

**CONSTITUTION OF
THE FREMANTLE CHAMBER OF COMMERCE (INC)**

**Fremantle Chamber
of Commerce
Inc.**



20 October 2020

(FOR AGM RATIFICATION BY MEMBERS)

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Constitution of The Fremantle Chamber of Commerce (Inc)

1. TITLE

The name of the organisation is “The Fremantle Chamber of Commerce (Inc)” referred to in these Rules as “the Chamber”.

2. LOCATION

The office of the Chamber shall be located in Fremantle.

3. INTERPRETATION

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

3.1 Definitions

In this Constitution, unless the context otherwise requires:

- (a) “Act” means the Associations Incorporation Act 2015
- (b) “Annual General Meeting” means the annual general meeting of the Chamber convened pursuant to Rule 23.1;
- (c) “Auditor” means the auditor of the Chamber’s financial affairs and records appointed pursuant to Rule 31;
- (d) “Board” means the Board of the Chamber for the time being duly constituted as such in accordance with Rule 13;
- (e) “Board Meeting” means meeting of the Board of the Chamber;
- (f) “Body” means a body corporate or an unincorporated body and includes, for example, a society of association body;
- (g) “Books” of the Association, includes the following —
 - (i) a register;
 - (ii) financial records, financial statements or financial reports, however compiled, recorded or stored;
 - (iii) a document;
 - (iv) any other record of information;
- (h) “Chamber” means The Fremantle Chamber of Commerce Inc;

- (i) “Chief Executive Officer” or “CEO” means the person appointed by the Board to that position, charged with the management of the activities of the Chamber, but subject to the overall supervision of the Board;
- (j) “Commissioner” means the person for the time being designated as the Commissioner under section 153 of the Act;
- (k) “Committee” means a committee of the Chamber formed and operating pursuant to Rule 14;
- (l) “Division” means a category of membership of the Chamber based on interest or type;
- (m) “Financial Report” of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act
- (n) “Financial Year” of the Chamber means the period of 12 months beginning on the 1st day of July and ending on 30th day of June in each year.
- (o) “Firm” means a partnership within the meaning of the Partnership Act 1895;
- (p) “General Meeting” means a general meeting of the Chamber convened pursuant to Rule 23.3;
- (q) “Grievance Officer” means the person appointed by the Board (not being a member of the Board) as the Chamber’s grievance officer;
- (r) “Grievance procedure” means the procedures set out in Rule 9;
- (s) “Member” means any member of the Chamber for the time being but in Rule 7.12 (for the avoidance of any doubt) a Member does not include an Honorary Member;
- (t) “Objects of the Chamber” or “Objects” mean the objectives of the Chamber as set out in Rule 4;
- (u) “Officer” has the same meaning as in the Act from time to time.
- (v) “Party to a dispute” includes a person who is a party to the dispute; and who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.
- (w) “Powers” means the powers as set out in Rule 5;
- (x) “Register of Members” means the register of members referred to in section 53 of the Act;
- (y) “Rule” means a rule of this Constitution, and “Rules” means all of the rules of this Constitution;

- (z) “Special General Meeting” means a special General Meeting of the Chamber convened pursuant to Rule 23.4

3.2 Interpretation

In these Rules, unless the context otherwise requires, a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it, and any consolidations, amendments, reenactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction).

Where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning. The singular includes the plural and vice versa and the masculine gender includes the female gender and vice versa.

4. **OBJECTS**

The Objects of the Chamber shall be:

- (a) to effectively represent the commercial, industrial and professional community of Fremantle in its broadest sense and to promote the economic, tourist, retail, cultural and environmental development of the district;
- (b) to take an active interest in all matters of the moment affecting the City of Fremantle and State of Western Australia with the view to improving, promoting and protecting the interests of Members;
- (c) to undertake an educative role to promote to Members of the Chamber and to the community, the need to strive for excellence in all commercial undertakings;
- (d) to promote within the community the ideals of hard work and achievement;
- (e) to establish a rapport with civic, business, and other sectors of the community and be recognised as representing and presenting the view of commerce to the community;
- (f) to assist in the promotion of trade, whether imports or exports and to keep Members informed of trade opportunities;
- (g) to keep Members informed on important matters affecting trade, commerce and industry, or retail and tourism, and to render a varied and comprehensive service to its Members according to their requirements from time to time;
- (h) to consider, respond to and advocate the amendment of Commonwealth or State legislation, regulations and policies and the by-laws, regulations and policies of local government bodies and other corporations directly or indirectly affecting commercial

interest and for such purposes to take all such steps or proceedings as may be expedient;

