



Loxton District
Chamber of Commerce

CONSTITUTION

Adopted: September 7, 2015.

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1. NAME

The name of the incorporated association is LOXTON DISTRICT CHAMBER OF COMMERCE INCORPORATED referred to in this Constitution as “the Chamber”.

2. OBJECTS

The objects of the Chamber shall be to:

- 2.1 promote the Loxton district as a location for the development of new business and industry to bring additional investment, expertise and employment to benefit the community;
- 2.2 promote strategic partnerships and networking for the benefit of Chamber members;
- 2.3 promote and support activities and schemes that develop a greater awareness and understanding of business and industries and commercial opportunities in the Loxton district;
- 2.4 assist members of the Chamber in sourcing relevant information and training opportunities;
- 2.5 promote economic development in South Australia through the promotion of industry, trade and commerce in South Australia, particularly through the Loxton district;
- 2.6 enhance the capability of the Chamber to further the interests and meet objectives of the members;
- 2.7 affiliate with or otherwise collaborate with or support associations or institutions which, in the opinion of the Executive Committee, have objects consistent with the objects of the Chamber;
- 2.8 promote the commercial hub of Loxton to encourage its use by residents, visitors and the broader community in general;
- 2.9 advocate on behalf of members with regard to legislated or other measures impacting on the Loxton business community; and
- 2.10 to collect, collate and circulate statistical and other information of commercial relevance to the members.

3. MINIMUM NUMBER OF MEMBERS

The Chamber must have at least 20 financial members.

4. DEFINITIONS

- 4.1 Chair means the person for the time being chairing a meeting of the Chamber and who is appointed for that purpose in accordance with the relevant provisions of this Constitution.
- 4.2 Executive Committee means the office bearers and committee members provided for at sub-clause 16.2a. of this Constitution.

- 4.3 Executive Officer means the principal officer employed by the Chamber to support the members of the Executive Committee and to undertake such other functions as may be determined by the Executive Committee from time to time.
- 4.4 Financial year means 1 July to 30 June in the year following.
- 4.5 Loxton District means the geographic area covered by the postcodes 5311, 5331, 5332 and 5333.
- 4.6 Members means all financial members whose name is recorded in the Members' Register.
- 4.7 Qualified persons means members complying with the requirements of sub-clause 17.4.
- 4.8 Special resolution means a motion passed by at least a two-thirds majority of those in attendance and eligible to vote at a general meeting of the Chamber.

5. POWERS OF THE CHAMBER

The Chamber shall have such powers as are necessary and incidental to carrying out its objects.

6. EFFECT OF CONSTITUTION

Members acknowledge and agree that this Constitution forms a contract between each of them and the Chamber and that they are bound by this Constitution and any bylaws issued under this Constitution as may be promulgated from time to time.

7. INCONSISTENCY BETWEEN CONSTITUTION AND ACT

If there is any inconsistency between this Constitution and the Act, the Act shall prevail.

8. ALTERING THE CONSTITUTION

This Constitution may only be amended by special resolution of the members present and voting at any general meeting duly convened for that purpose.

9. MEMBERSHIP

9.1 Eligibility

Membership of the Chamber is open to:

- a. natural persons over the age of 18 ordinarily resident in the Loxton District who conduct business either as a sole trader, trust or a partnership in the Loxton District;
- b. incorporated entities which conduct business in the Loxton District;

- c. educational institutions located within the Loxton District; and
- d. any committees established by the District Council of Loxton Waikerie pursuant to Section 41 of the *Local Government Act 1999*.

9.2 Application

- a. An application for membership must be on the form prescribed from time to time by the Executive Committee, signed by the applicant and lodged with the Executive Officer.
- b. The Executive Committee shall consider any application referred to it by the Executive Officer and shall accept or reject the application at its next ordinary meeting.

9.3 Discretion to accept or reject application

- a. The Executive Committee may at its discretion provide reasons in writing the withholding approval of any application.
- b. Where the Executive Committee rejects an application, the applicant may appeal against the decision by giving notice to the Secretary within fourteen (14) days after being advised of the decision.
- c. If an applicant gives notice of an appeal under subclause 9.3(b) above, the Executive Committee must consider the appeal at its next ordinary meeting following receipt of the notice of appeal.
- d. If after considering the appeal the Executive Committee reaffirms its decision to reject the application, its decision shall be final.

