



Broome Chamber of Commerce and Industry (Inc)

Constitution

Version 6
Revised January 2019

TABLE OF CLAUSES

1	NAME	1
2	DEFINITIONS	1
3	OBJECTS	2
4	POWERS OF ASSOCIATION	2
5	MEMBERS	2
6	RIGHTS AND PRIVILEGES OF MEMBERS	3
7	VOTING AND PROXIES	4
8	EXECUTIVE COMMITTEE	4
9	THE PRESIDENT	6
10	VICE PRESIDENT	7
11	THE SECRETARY	7
12	TREASURER	8
13	STAFF	8
14	SEAL	8
15	GENERAL MEETINGS	9
16	CONFLICT OF INTEREST	11
17	CONTROL OF FUNDS	12
18	FINANCIAL YEAR AND AUDIT	13
19	DISPUTE RESOLUTION	13
20	ALTERATIONS TO THE CONSTITUTION	13
21	DISSOLUTION	13

22	NOT FOR PROFIT AND PAYMENT TO MEMBERS	14
23	APPENDIX 1 – OPERATING PROCEDURES	15
24	APPENDIX 2 – CODE OF CONDUCT	16
25	APPENDIX 3 – DISPUTES AND MEDIATION PROCEDURE	19
26	APPENDIX 4 – APPOINTMENT OF PROXY	21
27	APPENDIX 5 - NOTICE OF GENERAL MEETING TO ALTER THE CONSTITUTION AND OPERATING PROCEDURES	22

1 NAME

- 1.1 The name of the Association shall be “BROOME CHAMBER OF COMMERCE AND INDUSTRY (INC)” herein referred to as “the Association”.

2 DEFINITIONS

- 2.1 In this Constitution the following shall have the meanings respectively assigned to them unless there is something in the subject or context inconsistent therewith:
- 2.1.1. **“Act”** means the Associations Incorporation Act 2015 (WA)
 - 2.1.2. **“Annual General Meeting”** means the annual general meeting of the Association held at least once every year between the 1 October and 31 January and of which at least fourteen (14) days notice has been given which notice shall include a statement of the substance of the matters to be considered and voted upon.
 - 2.1.3. **“Board Member”** and **“Executive Committee Member”** mean each of the members of the Executive Committee.
 - 2.1.4. **“Board Meeting”** means a meeting of the Executive Committee
 - 2.1.5. **“Commissioner”** means the person for the time being designated as the Commissioner under section 153 of the Act;
 - 2.1.6. **“Constitution”** means this constitution as altered or added to from time to time.
 - 2.1.7. **“Executive Committee”** includes the management committee of the Association consisting of the President, Vice President, Secretary, Treasurer and up to six (6) Board Members
 - 2.1.8. **“Employee”** means an employee of an Ordinary member for the purpose of calculating the total number of employees of that Ordinary member so as to determine an Ordinary member’s fee.
 - 2.1.9. **“Financial Year”** means the 12 months ending on 30 September each year or such other date as the Executive Committee may properly determine.
 - 2.1.10. **“General Meeting”** means a general meeting whether annual or otherwise including any adjournment thereof.
 - 2.1.11. **“Instantaneous Communication”** means attendance by telephone or video link such as FaceTime, Skype or any other form of instantaneous communication for the time being.
 - 2.1.12. **“Office”** means the office, from time to time, of the Association.
 - 2.1.13. **“Meeting”** means, as the case requires, either a General Meeting or an Annual General Meeting.
 - 2.1.14. **“Member”** means a member of the Association and, where appropriate, includes a representative of the Member.
 - 2.1.15. **“Month”** means a calendar month.
 - 2.1.16. **“Ordinary member”** means a person, firm or corporation admitted as an Ordinary member under Clause 5.
 - 2.1.17. **“Rules”** means these rules of the Association, as in force for the time being;
 - 2.1.18. **“Seal”** means the common seal from time to time of the Association.
 - 2.1.19. **“Secretary”** means a member of the Executive Committee, who performs the duties listed in Clause 11.1 hereof.
 - 2.1.20. **“Special General Meeting”** means a general meeting of the Association other than the Annual General Meeting;
 - 2.1.21. **“Special Resolution”** means a resolution when it has been passed by a majority of not less than three fourths of such Members who, being entitled to do so, vote at a Meeting of which not less than twenty one (21) days Written notice specifying the intention to propose the resolution as a special resolution has been duly given.
 - 2.1.22. **“Writing”** and **“Written”** includes printing, typing, lithography, electronic communication and other modes of reproducing words in a visible form.

3 OBJECTS

3.1 The objects for which the Association is established are all or any of the following:

3.1.1. To provide leadership, advocacy, networks, support, information, development opportunities and a point of contact for all business associations and members of the Association.