- (i) to establish and maintain relations with bodies having similar objects throughout the world;
- (j) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and rights or privileges which the Chamber may think necessary or convenient for any of the purposes given;
- (k) to improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the real and personal property of the Chamber and in particular to let out any land or buildings or both of which the Chamber is owner or over which it has any control, so that it may be used for all or any of the purposes given;
- (l) to borrow, raise or secure the payment of money in such a manner as the Chamber thinks fit and in particular by the sale of debentures or debenture stock, charged upon all or any or the Chamber's property both present and future and to purchase, redeem or pay off any such debentures;
- (m) To enter into and bind all or any part of the assets and undertaking of the Chamber by guarantees, indemnities or similar obligations in any case where it is thought that the objects of the Chamber can be more fully realised or attained by such obligations;
- (n) to sell or dispose of any or all of the real and personal property of the Chamber for such consideration as the Chamber may think fit to invest and deal with the moneys of the Chamber not immediately required in such manner as may from time to time be determined; and to do all lawful things as are incidental or conducive to the attainment of these Objects.

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 purpose of the Chamber any real or personal property;
- (b) to construct, remove, rebuild, alter, repair, improve and maintain any building for the purposes of the Chamber or otherwise;
- (c) to let any part or parts of any land or buildings in such manner as may be deemed expedient;
- (d) to borrow, raise or secure the payment of amounts in a way the Members decide;
- (e) to secure the amounts referred to in Rule 5 (d) or the payment or

performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Chamber in any way, including by way of mortgages or debentures (with or without a charge upon the whole or part of the Chamber's property, both present and future);

- (f) borrow amounts from Members and pay interest on amounts borrowed;
- (g) to conduct bank accounts that are deemed necessary by the Chamber;
- (h) to invest in a way the Members may from time to time decide;
- (i) to sell, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Chamber;
- (j) to amalgamate, affiliate or co-operate with any institution, society or association having objects similar to those of the Chamber;
- (k) to subscribe or guarantee money for charitable or benevolent objects or for any public, general or useful objects;
- (l) to undertake and execute any trusts for the purpose of carrying out the objects of the Chamber as set out in this Constitution;
- (m) to engage professional assistance of any kind and 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;
- (n) to print and publish electronically or non-electronically, all or any of newspapers, periodicals, pamphlets, circulars, bulletins, web pages or newsletters. To use or cause to be used, any form of media, radio or television, e-mail or facsimile to promote to the community or to Members any of the objects of the Chamber;
- (o) to promote, undertake and carry on research and every type of investigation with respect to industrial, commercial, economic, fiscal, social, education, legal, environmental or any other matters thought necessary or desirable in the promotion of the objects of the Chamber;
- (p) to enter into any arrangement with any Government or Authority that is incidental or conducive to the attainment of the Objects and the exercise of the powers of the Chamber;
- (q) to obtain from any such Government or Authority any rights, privileges and concessions which the Chamber may think it desirable to obtain and to carry out, exercise and comply with such arrangements, rights, privileges and concessions;
- (r) to employ executive staff and employees and to pay them salaries, wages, gratuities, and superannuation; and
- (s) to do all such other things in pursuit of the Objects of the Chamber

as may be deemed necessary or desirable.

6. INCOME AND PROPERTY

- 6.1 Subject to this Constitution, and the Act, the activities of the Chamber are to be managed by, or under the direction of, the Board. The property and income shall be managed by the Board on behalf of the Chamber and must be applied solely towards the promotion of the Objects or purposes of the Chamber and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in the promotion of those Objects or purposes.
- 6.2 A member of the Board will not be appointed to any salaried office of the Chamber or any office of the Chamber paid by fees, and no remuneration or other benefit in money or money's worth will be given by the Chamber to any member of the Board unless the payment is for:
- (a) the payment in good faith to the member of the Board as reasonable remuneration for any services provided to the Chamber, or for goods supplied to the Chamber, in the ordinary course of business provided that the services and goods were previously approved by the Board;
 - (b) the repayment of out of pocket expenses incurred by the member of the Board and the expense was previously approved by the Board;
 - (c) interest on funds borrowed by the Chamber from a member of the Board. The interest shall be at a rate not exceeding interest at the rate for the time being which is or would be charged by the Chamber's bankers for money lent to the Chamber; or
 - (d) reasonable or proper rent for premises let to the Chamber.

7. MEMBERSHIP

- 7.1 Applicants to be a Member must apply in writing in the manner that the Board prescribes from time to time. The applicant can be:
- (a) any reputable person, Firm, or Body of high ethical standards;
 - (b) engaged or interested in commerce
- is eligible to apply to become a Member of the Chamber.
- 7.2 Applicants for Membership become Members of the Chamber after election in the manner described in these rules and after payment of the entrance fee and subscription. Under S36(1)(b) of the Act, each new member will be provided with their own copy of this Constitution upon joining the Chamber.
- 7.3 The Board may delay its consideration of an application to be a

Member if the Board considers any matter relating to the applicant or the application to be a Member needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.

