executive Committee, and until the Executive Committee has received that notice, the Executive Committee may presume the continuance of the appointment of the Nominated Representative.

10. **The Executive Committee**

The Executive Committee of The Association represents all Members in that each Member will be represented thereon, and it shall carry the full responsibility for all of the affairs of The Association. The Members of the Executive Committee, shall comprise the following persons:

10.1 The President,

10.2 The immediate past President,

10.3 The Secretary,

10.4 The Treasurer,

10.5 The President or the Nominated Representative of each Member which is not a natural person,

10.6 Each Member who is a natural person.

Save as hereinafter specifically excluded, each member of the Executive Committee who is the Nominated Representative of an Ordinary Member shall be a Vice President. Where an Ordinary Member has more than one Nominated Representative, only one of them (as nominated by them) shall be a Vice President. Each of the President, the Secretary and the Treasurer shall be elected at each Annual General Meeting to hold office for one year. The President must be a representative of an Ordinary Member and

will be deemed a Nominated Representative by virtue of his or her appointment as President. With respect to the positions of Secretary and Treasurer, they may be Nominated Representatives or may not represent any Member but simply appointed to act in the position of Secretary or Treasurer as the case may be. In the case of an office bearer who represents a Member and thus carries the right to a vote, that vote will be the only vote that that Member has at any meeting and by virtue of a representative of a Member holding that position, that Member will not be entitled to any other representation on the Executive Committee which carries a vote, the overall intention being that each Member other than an Honorary Member shall be entitled to one vote but not more than one vote. Persons may be elected for successive terms of office without limitation.

11. **The Committee of Management**

The Association shall be managed on a day to day basis by a Committee of Management who shall have power to employ and dismiss employees and to enter into day to day routine contracts binding The Association and to incur day to day liabilities but shall at all times be answerable to the Members represented by the Executive Committee to whom the Committee of Management shall regularly report. The Committee of Management shall have as its members:

11.1 The President,

11.2 The Secretary,

11.3 The Treasurer,

11.4 Three Nominated Representatives who shall be elected at each Annual General Meeting and hold that position for one year but be eligible for re-election in subsequent years.

Any Nominated Representative who is not elected under the provisions of Rule 11.4 may nevertheless attend and participate in any meeting of the Committee of Management. Each person present at a meeting of the Committee of Management will be entitled to one

vote unless there is more than one person representing a Member in which case those persons together will only have one vote.

12. **Elections**

Nominations for the offices of President Secretary and Treasurer must be received in writing at least two weeks prior to the Annual General Meeting. In the event that there has been no such prior nomination for a position, nominations may be received from the floor. A person may nominate himself or herself. If more than one person is nominated for any office that office shall be filled by a person elected by secret ballot to be conducted by each Member present, who is entitled to vote, being given a ballot paper on which that Member shall write (if that Member wishes so to do) the name of one of the persons nominated to fill that office. Each ballot paper on which is written the name of one candidate shall be counted by scrutineers appointed by the Chairman of the meeting and the scrutineers shall report the result to the Chairman. The nominee who receives most votes shall be deemed appointed. In the event of an equal number of votes being recorded for more than one nominee, then a second ballot shall be taken in such manner as the meeting then determines.

13. **Succession**

If any office bearer resigns or dies or for any other reason his or her office becomes vacant, then if that office bearer was the Nominated Representative of an Ordinary Member, that Nominated Representative will be entitled to nominate a replacement, and upon receipt by the Executive Committee of a written notice from the Secretary of that Ordinary Member advising of the appointment of a substitute Nominated Representative to take that office, that substitute will fill the vacancy for the balance of that term. In any other situation the Executive Committee shall be entitled to fill the vacancy by Ordinary Resolution on a temporary basis, again for the balance of that term.

14. **Expulsion**

In the event that any Member who is not a natural person shall resign or be expelled from membership of The Association, all appointments of Nominated Representatives of that Member shall cease to hold that position from the moment of resignation or expulsion of the Member.

15. **Meetings**

All Meetings shall be chaired by the President or in his absence by a person nominated by the President or if he or she fails to make a nomination, then by a person nominated by that meeting.

16. **The Secretary**

The Secretary shall himself or herself carry out the following functions or ensure that an employee of The Association performs the following functions as the case may be:

16.1 Attend to all correspondence.

16.2 Keep full and correct minutes of all meetings of The Association.

16.3 Comply with Sections 27, 28 and 29 of The Act.

16.4 Maintain a current register of Members.

16.5 Jointly with the Treasurer have custody of all the books, records and registers of The Association and ensure that the same are made available to the Treasurer as and when the Treasurer reasonably requires the same.

