



## **Maroubra & Districts Chamber of Commerce CONSTITUTION & RULES**

### **NAME**

1. The name of the Association is The Maroubra & Districts Chamber of Commerce.

### **OFFICE**

2. The office of the Association shall be at.c/- Futurekids 3/166 Maroubra Road, Maroabra 2035 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 MAROUBRA & DISTRICTS and surrounding regions.
  - b) To consider all questions connected with such trade, commerce and transport manufacturers and industries.
  - c) To promote support or oppose legislative measures affecting such trade, commerce, transport, manufacturers and industries.
  - d) To collect and circulate statistics and other information relating to such trade, commerce, transport, manufacturers and industries.
  - e) To undertake the settlement by arbitration of disputes arising out of trade, commerce, transport, manufacturers 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 the same.
  - i) To erect maintain improve or alter any building for the purpose 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 moneys of the Association not immediately required upon such securities and in such a 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 or the conduct of its affairs.
  - m) To raise money by subscription and to grant any rights and privileges to subscribers.
  - n) To do all such thing as may be conducive to the extension of trade, commerce, transport, manufacturers and industries or incidental to the attainment of the above objectives

## **MEMBERSHIP**

4. The Foundation members of the Association shall be the persons, firms or companies entered in the Register of the members on the 13th day of June 1995.
5. Any person, firm or company engaged in commerce, trade, services, industry or manufacture shall be eligible to make application for membership.
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 therefor.

## **SUBSCRIPTIONS**

7. The annual subscription payable by members of the Association shall be \$50.00 or such other sums as the Executive Committee may from time to time determine. The annual subscription shall be payable in the first month of each financial year, provided that 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 of the annual subscription.
8. In determining the annual subscription the Executive Committee may prescribe differing levels of fees for members of differing classes and sizes.
9. The Association's financial year shall be from the first day of July to 30<sup>th</sup> 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% of the appropriate annual subscription in any one financial year) on members of the Association. Notice of intention to impose such a levy shall be given in writing to all members of the Association with the Notice convening the General Meeting.

## **REGISTER**

11. The Association shall cause to be kept a Register of its members and therein shall be entered the following particulars:
  - (i) Name, address and business classification of each member
  - (ii) Date entered in the Register
  - (iii) Name of representative appointed to attend meetings and vote on behalf of the firm or company.

## **TERMINATION OF MEMBERSHIP**

12. The Association shall have the 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 and 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 first 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 but the Executive Committee shall have 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 member firm or company may be suspended or terminated by resolution carried by a majority of two-thirds of the votes recorded in respect of same at a general or special meeting.

## **FUNDS**

15. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in the memorandum of association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise whatsoever to the members of the Association. Provided that nothing herein shall prevent the payment in good faith of remuneration to officers or servants or persons employed by the Association or to any member of the Association or to any member or person for services rendered to the Association.
16. Every member of the Association undertakes to contribute to the assets of the Association in the event of same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities the Association contracted before the time at which he ceases to be a member and of the costs and 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 paid or distributed among such institutions having objects similar to the objects 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 and Secretary and not less than one and not more than four members of the Association and the immediate Past President who shall be ex officio a member of the Executive Committee for the twelve months following his/her 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 three shall be a quorum. A member of the Executive Committee shall 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 a member.
  - c) upon his absence from three 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 Chairman 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 power as they shall think necessary. The President and Secretary shall ex officio be members of all sub-committees.

## **ELECTION OF EXECUTIVE COMMITTEE**

20. The President, Vice-President, Treasurer and Members of the Executive Committee shall be elected by a simple majority ballot at the Annual General Meetings. The Executive Committee shall hold office until the next Annual General Meeting when they shall retire but shall be eligible for re-election. Any casual vacancy may be filled by the Executive Committee.

## **TREASURER**

21. The Treasurer shall keep such books of accounts as may be necessary to constitute a true and fair record of the financial position and operations of the 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 of the thirtieth day of June immediately preceding the day of the meeting and a profit and loss account for the financial year ended, both duly audited.

## **MEETINGS**

23. There shall be at 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 meetings. 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 the Special General Meetings shall be given to members. The Executive Committee shall hold its meetings at intervals of no 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 days' notice in writing of such meeting shall be given to members.
25. The President or, in his/her absence, the Vice-President shall preside at all meetings of the Association. If at any meeting neither President nor Vice-President be present within fifteen minutes of the appointed starting time, the meeting shall appoint a Chairman 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 Chairman 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 Chairman of the meeting. Any two of the President, Vice-President, Treasurer and Secretary jointly are empowered to operate any banking, investment or deposit accounts of the 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 company by a duly appointed representative. 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 of 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. 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 Returning Officer shall be the Secretary.

## **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 calender month's notice thereof shall have been given in writing to members.

## **COMMON SEAL**

29. The common seal of the Association shall be kept in the custody of the Public Officer.
30. The common seal shall not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the common seal shall be attested by the signatures of any two of the President, Vice-President, Treasurer and Secretary.

## **CUSTODY AND INSPECTION OF BOOKS ETC.**

31. Except as otherwise provided by these rules, the Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association
32. The records, books and other documents of the Association shall be open to inspection free of charge, by a member of the Association at any reasonable hour.

**NOTE:** **The Maroubra & Districts Chamber of Commerce Incorporated** was incorporated under the *Associations Incorporation Act 1984* on the twenty-fifth day of October 1995 – Registered No: Y2281823. This is a scanned and re-formatted copy of the original Constitution and Rules held by the Registry of Co-Operatives & Associations, with minor spelling and typing corrections.