9.4 Membership Fee

- a. If an application for membership is approved by the Executive Committee, the applicant becomes a member on payment of the membership fee.
- b. Each member must pay the annual membership fee to the Treasurer or Executive Officer by the first day of each financial year or any other date as determined by the Executive Committee from time to time.
- c. The membership fees shall be determined by the Executive Committee.
- d. The Executive Committee may at its discretion agree to approve an application for membership upon payment of a pro rata annual membership fee.
- e. Membership fees are non-refundable.

9.5 **Renewal**

Members must renew their membership annually in accordance with the by-laws.

9.6 **Cessation of membership.**

A member shall cease to be a member if:

- a. being a natural person he/she becomes bankrupt or avails himself/herself in any way of the provision of the Bankruptcy Act;
- b. being a body corporate it becomes subject to administration or receivership, or is wound up in accordance with the Corporations Law;
- c. notice of resignation is given in writing to the Secretary or another Executive Committee member;
- d. a member is expelled in the manner provided in clause 14.1 of this Constitution; or
- e. payment of the membership fee remains outstanding for three (3) months after the due date, unless the Executive Committee determines otherwise.

Any person whose membership has ceased shall be eligible to be re-admitted, at the discretion of the Executive Committee, on such terms as may be determined by the said committee.

10. **RIGHTS OF MEMBERS**

- a. Membership rights may only be exercised after the member's name is entered in the register of members.
- b. Each member, or in the case of a body corporate, its nominee, is entitled to one vote at general meetings of the Chamber.
- c. Each member, or in the case of a body corporate, its nominee, is entitled to stand for and be elected to the Executive Committee.
- d. The members are entitled to all benefits, advantages, privileges and services as set out in the membership prospectus and published from time to time.
- e. The members are entitled to inspect:
 - i. the Constitution and bylaws;
 - ii. minutes of general meetings;
 - iii. minutes of executive meetings;
 - iv. annual reports and annual financial reports; and
 - v. subject to clause 14.3, the Register of members.
- f. Membership of the Chamber is not transferrable.

11. RAISING GRIEVANCES AND COMPLAINTS

11.1 The grievance procedure set out in this rule applies to disputes under this Constitution between:

- a. a member and another member; or
- b. a member and the Chamber.

11.2 The parties to the dispute must meet within 14 days after the dispute is notified to the Executive Officer who will notify the parties of a time and venue at which the parties are to meet with a view to discussing and resolving the dispute.

11.3 The Executive Committee may prescribe additional grievance procedures in by-laws consistent with this clause.

12. DISCIPLINE OF A MEMBER

12.1 The Executive Committee may commence or cause to be commenced disciplinary proceedings against any member who has allegedly:

- a. breached, failed, refused or neglected to comply with a provision of this Constitution, the by-laws or any resolution or determination of the Chamber at a general meeting;
- b. acted in a manner unbecoming of a member, or prejudicial to the object of the Chamber; or
- c. otherwise brought the Chamber into disrepute.

12.2 That all members will be subject to and will submit unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Chamber as set out in the by-laws.

13. DISCONTINUANCE OF A MEMBER

13.1 Discontinuance for Breach

- a. Membership of the Chamber may be discontinued at the discretion of the Executive Committee upon breach by a member of any clause of this Constitution including, but not limited to, the failure to pay any monies owed to the Chamber, failure to comply with the by-laws or any resolutions or determinations made or passed by the Chamber at a general meeting, or as a result of the outcome of disciplinary proceedings as brought about by clause 12 above.
- b. A member's membership shall not be discontinued by the Executive Committee under this clause without the Executive Committee first giving the subject member an opportunity to explain and/or to rectify the alleged breach.
- c. Where a member fails, in the Executive Committee's view, to adequately explain and/or rectify a breach, that member's membership shall be discontinued by the Executive Committee giving written notice to the member.

- d. The register shall be amended to reflect any discontinuance of membership under this clause as soon as practicable.

