

The Kiama and District Chamber of Commerce Constitution and Rules

Name

1. The name of the Association is The Kiama And District Chamber of Commerce.

Office

2. The Office of the Association shall be at 66 Collins Street, Kiama, NSW 2533, or at such other place, as the Executive Committee shall from time to time determine.

Objects

3. The objects for which the Association is established are:
 - a) To promote and protect the internal and external trade, commerce and transport and the manufactures and industries of Kiama and surrounding regions.
 - b) To consider all questions connected with such trade, commerce, transport manufactures and industries.
 - c) To promote, support or oppose legislative or other measures affecting such trade, commerce, transport, manufactures and industries.
 - d) To collect and circulate statistics and other information relating to such trade, commerce, transport, manufactures and industries.
 - e) To undertake the settlement by mediation, conciliation or arbitration of disputes arising out of trade, commerce, transport, manufactures and industries.
 - f) To form a code of practice whereby the transactions of business relating to the aforesaid matters may be simplified and facilitated.
 - g) To undertake training and education for the benefit of members.
 - h) To purchase, lease, hire or otherwise acquire for the purpose of the Association any real or personal property so far as the law may allow and from time to time to sell, demise, let, mortgage or dispose of same.
 - i) To erect, maintain, improve or alter any building for the purposes of the Association.
 - j) To borrow or raise money by the issue of or upon bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Association or any mortgage or charge of all or any part of the property of the Association.
 - k) To invest and deal with the monies of the Association not immediately required upon such securities and in such manner as may from time to time be determined.
 - l) To engage professional assistance of any kind and to remunerate any person for services rendered or to be rendered in or about the formation or promotion of the Association.
 - m) To raise money by subscription and to grant any rights and privileges to subscribers.
 - n) To do all such things as may be conducive to the extension of trade, commerce, transport, manufactures and industries or incidental to the attainment of the above objects.

The Kiama and District Chamber of Commerce Constitution and Rules

Membership

4. The Foundation Members of the Association shall be the persons, firms, or companies entered in the Register of Members on the 25th Day of June 1985.
5. Any person, firm or company engaged in or promoting commerce, trade, services, industry or manufacture shall be eligible to make application for membership. The Executive Committee may elect to grant Honorary Life Membership to any person, firm or company deemed to have provided exemplary service to the Chamber and the business community over an extended period of time.
6. Applicants for Membership shall make application to the Secretary on the form prescribed by the Executive Committee. Applicants shall become Members if elected by resolution of the Council on payment of the prescribed Subscription but the Association reserves the right to reject any application for membership without giving any reason therefore.

New members shall be entitled to vote or stand for election to the Executive Committee after three months.

Subscriptions

7. The Annual Subscription payable by Members of the Association shall be Forty dollars (\$40) or such other sum as the Executive Committee may from time to time determine.

The Annual Subscription shall be payable in the first month of each financial year.

Where a member joins after the first quarter in any year the Executive Committee may reduce pro-rata the Subscription payable for the remainder of the current financial year, but in no case shall the Subscription be less than one half of the Annual Subscription. Where a member joins after the third quarter in any year paying a full year's subscription, the Executive Committee may allow the membership to extend into and over the succeeding financial year.

8. In determining the Annual Subscription the Executive Committee may prescribe differing levels of fees for members of differing classes or sizes.
9. The Association's financial year shall be from the 1st day of July to the 30th day of June in the next succeeding year.

Levies

10. The Association may by resolution of an ordinary General Meeting impose a levy (not exceeding 50 per centum of the appropriate Annual Subscription in any one financial year) on Members of the Association.

Notice of intention to impose such levy shall be given in writing to all Members of the Association with the Notice convening the General Meeting.

The Kiama and District Chamber of Commerce Constitution and Rules

Register

11. The Association shall cause to be kept a Register of its Members and therein shall be entered the following particulars:
 - a) The name and address and business classification of each Member.
 - b) The date upon which the name of such Member was entered in the register.
 - c) The Annual Subscription paid by the Member and the date on which it was received.
 - d) The name of the representative appointed to attend Meetings and vote on behalf of a firm or company.

Termination of Membership

12. The Association shall have power to determine the Membership of any Member whose subscription or levy shall be in arrears for one month after same shall have become due. Any arrears of subscriptions or levies shall remain a debt due to, and recoverable by, the Association. The Association shall have the power to reinstate a Member whose Membership has been determined in accordance with this Rule on such terms or conditions as it may think fit.
13. A Member may resign at any time by letter delivered to the Secretary. A Member whose resignation is received on or after the 1st day of February in any year shall be liable for his subscription for the current financial year.
14. If any Member of the Association or Director or partner in a firm which is a Member of the Association shall be convicted of an indictable offence or adjudged a bankrupt or make a composition or arrangement with his creditors under the provisions of any statute or if any company which is a Member shall enter into liquidation whether compulsory or voluntary (save for the purpose of reconstruction) such member, firm or company shall thereupon cease to be a Member of the Association. The Executive Committee shall have the power in its discretion to reinstate him. If any Member acts in a manner detrimental to the interests of the Association, the membership of such Firm or Company may be suspended or terminated by a resolution carried by a majority of two-thirds of the votes recorded in respect of same at a General or Special General Meeting.