3.1.2. To support our Members in:

3.1.2.1. Making it easier to do business in Broome, the Kimberley and regional WA;

3.1.2.2. Making Broome and Kimberley Region of Western Australia an attractive and profitable place to do and invest in business;

3.1.2.3. Initiating, promoting and delivering activities, services, programs and initiatives that enhances community and economic development, trade, industry and employment in Broome and the Kimberley Region of Western Australia (either as a collective or individually supporting Members);

3.1.2.4. Amplifying their voice and facilitating lines of communication with elected members of government and other key stakeholders; and

3.1.2.5. Promoting and raising ethical business standards.

3.1.2.6. To foster and facilitate cooperation amongst Members in achieving their respective objectives.

3.1.2.7. To establish and maintain relations with bodies having similar objectives in other parts of the world and Australia in particular.

3.1.2.8. To collect information regarding matters of interest to Broome and Kimberley business and their community.

4 POWERS OF ASSOCIATION

4.1 The Executive Committee (on behalf of the Association) shall have the powers to:

4.1.1. Control the property and assets of the Association.

4.1.2. Acquire, hold, deal with and dispose of any real or personal property.

4.1.3. Open and operate bank accounts.

4.1.4. Invest its money in:

a) any security in which trust monies may lawfully be invested, or

b) in any other manner authorised by the Executive Committee.

4.1.5. Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit.

4.1.6. Appoint agents to transact any business of the Association of its behalf.

4.1.7. Enter into any other contract it considers necessary or desirable.

4.1.8. Act as Trustee and accept and hold real and personal property upon trust, but it does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this or these Rules.

4.1.9. Determine fees upon the Association members at an Executive Committee meeting.

4.1.10. By ordinary resolution to create and adopt such By Laws that are consistent with these Rules.

4.1.11. Appoint Sub Committees.

4.1.12. Raise grants from government and semi-government bodies.

4.1.13. Raise sponsorship monies from the commercial or business sector.

4.1.14. Exercise general powers and authorities properly exercisable for the good conduct of the affairs of the Association and all matters incidental thereto.

5 MEMBERS

5.1 Types of membership:

5.1.1. Ordinary members – All businesses, organisations and industry groups who are directly involved in or whose primary objectives support commerce, trade and/or industry in Broome and/or the Kimberley Region of Western Australia. Each ordinary member shall appoint two (2) representatives who hold either an employed or elected role within their respective organisation.

5.1.2. Life members – any member, organisation or individual whose activities have contributed significantly to the promotion of commerce, trade and/or industry in Broome and/or the Kimberley Region of Western Australia. A nomination for life membership shall be in writing to the Secretary in such form as may from time to time be determined by the Executive Committee. Life membership may be bestowed by an ordinary resolution of the Executive Committee.

5.1.3. Associate members – any member who supports commerce, trade and/or industry in Broome and/or the Kimberley Region of Western Australia. Associate members have no right to vote at general meetings. Benefits of associate members are at the discretion of the Executive Committee.

5.2 Applications for membership shall be made in writing to the Secretary and must include the member name, address, phone number and email as well as the names and roles of the management. All applications shall be brought before the Executive Committee at the next meeting or next convenient meeting after they are lodged with the Secretary and the election of such person, firm or corporation to membership shall be decided by a majority of those Executive Committee Members present and forming a quorum. Upon acceptance by the Executive Committee the Member shall pay an annual subscription fee.

5.3 Membership (the member or their representative) may be terminated at any time by ordinary resolution of the Executive Committee present at a Board Meeting and notification of that termination must be given in writing to the Member within seven (7) days of the resolution. In the event of termination of a Member under the provisions of this rule, the Member shall be entitled to lodge an appeal in writing to the Executive Committee within twenty eight (28) days. Upon receipt of an appeal in writing the matter will be considered at the next Board Meeting. The Member will be given an opportunity to present his, her or its case after which the Executive Committee will make a final decision and notify the Member of its decision within seven (7) days of the appeal.

5.4 Any Member (or representative) may at any time retire from membership by giving written notice to the Secretary, which shall be effective upon delivery of that notice. Any arrears of subscription will remain owing and recoverable, but no refund shall be made of any subscriptions already paid.

5.5 The subscription fees for membership shall be determined by a majority of the Executive Committee present at a Board Meeting. The subscription fee shall be payable when membership commences for the full twelve (12) months. Any Member whose subscription is outstanding for more than three (3) months after the due date for payment shall cease to be a member of the Chamber provided always that the Board may reinstate such a membership on such terms as it thinks fit.