13.2 Member to re-apply

A member whose membership has ceased under clause 13 above:

- a. may seek renewal or re-apply for membership after the commencement of the next following membership year; and
- b. may be re-admitted at the discretion of the Executive Committee on such conditions, if any, as it deems appropriate.

13.3 Forfeiture of rights

A member who ceases to be a member, for whatever reason, shall forfeit all membership rights and entitlements and shall not thereafter use any intellectual property of the Chamber. Any Chamber documents or records in the possession, custody or control of that member shall be returned to the Executive Officer forthwith.

14. REGISTER OF MEMBERS

14.1 The Chamber, by its Secretary, shall keep and maintain a register of members that contains as a minimum:

- a. the business name, address, telephone and or email contact of each member; and
- b. the date on which the member was admitted to the chamber.

14.2 Members shall provide notice of any change of their contact details to the Secretary within one month of such change.

14.3 Inspection of register

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the register, excluding the address or other direct contact details of any member, shall be available for inspection (but not copying) by members, upon reasonable notice.

14.4 Use of register

Subject to the Act, confidentiality considerations and privacy laws, the register may be used to further the objects of the Chamber, in such a manner as the Executive Committee considers appropriate.

15. LEVIES

- 15.1 If, at any time, the Executive Committee is of the opinion that the current income of the Chamber is, or is likely to be, insufficient to meet its expenses in the then current or any future financial year, the Executive Committee may convene a general meeting for the purpose of recommending a levy on members. The notice convening the general meeting must contain particulars of the motion to be put to the general meeting.
- 15.2 If the general meeting resolves to impose a levy (whether as recommended by the Executive Committee or otherwise), each member must pay the levy within 30 days after the member receives an invoice for the levy.
- 15.3 Not more than one levy shall be made in any one financial year and shall not exceed the then current annual membership fee.

16. EXECUTIVE COMMITTEE

16.1 Role and Powers

The affairs and business of the Chamber shall be managed by or under the direction of an Executive Committee. The Executive Committee shall:

- a. exercise all the powers of the Chamber except those matters that this Constitution requires the Chamber to determine through a general meeting;
- b. have the power to make by-laws for carrying out the objects of the Chamber;
- c. employ, contract and appoint such persons as in the opinion of the committee are necessary for carrying out the objects of the Chamber;
- d. admit members to the Chamber in accordance with this Constitution;
- e. determine an annual budget and manage and control funds in accordance with the objects of the Chamber; and
- f. undertake such tasks as may be delegated to it by a general meeting.

16.2 Composition of Executive Committee

- a. The Executive Committee shall consist of:
 - 1) President;
 - 2) Vice-President;
 - 3) Secretary;
 - 4) Treasurer; and
 - 5) Five (5) ordinary Committee members.

- b. The President may allocate portfolios to any of the five ordinary Committee members and shall appoint any member of the Executive Committee to be the Public Officer.

16.3 Eligibility of Executive Committee members

- a. An Executive Committee member must be a member of the Chamber.
- b. Committee members must be elected to the Committee at an annual general meeting or appointed under clause 16.10.

16.4 Nominations for election to Executive Committee

Nominations must be:

- a. in writing;
- b. on the prescribed form (if any) provided for that purpose;
- c. signed by any two Chamber members;
- d. accepted by the nominee; and
- e. delivered to the Secretary not less than seven (7) days before the date fixed for the annual general meeting.

16.5 Retirement of Executive Committee members

- a. At the first annual general meeting after establishment, the positions of President, Assistant Treasurer, Secretary and two ordinary committee members elected will hold office until the conclusion of the second (2nd) annual general meeting after their election, unless the member vacates the office under clause 16.10 or is removed under clause 16.8.
- b. At the first annual general meeting after establishment, the remaining positions of Vice-President, Treasurer and two ordinary committee members elected will hold office until the conclusion of the first (1st) annual general meeting after their election, unless the member vacates the office under clause 16.10 or is removed under clause 16.8.
- c. Thereafter, all Committee members will hold their positions until the conclusion of the second (2nd) annual general meeting after their election unless the member vacates the office under clause 16.10 or is removed under clause 16.8.
- d. The President of the outgoing Committee must preside at the annual general meeting until a member is elected as new President.
- e. Outgoing Committee members may offer themselves for re-election and serve consecutive terms on the Executive Committee.