- 7.4 The Board must not accept an application unless the applicant is eligible to be a Member;
- 7.5 The Board may reject an application to be a Member even if the applicant is eligible to be a Member and has applied to become a Member;
- 7.6 If the applicant to be a Member is rejected, the Board is not required to give the applicant its reasons for doing so;
- 7.7 Every candidate for Membership must complete an application form and pay the appropriate fees.
- 7.8 The Board may approve an application to be a Member by simple majority.
- 7.9 Representatives or nominees of Firms or Bodies must be employees of, or associates of, the nominating institutions, and must be first approved by the Board;
- 7.10 Written notice of the revocation of power as nominee or representative must be given by an institution to the Chief Executive Officer of the Chamber along with the name of the proposed succeeding nominee or representative;
- 7.11 The Board may, from time to time, create or rescind categories of Membership that reflect the interests of its members or the Objects of the Chamber. In doing so, the Board may define the name, privileges, conditions of Membership and membership fees, if any, associated with those Divisions;
- 7.12 Members who wish to form a special interest group as a sub set of a Committee may do so with the approval of the Board.
- 7.13 Voting
 - (a) Except for Honorary Members, each Member has one vote at a General Meeting or a Special General Meeting;
 - (b) Honorary Members cannot vote at any meeting of the Chamber;
 - (c) Each Member that is a Body or a Firm has one vote at a General Meeting or Special General Meeting of the Chamber through its nominee or representative.

7.14 Honorary Membership

The Board may elect an Honorary Membership of the Chamber to persons distinguished in public affairs, commerce, education, finance, consular officials or any person that the Board considers desirable to admit to Honorary Membership. Honorary Members

are not entitled to vote at meetings.

7.15 Honorary Life Membership

- (a) The Board may nominate for appointment as Honorary Life Member:
 - (i) any person being a past or current Member, or a representative of a Member company who has served the Chamber in any official capacity for at least 10 years and who has been a Member of the Chamber for at least 15 years or a member of the Board for at least 10 years; or
 - (ii) any Chamber staff member who has been employed by the Chamber for at least 15 years in total.
- (b) In considering whether to nominate a person as an Honorary Life Member, the Board shall take into account and give due consideration to the following matters:
 - (i) the length and quality of service given by the proposed nominee of the Chamber; and
 - (ii) the benefits likely to flow to the Chamber from the election of the proposed nominee.
- (c) Once a person's nomination has been approved by the Board as an Honorary Life Member, the Board shall:
 - (i) give notice of the nomination in the notice calling the next Annual General Meeting; and
 - (ii) place a motion before the Annual General Meeting to appoint the nominee to Honorary Life Membership.
- (d) A person appointed as an Honorary Life Member at an Annual General Meeting will become an Honorary Life Member of the Chamber;
- (e) An Honorary Life Member will:
 - (i) not be required to pay any subscription;
 - (ii) be accorded the courtesy, respect and honour due to them, as the holder of that position at the meetings and functions of the Chamber;
 - (iii) have the same rights and privileges as a Member; and,
 - (iv) be bound by the Constitution and Rules of the Chamber.

8. REGISTER OF MEMBERS

8.1 The CEO, or another person authorised by the Board, is

responsible for the requirements imposed on the Chamber under section 53 of the Act to maintain the register of Members and record in that register any change in the Membership of the Chamber.

- 8.2 The CEO will keep and maintain a register of Members in which will be entered:
- (a) the full name, address and date of entry of each Member and Member's representative or nominee;
 - (b) any date of resignation of a Member;
 - (c) details about the termination or reinstatement of Membership; and
 - (d) any other particulars the Board or the Members at a general meeting decide.
- 8.3 The register will be available for inspection by Members at the registered office of the Chamber free of charge during regular office hours. A Member must contact the CEO to arrange an inspection of the register.

The Board may withhold certain information about a Member on the register (other than the Member's name) to be made available for inspection if the Board has reasonable grounds for believing the disclosure of the information would put a Member at risk.

- 8.4 A Member must not:
- (a) use information obtained from the register of Members to contact, or send material to, another Member for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the register of Members to someone else, knowing that the information is likely to be used to contact, or send material to, another Member for the purpose of advertising political, religious, charitable purpose, unless the use or disclosure of the information is approved at a General Meeting.
- 8.5 If —
- (a) a Member inspecting the register of Members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a Member makes a written request under section 56(1) of the Act to be provided with a copy of the register of Members,

the Board may require the Member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Chamber.

9. GRIEVANCE PROCEDURE

9.1 Grievance by a Member

Where a Member has a grievance with another Member or with the Chamber and that Member considers the grievance warrants investigation and action by the Chamber, the Member shall follow the procedure set out in this Rule.