Funds

15. The income and property of the Association whence soever derived shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association. No portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever to the members of the Association. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants or persons employed by the Association or to any member of the Association or to any member or other person for services rendered to the Association.

The Kiama and District Chamber of Commerce Constitution and Rules

16. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member. The costs, charges and expenses of winding up the Association and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding twenty-five dollars.
17. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association to be determined by the members of the Association at or before the time of dissolution and in default by the Supreme Court of New South Wales.

Management

18. The management of the Association shall be vested in an Executive Committee consisting of a President, Vice President, Treasurer, Secretary, and a nominee of Tourism Kiama Association, and not less than one and not more than four Members of the Association and the immediate Past President. The Immediate Past President shall be an ex-officio member of the Executive Committee for the twelve months following this retirement from the office of President or until such time as there is a change in the office of President. At all meetings of the Executive Committee, a quorum shall be more than 50% of current Executive Committee members.

A member of the Executive will cease to be a Member of the Executive Committee:

- a. upon his ceasing to be a Member of the Association
 - b. upon receipt by the Secretary of a notice of resignation signed by such member:
 - c. upon his absence from three consecutive Executive Committee meetings unless such absence is caused by illness or is authorised by the Executive Committee.
19. The Executive Committee shall have power to appoint Sub-Committees and to appoint a Chair of any Sub-Committee and to otherwise regulate the proceedings of such Sub-Committee and to delegate to any Sub-Committee so appointed such of their powers, as they shall think necessary. The President and Secretary shall ex-officio be Members of all Sub-Committees.

Election of Executive Committee

20. At the Annual General Meeting, the Executive Committee shall be elected from amongst the members present by simple plurality vote without nominations. The Executive Committee shall also include non-elected positions of Immediate Past President, and a nominee of the Tourism Kiama Association. The Executive Committee shall hold office until the next Annual General Meeting when they shall retire but shall be eligible for re-election.

The Kiama and District Chamber of Commerce Constitution and Rules

At the first meeting of the Executive Committee, convened by the member receiving the most votes, an un-nominated majority ballot shall be taken for the positions of Presidents, Vice-President, Secretary and Treasurer. Where there is a paid Executive Officer, the positions of Secretary and Treasurer may be held by the same person.

A tie vote shall be resolved by a re-election between those involved in the tie.

Any casual vacancy may be filled by the Executive Committee.

Treasurer

21. The Treasurer shall keep such books of account as may be necessary to constitute a true and fair record of the financial position and operations of the Association and shall present financial statements as and when required by the Executive Committee.
22. The Treasurer shall place before each Annual General Meeting a Balance Sheet made up to the thirtieth of June immediately preceding the date of the meeting and a Profit and Loss Account for the financial year then ended, both duly audited.

Meetings

23. There shall be a least one General Meeting of the Association in each year at a time and place to be determined by the Executive Committee. Members shall be given at least fourteen days notice in writing of such Meeting, Special General Meetings shall be called by the Secretary if so instructed by a General Meeting, the President or at the request of seven Members of the Association. Fourteen clear days notice in writing of Special General Meetings shall be given to Members. The Executive Committee shall hold its meetings at intervals of not less than two calendar months.
24. The Annual General Meeting of the Association shall be held not later than four months after the close of each financial year to receive the Executive Committee's report and the Treasurer's financial statement for that financial year and to deal with any other business brought forward in conformity with the Rules of the Association. Fourteen clear day' notice in writing of such Meeting shall be given to Members.
25. The President or, in his absence, the Vice-President shall preside at all Meetings of the Association. If at any Meeting neither President nor a Vice-President be present within fifteen minutes of the appointed starting time, the Meeting shall appoint a Chair from among the Members present. At all Meetings the business shall (unless otherwise provided for in these Rules) be decided by the majority present and the Chair shall have a casting vote in addition to his deliberative vote.

Payments and Finance

26. All payments made out of the funds of the Association as hereinafter provided shall be approved by the next succeeding Executive Committee Meeting and the list of payments so approved shall be signed by the Chair of the Meeting.

The Kiama and District Chamber of Commerce Constitution and Rules

Any two of the President, Vice-President, Treasurer, Secretary and executive Officer (of one is appointed) jointly are empowered to operate any banking, investment or deposit accounts of the Association and any one of them severally is empowered to endorse cheques, bills and other negotiable instruments payable to the Association.

Ballot and Proxies

27. Votes at a General Meeting or the Annual General Meeting may be given either personally or by proxy or in the case of a firm or company by a duly appointed representative. When any firm or company shall in its corporate capacity be a Member of the Association only one of such firm or company or its accredited representative shall be entitled to vote at any one time.

The instrument appointing a proxy shall be in such form as the executive Committee may from time to time prescribe and in writing under the hand of the Member or of a Company under the Common Seal or under the hand of one of its Directors authorised in that behalf and shall be deposited with the Secretary not later than twenty-four hours before the time for holding the Meeting. No member shall hold more than two proxies.

The Returning Officer shall be the Secretary or Executive Officer

By-Laws and Ethics

28. The power of making new By-laws and the altering, amending or rescinding of any existing By-law shall be vested in the Executive Committee and such power may be exercised from time to time as occasion may require. No new By-law, addition, amendment or alteration shall be made unless one calendar month's notice thereof shall have been given in writing to Members.