16.6 Election by default

- a. If the number of nominations received is equal to or fewer than the number of vacancies on the Executive Committee to be filled, then, provided that they are approved by the majority of members present and entitled to vote, those nominees shall be declared to be duly elected.
- b. If there are insufficient nominations received to fill all vacancies on the Executive Committee, or if there is a shortfall because a nominee is not approved by the majority of members as provided for under this clause, then all of the unfilled positions will be deemed to be casual vacancies for the purposes of clause 16.10 below.

16.7 Election by ballot

- a. If the number of nominations exceeds the number of vacancies to be filled on the Executive Committee, voting papers shall be prepared containing the names of the candidates for each vacancy on the Executive Committee.
- b. The members chosen by ballot must be declared by the President to be duly elected as members of the Executive Committee.

16.8 Vacating office

The position of a committee member becomes vacant if the member:

- a. is disqualified from being a Committee member under section 30 of the Act;
- b. resigns by giving written notice to the Committee;
- c. dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
- d. becomes bankrupt or personally insolvent; or
- e. the committee member fails to attend 3 consecutive meetings of the Executive Committee without leave of the Committee.

16.9 Term of elected Executive members

Members of the Executive Committee elected under clause 16.6 or 16.7 shall be elected for a term of two years. Subject to provisions in this Constitution relating to resignation or removal of Executive Committee Members, elected Committee members shall remain in the position from the conclusion of the annual general meeting at which the election occurred until the conclusion of the second following annual general meeting.

16.10 Filling casual vacancy on Executive Committee

- a. Any casual vacancies arising on the Executive Committee may be filled by majority vote of the remaining Executive Committee members from amongst appropriately qualified persons.
- b. Any casual vacancy may only be filled for the balance of the term created by the vacancy.

16.11 Executive Committee may act to constitute a quorum

In the event of a casual vacancy or vacancies arising on the Executive Committee, the remaining Executive Committee members may continue to act on behalf of the Chamber. However, if the number of remaining Executive Committee members is not sufficient to constitute a quorum at a meeting of the Executive Committee they may act only for the purpose of increasing the number of Executive Committee members to a number sufficient to constitute a quorum.

17. MEETINGS OF THE EXECUTIVE COMMITTEE

17.1 Executive Committee to meet

- a. The Executive Committee shall meet every other month alternating with the Chamber's general meetings.
- b. Not less than seven (7) days written notice of the meeting of the Executive Committee shall be given by the Secretary to each Executive Committee member. The agenda shall be forwarded by the Secretary to each Executive Committee member no less than three (3) days prior to the meeting.
- c. The President, or 2 other Executive Committee members, may at any time convene an ad hoc meeting of the Executive Committee on not less than twenty-four (24) hours' notice to all Executive Committee members.
- d. The Secretary, in consultation with the President (or the proposed chair of the meeting if not to be chaired by the President) shall be responsible for recording and keeping safe the minutes of all Executive Committee meetings, including a record of all resolutions passed by the Executive Committee.

17.2 Decisions of the Executive Committee

- a. Subject to this Constitution, questions arising at any meeting of the Executive Committee shall be decided by a majority of votes and a determination of a majority of Executive Committee members shall for all purposes be deemed a determination of the Executive Committee. All Executive Committee members shall have one vote on any question. Where voting is equal, the chair for that meeting may exercise a casting vote. If the chair does not exercise a casting vote, the motion will be lost.

- b. Members may pass a resolution without an Executive Committee meeting in the form of an electronic transmission if all Committee members entitled to vote do so in writing. This shall be as valid and effectual as if it had been passed at an Executive Committee meeting duly convened and held, if the wording of the resolution and statement is identical in each copy.

17.3 Quorum

At meetings of the Executive Committee the number of Committee members whose presence is required to constitute a quorum is five (5), provided that at least one of them is the President or Vice-president.

17.4 President

- a. The President must preside at all general meetings and Executive Committee meetings.
- b. If the President is absent from a meeting, the Vice-President must preside at the meeting.
- c. If the President and the Vice-President are both absent, the presiding member for that meeting must be:
 - i. a member elected by the other members present if it is a general meeting; or
 - ii. in the case of an Executive Committee meeting, a member of the Executive Committee elected by the other Executive Committee members present.