9.2 Grievance Officer

The Member shall contact, either by telephone or in writing, the Grievance Officer and advise the Grievance Officer that they have a grievance which they wish to discuss. The identity of the nominated Grievance Officer will be communicated to all Members of the Chamber by written notice. Where a grievance is to be submitted in writing it should be addressed clearly to the Grievance Officer and marked "Private & Confidential".

9.3 Action by Grievance Officer

- (a) Where a grievance has been received by the Grievance Officer they shall, as soon as practicable, meet with, or discuss the grievance with the aggrieved Member. The Grievance Officer may take whatever steps and conduct whatever investigations necessary to determine whether the grievance is legitimate;
- (b) Where the Grievance Officer determines the grievance is legitimate they shall take all reasonable steps to resolve the grievance;
- (c) Where the Grievance Officer determines the grievance is not legitimate they shall advise the aggrieved Member accordingly. If the aggrieved Member is not satisfied with the Grievance Officer's determination they may take whatever further action they consider necessary or appropriate;
- (d) Where the Grievance Officer is unable to resolve a grievance or considers the grievance of a very serious nature they shall report the grievance to the Chief Executive Officer and/or the Board for action; and
- (e) All grievances received by the Grievance Officer, and all information surrounding the circumstances of a grievance which is discovered by the Grievance Officer on investigation shall be confidential and may be communicated only to the Chief Executive Officer and/or the Board.

9.4 Procedures by Grievance Officer

In investigating a grievance and/or determining its legitimacy, the Grievance Officer shall observe and apply the rules of natural

justice.

10. TERMINATION

10.1 A Member shall cease to be a Member if they:

- (a) do not pay outstanding debts owed to the Chamber within 3 months of the debt becoming due, unless the Board resolves to extend the period for a further 3 months in which case the amount must be paid within 6 months;
- (b) resign;
- (c) as a natural person:
 - I. become bankrupt;
 - II. become of unsound mind;
 - III. are convicted of an indictable offence; or
 - IV. die.
- (d) as a Body or a Firm become defunct or are wound up; or
- (e) are expelled by the passing of a motion at a Special General Meeting as outlined in Rule 11.

10.2 Resignation

Members wishing to resign must give 1 month's written notice to the Chief Executive Officer.

Resignation or termination of membership does not clear debts owed to the Chamber. Upon resignation or termination of Membership for whatever reason, Members must immediately pay any outstanding debts including arrears of subscriptions, owed to the Chamber.

10.3 Reinstatement

The Board may reinstate the Membership of any former Member to the Chamber once that Member has cleared all debts owed to the Chamber in accordance with Rule 9.

11. EXPULSION

The Chamber may expel any Member, and may do so by:

- (a) calling a Special General Meeting to expressly consider the question of "a motion of expulsion";
- (b) giving the Member who is the subject of the motion, written notice setting out the grounds for complaint, 7 days before the scheduled Special General Meeting; and
- (c) securing the votes of at least three quarters of the Members present and voting at the Special General Meeting.

12. SUBSCRIPTIONS

12.1 Annual Subscriptions

The amount of and time for payment of annual subscriptions payable by a Member will be determined by the Board from time to time. In making its determinations, the Board may prescribe different rates for different Divisions of Membership or any other basis of differentiation that the Board decides or these Rules may require.

12.2 Levies

The Board may impose a levy on any one or more of the Divisions provided that the total of the levies imposed on a Member during any year does not exceed the amount of the annual subscription of that Member or Division for that year.

12.3 Nomination Fee

The Board may determine, from time to time, the amount and time for payment of nomination fees payable by Members.

13. BOARD

13.1 Policies of the Chamber

Apart from any determinations made by a General Meeting of Members, the policies of the Chamber are to be determined by the Board. The Board is responsible for the governance policy, conduct, management and finances of the Chamber as well as all other matters provided for by this Constitution.

The Board may from time to time co-opt any persons with suitable qualifications to a committee to review policy and report back to the Board.

13.2 Composition of Board

The Board will consist of not less than 6 people (inclusive of the President) who are either:

- a) nominee or representative of a Member that is a Firm or Body; or
- b) a Member that is a natural person.

All Board members will be elected at an Annual General Meeting for a term of office as defined by Rule 13.4.

At the end of the stipulated term, the positions of Board members whose term has expired pursuant to Rule 13.4 must be declared vacant immediately prior to the Annual General Meeting. Board members whose terms have expired may nominate for subsequent terms.

13.3 The President shall be elected directly by the Members and the Board shall appoint, by simple majority, 2 of its members to the positions of Vice President and Treasurer.

13.4 Term of Office for Board members

Board members are elected for a term of 2 years. The terms are staggered, with the terms of half of the Board (at least 3) expiring and being open for election each year.