5.6 The Chief Executive Officer or Executive Officer on behalf of the Executive Committee and Secretary must comply with the Act by keeping and maintaining an up to date register of members and upon the request of a member, shall make the register available for the inspection of that Member. The register must contain the Member name, address and email, which class of membership applies, when membership commenced and ceased.

6 RIGHTS AND PRIVILEGES OF MEMBERS

- 6.1 Ordinary members and Life members of the Association shall have all the rights and privileges of membership including:
- a) the right to attend and vote at all General meetings of the Association;
 - b) the right to nominate for and participate in the election of the Executive Committee;
 - c) the right to request a General Meeting of the Association; and
 - d) the right to appoint a representative in accordance with clause 5.1.1.

7 VOTING AND PROXIES

- 7.1 Each Member shall appoint one (1) representative to the Association and each Member is entitled to one (1) vote only.
- 7.2 Each representative may appoint one (1) person who is an alternative delegate of their membership.
- 7.3 Members are entitled to appoint a proxy to exercise his/her or its vote. Proxy representatives are to be established in writing on the form of Appendix 4.
- 7.4 The appointment of a proxy shall be in writing and signed by the representative of the Member and provided to the Secretary two (2) days prior to the commencement of a General Meeting. A representative shall be entitled to instruct his, her or its proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he or she thinks fit.
- 7.5 Associate Members and Staff are not entitled to vote but may attend General Meetings and contribute to proceedings.
- 7.6 All voting at Association meetings shall be at the discretion of the President by a show of hands or secret ballot.
- 7.7 Except where a seventy five (75%) percent majority of Members present in person or by proxy at that meeting is required by these rules, in all other cases such a vote shall require the approval of a simple majority only.

8 EXECUTIVE COMMITTEE

- 8.1 The affairs of the Association shall be managed by an Executive Committee (committee of management) of up to ten (10) ordinary members, and will include:
- a) President;
 - b) Vice President;
 - c) Secretary;
 - d) Treasurer; and
 - e) up to six (6) other member representatives.
- 8.2 Fifty (50%) percent of the members of the Executive Committee shall be elected at each Annual General Meeting and hold office for a period of two (2) years until the next Annual General Meeting. The appointment term may be varied to ensure a continuous cycle of the Executive Committee.

- 8.3 Each member of the Executive Committee will be eligible for re-election so long as they are an ordinary member.
- 8.4 The President, Vice President, Secretary and Treasurer shall be elected by the Members of the Executive Committee at the next Board Meeting following the Annual General Meeting. The roles of Secretary and Treasurer may be combined at the discretion of the Executive Committee.
- 8.5 Nominations for the Executive Committee must be received in writing by the Secretary not less than two (2) days prior to the Annual General Meeting and seconded by another ordinary member.
- 8.6 In the event that there are vacancies on the Executive Committee then the Executive Committee may appoint a Member to the Executive Committee at any point of time.
- 8.7 If more than one (1) person is nominated for any office that office shall be filled by a person elected by secret ballot paper on which that Member shall write (if that Member wishes to do so) the name of one (1) of the persons nominated to fill that office. Each ballot paper on which is written the name of one (1) candidate shall be counted by three (3) scrutineers appointed by the Secretary. The nominee who receives the most votes shall be deemed to be appointed. In the event of an equal number of votes being recorded for more than one (1) nominee then a second ballot shall be taken in such a manner as the Executive Committee then determines.
- 8.8 If any member of the Executive Committee resigns, dies or is for any reason unable to fulfil their position, then the remaining members of the Executive Committee can nominate a replacement until the next Annual General Meeting.
- 8.9 If a Member of the Executive Committee is absent for six (6) consecutive Board Meetings, then he or she shall be retired from the Executive Committee at the following Board Meeting.
- 8.10 All Board Meetings shall be chaired by the President or Vice President or in their absence, a nomination from the floor as agreed by that meeting (Chair).
- 8.11 The quorum for a Board Meeting shall be five (5) members.
- 8.12 Notice for a Board Meeting shall be by the Chief Executive Officer via email, phone or post and shall be given at least forty eight (48) hours prior to the scheduled meeting.
- 8.13 The notice must state the date, time and place of the Board Meeting and must describe the general nature of the business to be conducted at the meeting.
- 8.14 Unless rule 8.15 applies, the only business that may be conducted at the Board Meeting is the business described in the notice.
- 8.15 Urgent business that has not been described in the notice may be conducted at the Board Meeting if the Executive Committee members at the Board Meeting unanimously agree to treat that business as urgent.
- 8.16 The Executive Committee shall meet together for the dispatch of business not less than six (6) times in each year and the President may at any time convene an Executive Committee meeting.
- 8.17 A member of the Executive Committee may attend a Board Meeting:
- a) in person; or
 - b) by Instantaneous Communication; or