17.5 President authorised to act on behalf of the Executive Committee

Where sound management practice requires a timely decision be taken on behalf of the Chamber and it is not practicable to defer the issue(s) until the next Executive Committee meeting, the President may exercise the powers of the Executive Committee, provided that all such decisions are tabled and ratified at the next meeting of the Executive Committee.

17.6 Representation

The President may act as spokesperson on behalf of the Chamber unless an alternative spokesperson has been appointed by the Executive Committee. The spokesperson may only comment on matters previously considered by the Chamber or Executive Committee.

17.7 Conflict of interest

An Executive Committee member shall declare his interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. He shall, unless otherwise determined by the

Executive Committee, absent himself from discussions of such matters and shall not be entitled to vote in respect of such matters. If the said Executive Committee member casts a vote, his vote shall be invalid. In the event of any uncertainty as to whether it is necessary for an Executive Committee member to absent himself from discussions and refrain from voting, the issue should be immediately determined by a vote of the Executive Committee. If this is not possible, the matter giving rise to the uncertainty shall be adjourned or deferred.

17.8 Disclosure of interest

- a. The nature of the interest of an Executive Committee member must be declared at the meeting of the Executive Committee at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the Executive Committee at its next meeting. If an Executive Committee member becomes interested in a matter after it has been acted on, the declaration of the interest must be made at the first meeting of the Executive Committee held after the interest arises.
- b. All disclosed interests must also be disclosed at each annual general meeting in accordance with the Act.

17.9 General Disclosure

A general notice stating that an Executive Committee member is a member of any specified firm or company and that he has an actual or potential interest in any transactions between the Chamber and that firm or company, is sufficient declaration under clause 17.6. After the distribution of the general notice, it is not necessary for the Executive Committee member to give a special notice regarding any particular transaction with that firm or company.

17.10 Recording disclosures

Any declaration made, any disclosure, or any general notice given by an Executive Committee member in accordance with clauses 17.7, 17.8 and/or 17.9 must be recorded in the minutes of the relevant meeting.

17.11 Funds and accounts

- a. The Executive Committee, acting through the Treasurer, shall maintain an account with an authorised deposit-taking institution into which all of the Chamber's revenue is deposited and from which all expenditure of the Chamber is paid.
- b. All funds paid into the Chamber must be deposited within five (5) working days of receipt.
- c. For the periods 30 September, 31 December, 31 March and 30 June of each year, the Treasurer shall table a profit and loss statement

(including bank reconciliation and summary of debtors and creditors) at the next following scheduled general and/or executive meeting.

- d. The Treasurer shall at the request of the President or at least 3 other Executive Committee members, at any time, table a profit and loss statement (including bank reconciliation and summary of debtors and creditors) at the next following Executive Committee meeting.
- e. Subject to any restrictions imposed by resolution at a general meeting, the Executive Committee may approve expenditure on behalf of the Chamber in accordance with an annual budget.

18. ORDINARY GENERAL MEETINGS

There shall be convened an ordinary general meeting of the members no less often than once every 2 months.

18.1 Purpose

The purpose of an ordinary general meeting shall be to inform the membership of the business of the Chamber as conducted by the Executive Committee and, where appropriate, to approve and/or ratify decision of the Executive Committee.

18.2 Notice of Meeting

- a. Notice shall be given to every member by the Secretary at least 7 days prior to each meeting. Notices shall be sent to the address appearing in the Chamber's register.
- b. A notice of an ordinary general meeting shall specify the place, day and hour of the meeting and shall state the business to be transacted at the meeting.

18.3 Quorum

No business shall be transacted at any ordinary general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for ordinary general meetings of the Chamber shall be 10 members eligible to vote including the Executive Committee.

18.4 Adjournment of meeting

- a. If within half an hour from the time appointed for the ordinary general meeting a quorum is not present, the meeting shall be adjourned until the same day in the next week at the same time and place or to a date, time or place determined by the chair of that meeting. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- b. The chair of the meeting may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. No

business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- c. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- d. Except as provided in subclause 18.5(a) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

18.5 Members entitled to vote

Subject to clause 18.6 below and clause 10 above, each member has one vote on any question to be determined by resolution at an ordinary general meeting.