13.5 Vacancies on Board

A position on the Board, (including that of President) will be deemed vacant if a member of the Board:

- (a) resigns as a member of the Board by notice in writing sent to the President;
- (b) fails to attend 3 consecutive meetings of the Board for which they have had due notice, unless they have been granted leave of absence by a resolution of the Board;
- (c) is removed from office at a Special General Meeting;
- (d) dies or departs for more than 6 months from the State of Western Australia;
- (e) being a natural person Member, ceases to be a Member;
- (f) is removed as a representative or nominee of the Firm or Body that appointed them;
- (g) being the nominee or representative of a Member that is a Firm or Body ceases to be the nominee or representative of the appointing Firm or Body;
- (h) being the nominee or representative of a Member that is a Firm or Body that ceases to be a Member;
- (i) becomes ineligible to accept an appointment as a Board member under section 39 of the Act; or
- (j) becomes permanently unable to act as a member of the Board because of a mental or physical disability.

In the event of death, disqualification, or resignation of the President, the Board will elect by ballot, another member of the Board to hold the position subject to ratification by Members at the next Annual General Meeting for a 2 year term.

13.6 Filling Casual Vacancies on the Board

The Board may from time to time fill casual vacancies on the Board as they become open arising from circumstances outlined in Rule 13.5 and Rule 15.5.

Casual Board members are subject to confirmation by election at the next Annual General Meeting for a 2 year term.

13.7 Payment to Board members

Board members will not be paid to carry out duties of the Board, Payments to Board members to carry out the duties of the Board out of funds of the association must be authorised by resolution of the membership of the Chamber at an Annual General Meeting or Special General Meeting.

14. **COMMITTEES OF THE CHAMBER**

The Board may, from time to time, form or disband Committees of the Chamber to undertake the work of the Board in a more efficient and effective manner.

The name, structure, terms of reference and composition of such Committees will be determined by resolution of the Board.

The Board may delegate authority to these Committees under these Rules in order for them to fulfill their terms of reference.

15. **ELECTIONS**

15.1 Elections for President and the Board will take place at the Annual General Meeting of the Chamber according to the procedure set out in Rule 15.9.

15.2 A candidate for election must be either:

- a) a natural person Member; or
- b) a duly appointed nominee or representative (approved by the Board) of a Body or Firm that is a Member; and
- c) be in good standing of the Chamber; and
- d) be nominated, in writing, by a Member and seconded by another Member; and
- e) in the case of a nominee or representative of a Firm or Body each Member nominating the candidate must agree with the Chamber that the Member will procure that its candidate will comply with this Constitution; and
- f) the nomination papers must include the candidate's signed consent to the nomination.

15.3 In accordance with S39 of the Act, the following persons are not eligible to be nominated for election to be a member of the Board or to be elected a member of the Board:

- a) a person who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;
- b) a person who is not eligible under the Act to be a member of a committee;

- c) in the case of a Firm or Body – a person who is not or has ceased to be the nominee or representative of that Firm or Body
- d) a person who has been convicted, within or outside the State, of –
 - (i) an indictable offence in relation to the promotion, formation or management of a body corporate; or
 - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than 3 months; or
 - (iii) an offence under Division 3 or section 127 of the Act

15.4 The nomination papers must be lodged at the office of the Chamber at least 21 days before the day of the election. If the number of candidates is equal to the number of vacancies, the Chair of the Annual General Meeting will declare the candidates duly elected.

15.5 If the required number of nominations is not received 21 days before the meeting, nominations will be accepted, at the discretion of the Board, up until the time of elections at the Annual General Meeting.

15.6 If the number of candidates is less than the number of vacancies, the Chair of the Annual General Meeting will declare the candidates duly elected.

As soon as it is convenient after the meeting, the Board will fill the remaining vacancy or vacancies pursuant to the power vested in it by Rule 13.6.

15.7 If the number of candidates nominated exceeds the number of vacancies to be filled, an election by ballot will be conducted pursuant to the procedure in Rule 15.9.

15.8 Any candidate may withdraw their nomination any time prior to the meeting by notifying the Board in writing.

15.9 Procedure for election by ballot:

- (a) The Board will appoint 2 Members who are not candidates to be the scrutineers for the election;
- (b) If the appointed Member is unable or unwilling to act as a scrutineer, the Board will appoint another Member in their place;
- (c) The decision of a majority of the scrutineers will be deemed to be the decision of them all and will be final;
- (d) Members must vote for the exact number of candidates required to fill each position;
- (e) Immediately after the close of the ballot, the Chair or their

nominee that is responsible for distributing and collecting the ballots will give the completed ballot papers to the scrutineers;

- (f) The candidate receiving the greatest number of votes will be elected;
- (g) If there is an equal number of votes for candidates vying for the same position, the Chair will have the casting vote;
 - i. If the Chair is the candidate that is tied with another candidate for a position, they shall vacate the chair at a convenient time during the meeting and the meeting will elect another Chair to exercise the casting vote.
- (h) To be eligible to become the President a person must have been a Member for at least 3 months prior to the Annual General Meeting at which the election takes place.