- c) in any other manner approved of by the Executive Committee at or before the meeting in question, and
 - d) a Member who participates in a Board Meeting as allowed under rule 8.17 is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.
- 8.18 The order of business and conduct of the Board Meeting shall be determined at the meeting and the usual rules of debate will apply.
- 8.19 A member or other person who is not an Executive Committee member may attend a Board Meeting if invited to do so by the Executive Committee.
- 8.20 A person invited under rule 8.19 to attend a Board Meeting:
- a) has no right to any agenda, minutes or other document circulated at the Board Meeting; and
 - b) must not comment about any matter discussed at the Board Meeting unless invited by the Executive Committee to do so; and
 - c) cannot vote on any matter that is to be decided at the Board Meeting.
- 8.21 Electronic voting on motions before the Executive Committee may be conducted between scheduled meetings. Any outcome of such votes will be considered to be so determined by the Executive Committee and recorded in the minutes of the subsequent Board Meeting as an out of session vote.
- 8.22 Each member of the Executive Committee shall have one (1) vote. If the votes are divided equally on a question the Chair shall have a second or casting vote.
- 8.23 Sub committees or project groups may be formed by the Executive Committee. When a sub committee or project group is formed its functions and powers and termination date shall be clearly recorded in the minutes of the Board Meeting as shall the date on which the project group is to report back to the Executive Committee.
- 8.24 The Executive Committee must ensure that minutes are taken and kept of each Board Meeting.
- 8.25 The minutes must record the following —
- a) the names of the Executive Committee Members present at the meeting;
 - b) the name of any person attending the meeting under rule 8.18
 - c) the business considered at the meeting;
 - d) any motion on which a vote is taken at the meeting and the result of the vote.
 - e) The minutes of a Board Meeting must be entered in the Association’s minute book within thirty (30) days after the meeting is held.
- 8.26 The Chair must ensure that the minutes of a Board Meeting are reviewed and signed as correct by —
- a) the Chair of the meeting; or
 - b) the Chair of the next Board Meeting.
- 8.27 When the minutes of a Board Meeting have been signed as correct they are, until the contrary is proved, evidence that —
- a) the meeting to which the minutes relate was duly convened and held; and
 - b) the matters recorded as having taken place at the meeting took place as recorded; and
 - c) any appointment purportedly made at the meeting was validly made.

9 THE PRESIDENT

- 9.1 The President, or the appointed proxy, shall preside at all meetings of the Association, and shall ensure that the business of the Association is conducted in a proper manner.

10 VICE PRESIDENT

- 10.1 The Vice President shall, in the absence of the President, be entitled to take the Chair at any meeting of the Executive Committee.

11 THE SECRETARY

- 11.1 The Secretary shall:

- 11.1.1. Ensure that appropriate standing orders are in place;
- 11.1.2. Prepare the agenda in advance of each Board Meeting and General Meeting;
- 11.1.3. Keep full and correct minutes of all meetings of the Association and the Executive Committee;
- 11.1.4. Maintain and make available a current register of members;
- 11.1.5. Jointly with the Treasurer have custody of all the books, records and the register of the Association to ensure that the same are made available to the Treasurer as when the Treasurer reasonably requires the same;
- 11.1.6. Ensure the books of the Association are retained for at least seven (7) years;
- 11.1.7. Receive nominations for positions on the Executive Committee;
- 11.1.8. Personally carry out administrative duties as assigned by the President;
- 11.1.9. Maintain on behalf of the Association an up-to-date copy of these rules as required under section 35(1) of the Act;
- 11.1.10. Unless another Member is authorised by the Executive Committee to do so, maintain on behalf of the Association, a record of the Executive Committee membership and other persons authorised to act on behalf of the Association as required under section 58(2) of the Act; and
- 11.1.11. Carry out any other duty given to the Secretary under these rules or by the Executive Committee.

- 11.2 The Secretary shall make available, to any Member who wants to inspect —

- a) the register of members under section 54(1) of the Act; or
- b) the record of the names and addresses of Executive Committee Members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
- c) any other record or document of the association.

- 11.3 The Member must contact the Secretary to make the necessary arrangements for the inspection.

- 11.4 The inspection must be free of charge.

- 11.5 If the Member wants to inspect a document that records the minutes of an Executive Committee Meeting, the right to inspect that document is subject to any decision the Executive Committee has

made about minutes of Executive Committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by Members.

- 11.6 The Member may make a copy of or take an extract from a record or document referred to in sub rule 11.5 but does not have a right to remove the record or document for that purpose.
- 11.7 The duties of the Secretary may be delegated to the Association staff where appropriate.