16.6 Perform such other duties as might reasonably be required by these rules or The Association.

17. **Treasurer**

The Treasurer shall be responsible for receipt and payment of all monies on behalf of The Association, the management of all bank accounts, the keeping of all accounting records, the compliance with all the financial obligations imposed by The Act on The Association, provide balance sheets, financial statements and such other reports as are from time to time required by The Association, and perform such other duties as may be imposed upon the Treasurer from time to time by The Act or The Association or any committee. The Treasurer shall, jointly with the Secretary have custody of all the books, records and registers of The Association and ensure that the same are made available to the Secretary to produce at all meetings.

18. **Quorums**

18.1 At meetings of the Executive Committee including the Annual General Meeting, a Nominated Representative of each of at least half of the Ordinary Members plus one other Nominated Representative who represents an Ordinary Member not included in that half shall constitute a quorum.

18.2 At a meeting of the Committee of Management four members of that committee representing four different Members of The Association shall constitute a quorum.

19. **Voting**

At every meeting all matters shall be decided by majority vote of those entitled to vote except in cases where a Special Resolution is required. Each Member entitled to a vote shall cast its vote through its Nominated Representative if one is present or by post, proxy, facsimile transmission or e-mail, in the latter two cases where the facsimile transmission or e-mail printout is produced at the meeting at which it is to be used. The Chairman will only be entitled to a vote if he or she would be entitled as a Member of the Executive Committee but is not entitled to a vote by virtue of a being a Chairman, nor is the Chairman entitled to a casting vote. Honorary Members shall not be entitled to vote, but may be heard on any motion. Neither the Secretary nor the Treasurer shall be entitled

to vote save where the person occupying such position is the sole Nominated Representative of a Member other than an Honorary Member.

20. **Proxies of Members**

A Member or its Nominated Representative may in writing (which may be transmitted by facsimile or e-mail, or delivered by hand or post) appoint another person to be proxy to attend and vote on behalf of the appointing Member.

21. **Executive Committee Meetings**

21.1 There shall be a General Meeting once in every year which shall be the Annual General Meeting.

21.2 The Executive Committee shall meet together for the dispatch of business not less than four times in each year.

21.3 The Executive Committee or the President may at any time convene a Special Executive Committee Meeting and the Secretary will convene a Special General Meeting at any time where the Secretary has received a written request of at least two Ordinary Members to call a Special General Meeting, in which event the same will be convened within twenty eight days of the last of such notices. At least seven days written notice of every Special General Meeting will be given to all Members in which notice the matters to be considered at the meeting will be clearly set out.

21.4 At a Special General Meeting only the matters listed in the notice to all Members will be resolved, but there shall be no objection to other matters being discussed, save that there will be no resolution of any matter which was not mentioned in the notice calling that meeting unless every Ordinary Member is represented at that meeting.

21.5 An Executive Committee Member having a direct or indirect pecuniary as referred to in Sections 21 and 22 of The Act shall comply with the provisions of The Act.

21.6 In any case where an Ordinary Resolution of an Executive Committee Meeting is required and due to urgency it is not practicable to convene a Executive Committee Meeting, a matter may be resolved by the unanimous written confirmation of all Ordinary Members that they vote in favour of the motion. Written confirmation may be given by facsimile transmission or e-mail provided that the full text of the motion is contained therein. Any resolution thus derived will have the full force and effect of an Ordinary Resolution of the Executive Committee and be recorded in the minutes as such.

22. **Project Groups**

The Executive Committee may form Project Groups giving to each Project Group such powers as the Executive Committee nominates at the time of formation of the Project Group. When a Project Group is formed its functions, powers and termination date shall be clearly recorded in the minutes of the Executive Committee, as shall the date on which the Project Group is to report back to the Executive Committee. Persons who are not Members or Nominated Representatives may be members of Project Groups.

23. **Audit**

At each Annual General Meeting an auditor's report shall be presented relating to the financial transactions of The Association in the immediately preceding year and at the same meeting an auditor shall be appointed for the following year. Any auditor so appointed shall have full right of access to all financial and other records of The Association including minutes of all meetings and all correspondence.

24. **Constitution**

This constitution may only be amended by compliance with the provisions of the Act and where relevant the Deputy Commissioner of Taxation shall be notified of all amendments to this constitution within 14 days of the amendment occurring.

25. **Rules**

The Executive Committee may make rules not inconsistent with this constitution which, having been made shall be referred to the next meeting of the Executive Committee at which meeting those rules may be affirmed or rescinded.

26. **Patrons**

The Executive Committee may appoint a patron or patrons with the written consent of the person or persons to be appointed.

27. **Common Seal**

The common seal of The Association shall be kept in the custody of the Secretary and may only be affixed with the authority of an Ordinary Resolution of the Executive Committee and in the presence of two persons being the President and a Vice President or alternatively two Vice Presidents.

28. **Winding Up**

The Association may be wound up only following a Special Resolution to that effect at a Special General Meeting called for a purpose or purposes which includes a motion for winding up. In the event that there are any surplus funds remaining the property of The Association, the same shall be paid to one or more incorporated Associations which is or are non-profit or charitable. Under no circumstances will any surplus funds be paid to a natural person but may be distributed between Ordinary Members.