16. PROCEDURES OF BOARD MEETINGS

16.1 Monthly and Special Board Meetings

The Board will, unless otherwise determined by the Chamber in General Meeting, meet at least once every month except December, on a day that the Board determines from time to time. Special meetings of the Board may be convened by the President, or by any other 5 members of the Board.

16.2 Notice of Board Meeting

Notice of a meeting of the Board, stating the business of the meeting must be given by the Chief Executive Officer to each member of the Board at least 3 days prior to the meeting.

16.3 Chair of Board Meetings

The President, or in their absence, a Vice President, shall be the Chair of all meetings of the Board, or in their absence, the Board may elect a Member to chair the meeting.

16.4 Procedure

The procedure to be followed at the Board meeting must be determined from time to time by the Board. The order of business at a Board meeting may be determined by the members of the Board at the meeting.

16.5 Quorum

No business will be transacted at any Board meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Unless otherwise determined by the Board, 5 Members of the Board present and voting constitutes a quorum.

16.6 Material Personal Interest

A member of the Board or Chamber Committee, established

pursuant to Rule 14, who has a material personal interest in a matter being considered at a meeting must, as soon as they become aware of that interest, disclose the nature and extent of his or her interest to the Board under s42(1)(2) of the Act, and under s43 must not be present while the matter is being considered at the meeting or vote on the matter.

17. POWERS OF THE BOARD

- 17.1 The Board may perform and exercise all of the Objects, functions and Powers that may be exercised by the Chamber, other than those Objects, functions and Powers that are required by these Rules to be performed and exercised by a General Meeting of Members. Furthermore, the Board has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper conduct and management of the affairs and business of the Chamber.
- 17.2 The Board may, from time to time, appoint or dismiss any officer and staff as it deems to be necessary for the purpose of carrying out the Objects of the Chamber and may pay or allow salaries, allowances, superannuation and recompenses that the Board, from time to time, deems appropriate.
- 17.3 The Board may enter into contracts on behalf of the Chamber that it deems advisable and at all times may dispose of funds of the Chamber that it deems to be in the best interest of and for carrying out the Objects of the Chamber.
- 17.4 The Board may refer questions of general importance to the Members at a General Meeting.
- 17.5 The Board may appoint at its first meeting after the Annual General Meeting, a solicitor for the ensuing year.

18. CHIEF EXECUTIVE OFFICER

The Board is empowered to appoint or remove a Chief Executive Officer (CEO) from the Chamber and to decide upon his or her remuneration and duties.

The Board may delegate to the CEO any of the Powers, as it sees fit, from time to time, by resolution of the Board.

19. FINANCE

- 19.1 The financial year for the Chamber will be from 1 July to 30 June.
- 19.2 The Board will establish a system for sound financial management.
- 19.3 The Board will approve the annual budget.
- 19.4 Any expense or capital expenditure outside of the delegated

authority of the CEO must be approved by the Board.

- 19.5 The Board will be responsible for keeping a correct and up to date accounting record with full details of all receipts and expenditure connected with the work of the Chamber under s66 of the Act.
- 19.6 The Treasurer will present to each meeting of the Board, a true and correct financial statement.
- 19.7 The financial statement, or summary of the financial statement, will form a part of the minutes of the meeting at which it is presented.
- 19.8 The accounts of the Chamber may be published from time to time as the Board determines or otherwise made available to Members.
- 19.9 The Chamber will have an account in its name with a financial institution from which all expenditure of the Chamber is made and into which all funds received by the Chamber are deposited.
- 19.10 Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Chamber, delegating authority to the CEO, as it sees fit.
- 19.11 The Board may authorise the CEO to expend funds on behalf of the Chamber up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- 19.12 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —
 - (a) 2 authorised signatories; or
 - (b) one committee member and a person authorised by the Board
- 19.13 All funds of the Chamber must be deposited into the Chamber's account within 5 working days after their receipt.

20. CUSTODY OF BOOKS

- 20.1 Subject to Rule 20.2 the books and any securities of the Chamber must be kept in the CEO's custody or under the CEO's control.
- 20.2 The financial records and, as applicable, the financial statements or financial reports of the Chamber must be kept in the treasurer's custody or under the treasurer's control.
- 20.3 Rules 20.1 and 20.2 have effect except as otherwise decided by the Board.
- 20.4 The books of the Chamber must be retained for at least 7 years.

21. MINUTES

21.1 Minutes to be kept

Proper minutes must be kept of all proceedings of General Meetings and meetings of the Board, and any other meetings of the Chamber, if so determined by the Board.

21.2 Circulation of minutes

Copies of minutes of the last General Meeting or meeting of the Board will be circulated with or prior to the notice summoning the next general meeting or meeting of the Board, as the case may require.