12 TREASURER

12.1 The Treasurer shall:

- 12.1.1. Ensure that the Executive Committee maintains the degree of financial literacy necessary to conduct the business of the Association;
- 12.1.2. Advise the Executive Committee on matters of finance, working with employees of the Association;
- 12.1.3. Ensure that appropriate financial policies and procedures are in place and fully documented;
- 12.1.4. Report to the Executive Committee at each meeting on the financial situation of the Association;
- 12.1.5. With the Secretary and employees of the Association place any necessary financial items on the Board Meeting agenda in advance of the meeting;
- 12.1.6. Report to the Members of the Association at the Annual General Meeting on the financial situation of the Association;
- 12.1.7. Ensure the Association's financial records, financial statements and financial reports, as applicable to the Association, are in safe custody, adequately protected, backed up and accessible and retained for a period of not less than seven (7) years;
- 12.1.8. Ensure the Association's financial control procedures are adequate and that appropriate safeguards against fraud are in place;
- 12.1.9. Ensure that risk management strategies (including appropriate insurances) are in place;
- 12.1.10. Provide any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements under Part 5 Division 5 of the Act;
- 12.1.11. Ensure that the Association complies with the relevant requirements of Part 5 of the Act;
- 12.1.12. Carry out any other duty given to the Treasurer under these rules or by the Executive Committee; and
- 12.1.13. Delegate any of these duties (to members of the Executive Committee or employees of the Association) or those given to the Treasurer under these rules or by the Executive Committee.

13 STAFF

13.1 The Executive Committee may appoint, remunerate and dismiss staff members, from time to time, as deemed necessary and in accordance with the relevant employment law and any contract of employment that may apply, and may delegate to any one or more of them such powers as it shall think fit.

14 SEAL

- 14.1 The President, Vice President, Treasurer and Chief Executive Officer shall, for the period for which they hold office, act as seal holders of the Association.
- 14.2 Every instrument to which the seal is affixed shall be signed by at least one (1) of the seal holders and every such instrument shall be countersigned by the Secretary or by some other person authorised in writing by the Executive Committee for that purpose.
- 14.3 A separate book shall be kept to be called the Register of the Seal in which, prior to affixing the seal to any deed or other document, there shall be entered a short title and description of the same.
- 14.4 Any other document or instrument not required to be under the seal of the Association may be signed by any two (2) of the President, Vice President, Treasurer, Secretary and the Chief Executive Officer.
- 14.5 The common seal must be kept in the custody of the Secretary or another Executive Committee member authorised by the Executive Committee.

15 GENERAL MEETINGS

- 15.1 There shall be one (1) general meeting each Financial Year (Annual General Meeting) and it shall be held within four (4) months of the end of the Financial Year.
- 15.2 If, for any reason whatsoever, it is proposed to hold the Annual General Meeting more than six (6) months after the end of the Association's Financial Year, the Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within four (4) months after the end of the Financial Year.
- 15.3 The Executive Committee may convene a Special General Meeting.
- 15.4 The Executive Committee must convene a Special General Meeting if at least twenty (20%) percent of the Members require a Special General Meeting to be convened.
- 15.5 The Members requiring a Special General Meeting to be convened must —
 - a) make the requirement by written notice given to the Secretary; and
 - b) state in the notice the business to be considered at the meeting; and
 - c) each sign the notice.
- 15.6 The Special General Meeting must be convened within twenty eight (28) days after notice is given under sub rule 15.5
- 15.7 If the Executive Committee does not convene a Special General Meeting within that twenty eight (28) day period, the Members making the requirement (or any of them) may convene the Special General Meeting.
- 15.8 A Special General Meeting convened by members under sub rule 15.7 —
 - a) must be held within three (3) months after the date the original requirement was made; and
 - b) may only consider the business stated in the notice by which the requirement was made.