18.6 Voting procedure

At any ordinary general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- a. the chair of the meeting; or
- b. a simple majority of members present.

18.7 Chair may exercise casting vote

Where voting at general meetings is equal, the chair of the meeting may exercise a casting vote. If the chair does not exercise a casting vote, the motion will be lost.

18.8 Recording of determinations

Unless a poll is demanded under clause 18.9 the chair's declaration shall be conclusive evidence of the result of a resolution decided by a show of hands. The result of the resolution must be recorded by the Secretary in the minutes.

18.9 Where poll demanded

- a. If a poll is duly demanded under clause 18.6 it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chair of the meeting directs.
- b. The chair shall appoint two scrutineers. The Secretary shall distribute voting slips to the members present who shall record their vote thereon for or against and shall hand the said slips to the scrutineers, who shall certify to the chair the result of the poll.

- c. The result of the poll shall be the resolution of the meeting and shall be recorded by the Secretary in the minutes.

18.10 Proxy voting

Proxy voting shall not be permitted at any general meeting.

19. NOTICES OF MOTION

Members entitled to vote may submit notices of motion for inclusion as general business at an ordinary general meeting. All notices of motion must be submitted in writing to the Secretary no less than fourteen (14) days (excluding delivery date and meeting date) prior to the general meeting.

20. ANNUAL GENERAL MEETING

The Chamber's AGM shall be held in accordance with the Act and this Constitution on a date and at a venue determined by the Executive Committee but no later than three (3) months after the end of the Chamber's financial year.

20.1 Notice of AGM

- a. Notice shall be given to every member by the Secretary. Notices shall be sent to the address appearing in the Chamber's register.
- b. A notice of AGM shall specify the place, day and hour of the meeting and shall state the business to be transacted at the meeting.
- c. The notice will be sent to those members entitled to receive it at least twenty one (21) days prior to an ordinary general meeting.

20.2 Order of business

The order of business at each AGM shall be as follows:

- a. tabling and consideration of the annual financial reports;
- b. tabling and consideration of the President's annual report;
- c. appointment/re-appointment of the Chamber's auditor for the following year; and
- d. election of the Executive Committee comprising:
 - i. President;
 - ii. Vice-President;
 - iii. Secretary;
 - iv. Treasurer; and
 - v. Five (5) ordinary Committee members.

No business other than that provided for on the agenda for an Annual General Meeting shall be transacted at that meeting.

21. SEAL

21.1 The Chamber shall have a seal upon which its corporate name shall appear in legible characters, to be retained for safe-keeping by the Secretary.

21.2 The seal shall not be used without the express authorisation of the Executive Committee. Every use of the seal shall be recorded in the Chamber's minutes. Two Executive Committee members including at least one of either the Chairperson, Vice-chairperson, Secretary or Treasurer must witness every use of the seal.

22. RECORDS AND ACCOUNTS

22.1 Records

The Chamber, by its Secretary, shall establish and maintain proper records and minutes concerning all of its transactions, business, meetings, correspondence and dealings (including those of the Executive Committee). These shall be produced as appropriate at each Executive Committee or general meeting and the Chamber shall retain such records for seven years after the completion of the transactions or operations to which they relate.

22.2 Financial records kept in accordance with the Act

The Chamber, by its Treasurer, shall keep proper accounting and other financial records in accordance with the Act. The Chamber shall retain such records for seven years after the completion of the transactions or operations to which they relate.

22.3 Accounts conclusive

The statements of account, when approved or adopted by an AGM, shall be conclusive except when errors have been discovered within three months after such approval or adoption.

22.4 Negotiable instruments

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Chamber, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised Executive Committee members, or in such other manner as the Executive Committee determines.

23. AUDITOR

23.1 A properly qualified auditor or auditors shall be appointed by the Chamber in a general meeting. The auditor's duties shall be regulated in

accordance with the Act. If no relevant provisions exist under the Act the duties shall be regulated in accordance with the Corporations Act 2001 (Clth) and generally accepted principles and/or any applicable code of conduct. The auditor may be removed by the Chamber in a general meeting.