Minutes will be taken as read unless a majority of those present at the subsequent meeting decide to the contrary.

21.3 All minutes of General Meetings or meetings of the Board must be signed by the Chair of that meeting at which the proceedings took place or by the Chair or the next succeeding meeting.

21.4 Evidence

Duly signed minutes are prima facie evidence of the proceedings to which they relate. Any disclosure will be recorded in the meeting minutes under s42(6) of the Act.

22. RECORD OF OFFICE BEARERS

The CEO, or another person authorised by the Board, is responsible for the requirements imposed on the Chamber under section 58 of the Act to maintain the register of office bearers and record in that register any change in the Membership. Maintenance and access to the register of Office Bearers will be as per Rules 8.2, 8.3, 8.4.

23. GENERAL MEETINGS

23.1 Annual General Meeting

The Board must determine the date, time and place of the annual general meeting. If it is proposed to hold the annual general meeting more than 6 months after the end of the Chamber's financial year, the CEO must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year. The purpose of the meeting is for:

- (a) receiving the President's Annual Report;
- (b) receiving CEO's Annual Report;
- (c) receiving the Annual Financial Report for the financial year duly audited by the Auditor;
- (d) the election to fill the vacant seats of the Board for a new term;
- (e) the appointment of a firm of Auditors for the Chamber; and

- (f) dealing with any other business of which notice has been given at least 21 days before the meeting.

23.2 If a quorum is not present within 30 minutes after the time for the General Meeting as set out in the notice for General Meeting then the meeting must be automatically dissolved if convened at the request of Members; in any other case:

- (a) the General Meeting is adjourned to a date and time specified by the Board; and
- (b) if no quorum is present at the adjourned General Meeting within 30 minutes after the time for the adjourned General Meeting as set out in the notice, then the quorum requirement will be amended to 5 Members and provided that at least 5 Members are present at that adjourned General Meeting then a quorum shall be deemed to have been satisfied.

23.3 General Meetings

A General Meeting of the Chamber may be called once a year and from time to time as the Board thinks necessary

23.4 Special General Meetings

The Board may, whenever it deems appropriate, and the President will, upon requisition of 10% of Members of the Chamber or 15 Members, whichever is the greater, convene a Special General Meeting of the Chamber.

The requisition must:

- (a) be in writing;
- (b) state the objects for which the meeting is being called; and
- (c) notice must be given by circular to all Members of the Chamber entitled to attend at least 14 days prior to the meeting.

23.5 Notice of Meetings

Any notice of a meeting of the Chamber must state the business of the relevant meeting and the rights of the member to vote. Notice must be given at least 14 days prior to the relevant meeting, to all Members entitled to attend and vote a general meeting.

23.6 Quorum

No business shall be transacted at a General Meeting of the Chamber unless a quorum is present. Except where otherwise provided in these Rules, at all General Meetings of the Chamber a total of 15 Members present in person or by Representative, will constitute a quorum.

23.7 Chair

The President or in their absence, the Vice President will be the Chair of all General Meetings, or in their absence, the meeting will elect the Chair of that meeting.

23.8 Voting

Voting at all General and Special Meetings will be done by a show of hands; however, a proposer and seconder or any 2 Members may request a vote to be recorded by ballot.

23.9 Decisions

Except where otherwise required by this Constitution, decisions of the Chamber will be passed by a majority of Members present and voting. In the event of an equality of votes, the Chair of a meeting will have a casting vote as well as a deliberate vote.

24. FINANCIAL STATEMENTS AND FINANCIAL REPORT

24.1 For each financial year, the Board must ensure that the requirements imposed on the Chamber under Part 5 of the Act relating to the financial statements or financial report of the Chamber are met.

24.2 This includes the preparation of the financial report; and

- (a) if required, the review or auditing of the financial statements or financial report, as applicable; and
- (b) the presentation to the annual general meeting of the financial statements or financial report, as applicable.

25. INSPECTION OF RECORDS AND DOCUMENTS

25.1 Rule 8.3 applies to a Member who wants to inspect —

- (a) the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Chamber, under section 58(3) of the Act; or
- (b) any other record or document of the Chamber.

25.2 The Member must contact the CEO to make the necessary arrangements for the inspection.

25.3 The inspection must be free of charge.

25.4 If the Member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by Members.

25.5 The Member may make a copy of or take an extract from a record

or document referred to in Rule 8.4(b) but does not have a right to remove the record or document for that purpose.

- 25.6 The member must not use or disclose information in a record or document referred to in Rule 8.4(b) except for a purpose —
- (a) that has been approved at a general meeting; or
 - (b) that is related to complying with a requirement of the Act.