- 15.9 The Association may reimburse any reasonable expenses incurred by the Members convening a Special General Meeting under sub rule 15.7.
- 15.10 The Chief Executive Officer or, in the case of a Special General Meeting convened under rule 15.7 the Members convening the meeting, must give to each member -
- a) at least twenty one (21) days notice of a general meeting if a Special Resolution is to be proposed at the meeting; or
 - b) at least fourteen (14) days' notice of a general meeting in any other case.
- 15.11 The notice must —
- a) specify the date, time and place of the meeting; and
 - b) indicate the general nature of each item of business to be considered at the meeting; and
 - c) if the meeting is the Annual General Meeting, include the names of the Members who have nominated for election to the committee under rule 8.5; and
 - d) if a Special Resolution is proposed —
 - e) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - f) state that the resolution is intended to be proposed as a special resolution; and
 - g) comply with rule 7.3.
- 15.12 Members may present written notices of motion to the Secretary not less than fourteen (14) days prior to a general meeting
- 15.13 At a general meeting eighteen (18) Members shall constitute a quorum
- 15.14 Should a quorum not be present within thirty (30) minutes after the time fixed for the commencement of a general meeting, the President shall declare the meeting adjourned for thirty (30) minutes. Should a quorum not be present at such adjourned meeting, the meeting will be postponed for a period of seven (7) days to reconvene. If at such adjourned meeting, quorum is not present within fifteen (15) minutes from the time appointed for holding the Meeting, the Members present shall be a quorum or if no Members are present the meeting shall be dissolved.
- 15.15 Items to be presented at the Annual General Meeting will include:
- a) The Declaration of Opening and Announcement of Visitors
 - b) Apologies and Attendees
 - c) Proxies
 - d) Conflict of Interest declarations
 - e) Minutes of the previous Annual General Meeting
 - f) Presidents report
 - g) Financial report
 - h) Election of the Executive Committee
 - i) Appointment of the Auditor
 - j) General Business

- 15.16 At every general meeting all matters shall be decided by majority vote of all ordinary Members except in cases where a special resolution is required
- 15.17 Each ordinary member shall have one (1) vote.
- 15.18 The presence of a member at a general meeting need not be by attendance in person but may be by that Member and each other Member at the meeting being simultaneously in contact by Instantaneous Communication.
- 15.19 A member who participates in a general meeting as allowed under sub rule 15.8 is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.
- 15.20 The President, or in the President's absence, the Vice President shall preside as the Chair of each general meeting and shall have a single deliverable vote and, if required, a casting vote at each general meeting.
- 15.21 If the President and Vice President are absent or are unwilling to act as the Chair of a general meeting, the Executive Committee Members at the meeting must choose one (1) of them to act as the Chair of the meeting.
- 15.22 No business is to be conducted at a general meeting unless a quorum is present.
- 15.23 The Secretary, or a person authorised by the Executive Committee from time to time, must take and keep minutes of each general meeting.
- 15.24 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 15.25 In addition, the minutes of each Annual General Meeting must record —
- a) the names of the ordinary Members attending the meeting; and
 - b) any proxy forms given to the Chair of the meeting under rule 7.3; and
 - c) the financial statements or financial report presented at the meeting, as referred to in rule 12.1; and
 - d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 17.2.
- 15.26 The minutes of a general meeting must be entered in the Association's minute book within thirty (30) days after the meeting is held.
- 15.27 The Chair must ensure that the minutes of a general meeting are reviewed and signed as correct by —
- a) the Chair of the meeting; or
 - b) the Chair of the next general meeting.
- 15.28 When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
- a) the meeting to which the minutes relate was duly convened and held; and
 - b) the matters recorded as having taken place at the meeting took place as recorded; and
 - c) any election or appointment purportedly made at the meeting was validly made.

16 CONFLICT OF INTEREST

- 16.1 Every member of the Executive Committee must disclose any material personal interest (in this clause 16 an Interest) in:
- a) any matter, contract or arrangement, or
 - b) any proposed matter, contract or arrangement,
 - c) he or she shall have at any meeting of the Executive Committee and a record of such disclosure shall be made in the minutes of that meeting.
- 16.2 A Member of the Executive Committee who has disclosed an Interest:
- a) may not vote or participate in discussion in the Board Meeting on any motion relating to the matter, contract or arrangement or the proposed matter, contract or arrangement; and
 - b) shall immediately leave the room in which the Board Meeting is being held for the duration of the discussion on the matter.
- 16.3 Subsection 16.2 does not apply in respect of an Interest:
- a) that exists only because the Member belongs to a class of person for whose benefit the Association is established; or
 - b) that the Member has in common with all, or a substantial proportion of, the Members of the Association.
- 16.4 If there are not enough Members of the Executive Committee to form a quorum to consider a matter because of subsection 16.2:
- i. one (1) or more Executive Committee Members (including those who have a material personal interest in the matter) may call a general meeting; and
 - ii. the general meeting may pass a resolution to deal with the matter.

17 CONTROL OF FUNDS

- 17.1 The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- 17.2 Subject to any restrictions imposed at a general meeting, the Executive Committee may approve expenditure on behalf of the Association.
- 17.3 The Executive Committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Executive Committee for each item on which the funds are expended.
- 17.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —
- a) two (2) Executive Committee Members; or
 - b) one (1) Executive Committee Member and a person authorised by the Executive Committee.
- 17.5 All funds of the Association must be deposited into the Association's account within five (5) working days after their receipt.