23.2 The accounts of the Chamber shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each financial year.

24. APPLICATION OF INCOME

24.1 The income and property of the Chamber shall be applied solely towards the promotion of the objects of the Chamber.

24.2 Except as prescribed in this Constitution or the Act:

- a. no portion of the income or property of the Chamber shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any member; and
- b. no remuneration or other benefit in money or money's worth shall be paid or given by the Chamber to any member who holds any office of the Chamber.

24.3 Payment in good faith of or to any member can be made for:

- a. any approved services actually rendered to the Chamber whether as an employee, Executive Committee member or otherwise;
- b. any goods supplied to the Chamber in the ordinary and usual course of operation;
- c. interest on money borrowed from any member;
- d. rent for premises demised or let by any member to the Chamber; and
- e. any approved out-of-pocket expenses incurred by a member on behalf of the Chamber.

Nothing in clauses 24.2 and 24.3 shall preclude such payments provided they do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

25. WINDING UP

25.1 Any decision by the Chamber for winding up must be by special resolution of the membership.

25.2 Subject to this Constitution the Chamber may be wound up in accordance with the Act.

25.3 The liability of the members of the Chamber is limited.

25.4 Every member undertakes to contribute to the assets of the Chamber in the event of it being wound up while a member, or within one year after ceasing to be a member, for payment of the debts and liabilities of the Chamber contracted before the time at which they ceased to be a member and towards the costs, charges and expenses of winding up the Chamber, such an amount not exceeding one dollar (\$1.00).

26. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Chamber there remains, after satisfaction of all its debts and liabilities, any assets or property, they shall not be paid to or distributed among the members. Instead, the assets or property shall be given or transferred to another organisation(s) that has objects similar to those of the Chamber. Such an organisation(s) must constitutionally prohibit the distribution of its income and property amongst its members to an extent at least as great as that imposed on the Chamber by this Constitution. The recipient organisation(s) is to be determined by the members in a general meeting at or before the time of dissolution of the Chamber. In default thereof, the decision is to be made by a judge of the Supreme Court of South Australia or any other court as may have, or shall acquire jurisdiction in the matter.

27. BY-LAWS

27.1 Executive Committee to formulate by-laws

The Executive Committee may formulate, adopt, promulgate, interpret and amend by-laws for the proper advancement, management and administration of the Chamber and the advancement of the objects of the Chamber. Such by-laws must be consistent with the Constitution and any policies promulgated by the Executive Committee.

27.2 By-laws binding

The by-laws are binding on the Chamber and all members.

27.3 Bulletins notifications binding on members

Amendments, alterations, interpretations or other changes to by-laws shall be advised to members by means of bulletins approved by the Executive Committee and prepared and issued by the Chamber. The Chamber through its Executive Officer shall take reasonable steps to distribute information in the bulletins to all members, whereupon such notifications shall be binding on the members.

28. NOTICE

- 28.1 Notices may be given by the Chamber to any member entitled under this Constitution to receive such notice. The notice may be sent by pre-paid post, facsimile transmission or, where available, by electronic mail to the member's registered address or facsimile number or electronic mail address.
- 28.2 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three days after posting.
- 28.3 Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- 28.4 Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected the next business day after it was sent.

29. INDEMNITY

- 29.1 Every Executive Committee member and employee of the Chamber will be indemnified out of the property and assets of the Chamber against any liability incurred by them in their capacity as Executive Committee member or employee in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted, or in connection with any application in relation to any such proceedings in which relief is granted by the Court.
- 29.2 The Chamber shall indemnify its Executive Committee members and employees against all damages and losses (including legal costs) for which any such Executive Committee member or employee may be or become liable to any third party in consequence of any act or omission, except in the case of gross negligence or wilful misconduct on the part of the Executive Committee member or employee:
- a. in the case of an Executive Committee member, performed or made while acting on behalf of and with the authority, express or implied, of the Chamber; and
 - b. in the case of an employee, performed or made in the course of, and within the scope of, their employment by the Chamber.
- 29.3 The Chamber shall by its Secretary take out and maintain liability insurance cover for its Executive Committee members and employees.

30. AUTHORITY TO TRADE

The Chamber is authorised to trade in accordance with the Act.