26. COMMON SEAL

- 26.1 The Chamber will have a common seal, which will be in the custody of the CEO at the office of the Chamber.
- 26.2 The Seal will be affixed to all deeds, instruments and documents (collectively “documents”) that need to be executed under seal by law, or as specified in Rule 26.3.
- 26.3 In the case of documents that pertain to matters within the Powers delegated to the CEO, defined by a policy of the Board, the CEO may affix the Seal and sign on behalf of the Chamber as required, except for documents that pertain to:
- (a) the sale or disposal of assets, or property, of the Chamber of a value greater than \$50,000;
 - (b) the creation, execution, issue, or any other dealings in or with regard to mortgages, debentures or notes with or without a charge upon all or any of the property or assets of the Chamber; or
 - (c) a head lease over the Chamber Building at 16 Phillimore Street, Fremantle, or any replacement Chamber building.
- 26.4 In the case of documents specified in the exceptions to Rule 26.3, the Seal will be affixed to those documents:
- (a) when authorised by a resolution of the Board, or of a General Meeting, and
 - (b) is to be attested by in the presence of any 2 of the Trustees and Seal-holders to be appointed in according to these Rules;

1. TRUSTEES

The Board will appoint 3 Members to be Trustees and to use the Seal of the Chamber. The Board have the power to remove any Trustee and may fill the position of any Trustee on the Trustee’s removal, resignation, death or incapacity.

The Trustees acknowledge and agree that they are bound by, and shall comply with, the duties and obligations of the Act that apply to Officers of associations and to Board members.

2. NOTICES

Any notice given under these Rules is deemed to be duly given if:

- (a) it is handed to the person to whom the notice is to be given personally; or
- (b) it is posted to the Member in a prepaid envelope addressed to that Member at the address for the Member recorded in the register of Members; or
- (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

Any unintentional omission or error in giving or not giving notice or the non-receipt of notice by any person entitled to receive notice does not invalidate the meeting or any resolution passed at that meeting..

3. ALTERATION OF CONSTITUTION

This constitution may, at any time, be altered in a manner resolved by 75% of Members present and voting at the Annual General Meeting or at a Special General Meeting convened for that purpose.

An up to date copy of the Constitution will be kept by the Chamber in accordance with s35(1) of the Act.

4. AUDIT

The Auditor must audit the accounts of the Chamber once a year and is entitled to full and free access to all accounts, records, documents and papers of the Chamber relating directly or indirectly to the receipt and payment of monies or to the acquisition, receipt, custody or disposal of assets by the Chamber.

Before the Annual General Meeting, the Auditor will examine the accounts and records of the Chamber for the previous financial year and report on whether the accounts and records give a true and fair picture of the financial affairs of the Chamber, and on any other matters arising out of the records that the Auditor considers should be reported to the Members.

5. APPOINTMENT OF AUDITOR

The Chamber will, at each Annual General Meeting, appoint an Auditor for a period of 1 year, who is not a Member of the Chamber. The Auditor will be eligible for reappointment by the Chamber.

6. OWNERSHIP

All property of whatever kind belonging to the Chamber will be vested in it. The Chamber will have custody of all deeds and documents of title relating to the property.

7. DISSOLUTION

- 7.1 The Chamber may be dissolved or wound up by a resolution at any General Meeting or at a Special General Meeting called for that purpose. Any motion to dissolve or wind up the Chamber requires the vote in favour of the motion of 75% of Members at the meeting called to so dissolve or wind up the Chamber.
- 7.2 On winding up, the assets should be given or transferred to another registered or exempted charity or incorporated association which has objects substantially similar to those of the Chamber.
- 7.3 In the event of the winding up or dissolution of the Chamber, the Commissioner of Taxation shall be advised of the date of dissolution within 30 days of the dissolution.

8. INDEMNITY

- 8.1 To the extent permitted by law, the Chamber shall indemnify its Officers and the CEO, out of the assets of the Chamber for any liability (including legal costs) incurred by an Officer or the CEO:
 - (a) (i) in or arising out of the conduct of the business of the Chamber, or in or arising out of the discharge of the duties of the Officer or CEO, as the case may be; and
 - (b) (ii) to a person, other than the Chamber, unless the liability arises out of conduct on the part of the Officer or the CEO, which involves a lack of good faith, or a liability for a pecuniary penalty or compensation order under the Act.
- 8.2 Where the Board considers it appropriate, and to the extent to which the Chamber is not precluded by law from doing so, the Chamber may make payments of amounts by way of premium in respect of any contract effecting insurance on behalf of, or in respect of an Officer or the CEO, against any liability incurred by the Officers or the CEO, in or arising out of the conduct of the business of the Chamber, or in or arising out of the discharge of the duties of the Officer or the CEO, as the case may be.

These rules as amended were adopted as the Constitution and Rules of “The Fremantle Chamber of Commerce Inc.” on the XXth day of December 2019.

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