18 FINANCIAL YEAR AND AUDIT

- 18.1 The Associations Financial Year is from 1 October to 30 September each year.
- 18.2 An independent financial book review will take place each year.

19 DISPUTE RESOLUTION

- 19.1 Members who have a dispute with another Member of the Association, or Association itself, are to try and resolve the issue themselves. If they cannot, then they must write to the Executive Committee outlining their issue.
- 19.2 The President is to call a meeting for the purpose of resolving the dispute in accordance with the procedure defined in Appendix 3.
- 19.3 Both parties to the dispute shall have adequate time to present their cases for consideration.
- 19.4 The Executive Committee shall determine the outcome and notify the parties in writing within seven (7) days of the meeting. If a party to the dispute would like to appeal the decision, another meeting can be called by the President.
- 19.5 The same process shall apply as the initial meeting.
- 19.6 The decision of the Executive Committee at the second meeting is final.

20 ALTERATIONS TO THE CONSTITUTION

- 20.1 No alteration, addition or amendment of these rules shall be made:
 - 20.1.1. unless written notice of proposed alteration, addition or amendment has been given to every Member not less than twenty one (21) days prior to a general meeting or special General meeting; and
 - 20.1.2. only by Special Resolution and by otherwise complying with Part 3 Division 2 of the Act. such alteration, addition or amendment of these rules is by special resolution and otherwise by complying with Part 3 Division 2 of the Act.
- 20.2 An up to date record of these Rules shall be maintained by the Secretary and must be available to all new Members and available for Members to copy on written request.

21 DISSOLUTION

- 21.1 If upon the cancellation or the winding up of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members.
- 21.2 The surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

22 NOT FOR PROFIT AND PAYMENT TO MEMBERS

- 22.1 The property and income of the Association must be applied solely towards the promotion of the Objects or purposes of the Association 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.
- 22.2 A payment may be made to a Member out of the funds of the Association only if it is authorised by the Executive Committee for services rendered or goods supplied in the ordinary course of business or the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association.

23 APPENDIX 1 – OPERATING PROCEDURES

The following procedures have been laid down by the Executive Committee to promote good governance.

Board

A minimum of six (6) meetings are to be conducted throughout the year (the months are not to be identified to allow for flexibility).

Payments from the Associations bank account

All payments from the Associations bank accounts shall be authorised by any two (2) of the President, Vice President, Treasurer, Chief Executive Officer and designated Executive Committee Members.

Working Groups / Sub Committees

Membership is to be endorsed by the Executive Committee.

Code of Conduct (Appendix 2)

The Executive Committee may prescribe such Codes of Conduct or other Codes as may be necessary to ensure the efficient working of the Association and for the avoidance of conflict.

Disputes Resolution and Mediation Procedure (Appendix 3)

The Executive Committee may prescribe such disputes resolution and mediation procedures as may be necessary to ensure the efficient working of the Association and for the avoidance of conflict.

Representation on External Bodies

Appointments are to be ratified by the Executive Committee.

Representatives are to report on a regular basis to the Executive Committee.

All media comments made as a representative of Association will reflect Association policy and Executive Committee agreed positions.

Meeting procedure

Procedure at all meetings shall be conducted in accordance with Renton's Guide for Meetings and Organisations.

24 APPENDIX 2 – CODE OF CONDUCT

Preamble

The Executive Committee of the Broome Chamber of Commerce and Industry (Inc) has developed this Code of Conduct for the guidance of Members and Members of the Executive Committee. Adherence to it is a condition of membership.

Definition

A code of conduct is “a set of standards of conduct that guide decisions based on duties derived from core values.”

Why have codes of conduct?

The Executive Committee has developed this Code of Conduct to demonstrate an individual and group commitment to a high standard of ethical conduct in carrying out the duties of general control and management of the affairs, property and funds of the Association and as a tool to:

- Align, communicate and inspire high standards of behaviour of the individual members of the Executive Committee to create a cohesive board culture
- Provide guidelines for decision making in areas of managerial discretion
- Provide a benchmark for self evaluation
- Clarify the organisation’s mission, values and principles
- Enhance internal culture and external image
- Instill confidence and trust by Members and the community
- Outline disciplinary action
- Manage risk
- Spell out prohibited conduct.

How will it be used?

The Code of Conduct will be used in conjunction with the Constitution, guidelines from the Department of Mines, Industry Regulation and Safety (WA) (and its successors) and the policies and procedures of the Executive Committee to ensure the highest quality outcomes of ethical decision-making, recommendations and actions by the Executive Committee.

Enforcement

Each Executive Committee Member will sign the Code of Conduct when elected to the Executive Committee with the clear understanding that failure to comply with the code may result in the Board requesting resignation from their position of trust as an Executive Committee Member.

ACCEPTANCE OF THE CODE OF CONDUCT

As an Executive Committee Member and a representative of the Broome Chamber of Commerce and Industry (Inc) I understand that when carrying out my duties I will exercise the highest standards of ethical conduct that is consistent with:

The legal requirements of the Association

- Constitution and Operating Procedures
- Department of Mines, Industry Regulation and Safety (WA) (and its successors) guidelines
- The Act
- And other relevant laws.

The Policies and Procedures of the Executive Committee

The values of the Chamber as expressed in the Constitution

Society's accepted standards of what is right and good behavior

- Be fair and take action not to discriminate
- Be honest and trustworthy
- Act with integrity
- Cause no harm
- Be tolerant of honest differences of opinion
- Act responsibly.

If a conflict of interest arises, I will declare it at, or prior to, the meeting and will completely withdraw when discussion of the issue is held and not vote on that issue.

As a representative of the Chamber I will not participate in any decision making process that results in:

- self gain
- deception or cheating
- manipulation
- bias or unfair dealing
- or injury to the character and interests of the Association.

I understand that information dealt with by the Executive Committee and the discussion surrounding it may be confidential and I undertake to respect that confidentiality.

I acknowledge that it is my responsibility to read th Constitution and Operating Procedures and any laws relevant to the carrying out my duties as an Executive Committee Member.

I agree that if I fail to comply with, or observe, any provision of this code, I may be required to tender my resignation as an Executive Committee Member.

Name: _____

Signature: _____

Date: _____

25 APPENDIX 3 – DISPUTES AND MEDIATION PROCEDURE

Preamble

The Executive Committee of the Broome Chamber of Commerce and Industry (Inc) has developed this Disputes and Mediation Procedure for the application in the resolution of disputes between Members and Members of the Executive Committee.

Disputes and mediation procedure

1. The grievance procedure set out in this Appendix applies to all disputes arising from the Constitution and Operating Procedures between -
 - (a) a Member and another Member; or
 - (b) a Member and the Association; or
 - (c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
2. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.
4. The mediator must be -
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement -
 - i. in the case of a dispute between a Member and another Member, a person appointed by the Executive Committee of the Association; and
 - ii. in the case of a dispute between a member and relevant non-member (as defined by sub-rule (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
5. A Member of the Association can be a mediator.
6. The mediator cannot be a Member who is a party to the dispute.
7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
8. The mediator, in conducting the mediation, must -
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
9. The mediator must not determine the dispute.

10. The mediation must be confidential and without prejudice.
11. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

26 APPENDIX 4 – APPOINTMENT OF PROXY

APPOINTMENT OF PROXY – BROOME CHAMBER OF COMMERCE AND INDUSTRY INC.

I _____ of _____

being a Member of the Broome Chamber of Commerce and Industry Inc. hereby appoint _____ who also is a Member of the Association, as my proxy.

My proxy is authorised to vote on my behalf: (Tick only **ONE** of the following)

at the General Meeting/s (and any adjournments of the meeting/s) on: _____

- or

in relation to the following resolutions and/or nominations

In favour

Insert resolution number, brief description or nominees name/s

Against

Insert resolution number, brief description or nominees name/s

Signature of Member: _____

Full name of Member: _____

Date: _____

27 APPENDIX 5 - NOTICE OF GENERAL MEETING TO ALTER THE CONSTITUTION AND OPERATING PROCEDURES

BROOME CHAMBER OF COMMERCE AND INDUSTRY INC.

is convening a general meeting at which the following resolution/s will be proposed as special resolutions to alter the rules of the association.

The meeting will be held at _____ a.m./p.m. on _____
the _____ 20_____.

The meeting will take place at _____

SPECIAL RESOLUTIONS:

Currently rule.....states:
.....
.....
.....
.....

It is proposed to alter this rule so that it states as follows:
.....
.....
.....

Currently rule.....states:
.....
.....
.....

It is proposed to alter this rule so that it states as follows:
.....
.....

OR

A list of alterations to the rules which will be proposed as special resolutions at the meeting is **attached**.

INFORMATION FOR MEMBERS

- Rule 7.3 allows for proxy votes. A proxy form is **enclosed** for you to nominate another Member to vote on your behalf if you cannot attend the meeting.
- Alterations to the rules can only be made if supported by seventy five (75%) percent of Members voting at the meeting or by proxy.
- Alterations to the rules only take effect when lodged with the Department Mines, Industry Regulation and Safety (WA) (and its successors)