

**ASSOCIATIONS INCORPORATION ACT
RULES OF THE SHEPPARTON CHAMBER OF COMMERCE**

1. The name of the incorporated association is Shepparton Chamber of Commerce and Industry Incorporated (in these rules called “the Chamber”).

2. INTERPRETATION

(1) In these rules, unless the contrary intention appears:

- a) “Chamber” means the above named Incorporated Association.
“Board” means the Board of Management of the Chamber.
“Financial year” means the year ending on 30th June.
“General Meeting” means a general meeting of members convened in accordance with Rule 10.
“Member” means a member of the Chamber.
“Board Member” means a member of the Board who is not an officer of the Chamber under Rule 13
“The Act” means the Associations Incorporation Act 1981.
“The Regulations” means regulations under the Act.

b) Any reference to a person shall include a corporation, firm, partnership and institution and words importing the singular number shall include the plural and words importing the masculine gender shall include the feminine and neuter genders and vice versa respectively.

(2) In these rules, a reference to the Secretary of the Chamber is a reference:

- a) Where a person holds office under these rules as Secretary/Executive Officer of the Chamber – to that person; and
- b) In any other case, to the Public Office of the Chamber.

(3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

3. MEMBERSHIP

(1) Every person who at the adoption of these rules was a member of the Chamber shall continue to be a member.

(2) A person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Chamber on payment of the annual subscription payable under these rules. All classes of membership of the Chamber are open to persons of either sex.

(3) The Membership of the Chamber shall be classified as set out hereunder:-

- a) Honorary Life Members – The Board at its discretion, may appoint as an honorary life member any member who has given outstanding service to the Chamber, in consideration of the valuable services rendered by him or her to the Chamber. Every Honorary Life Member shall be entitled to all the rights and privileges of membership during his or her life without any further payment, annual or otherwise.
- b) Constituent Members – being those members who are firms, partnerships, corporations or institutions.
- c) Ordinary Members – shall be all members other than Honorary Life Members or Constituent Members. Ordinary Members will not have voting rights at Annual or Special General Meetings.

- (4) Subject to the provisions of sub-clause (3), a person who is not a member of the Chamber at the time of the Incorporation of the Chamber (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership:
 - a) Unless they are nominated as provided in sub-clause (5); and
 - b) Their admission as a member is approved by the Board.
- (5) A nomination of a person for membership of the Chamber (except for Honorary Life Membership):
 - a) Shall be made in writing by completing the Membership Application Form - see Appendix 1; and
 - b) Shall be lodged with the Secretary of the Chamber.
- (6) As soon as is practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Board. Subject to the provisions of sub-clause (3) upon a nomination being referred to the Board by the Secretary, the Board shall determine whether to approve or to reject the nomination.
- (7) Upon a nomination being approved by the Board, the Secretary shall, with as little delay as possible, notify the nominee in writing that they are approved for membership of the Chamber and request payment within the period of 28 days after receipt of the notification of the sum payable under these rules as the first year's annual subscription.
- (8) The Secretary shall, upon payment of the annual membership fee, enter the nominee's name in the register of members kept by the Secretary and, upon the name being so entered, the nominee becomes a member of the Chamber.
- (9) A right, privilege, or obligation of a person by reason of their membership of the Chamber:
 - a) Is not capable of being transferred or transmitted to another person;
 - b) Terminates upon the cessation of their membership, whether by death, resignation or otherwise.
- (10) No person shall be entitled under these rules to derive any profit benefit or advantage from the Chamber which is not shared equally by every member, save as provided in Clause 24 of these rules.

4. ENTRANCE FEE AND ANNUAL SUBSCRIPTION

- (1) The entrance fee shall be fixed from time to time by the Board.
- (2) The annual membership fee shall be fixed from time to time by the Board.

The membership fee shall be paid within 28 days of the invoice being issued.

- (3) Any member who shall fail to pay their membership fee within 28 days after it has become due for payment shall forfeit all membership rights until payment is made.

5. REGISTER OF MEMBERS

The Secretary shall keep and maintain a register of members in which shall be entered the full name, address, category of membership and date of entry of the name of each member and the register of members shall be available for inspection by members at the address of the Public Officer.

6. RESIGNATION OF A MEMBER

- (1) A member of the Chamber who has paid all moneys due and payable by them to the Chamber may resign from the Chamber by first giving one month's notice in writing to the Secretary of their intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- (2) Upon the expiration of a notice given under sub-clause (1), the Secretary shall make in the register of members an entry recording the date of which the member by whom the notice was given, ceased to be a member.
- (3) Upon resignation, a member will forfeit the right of reimbursement of membership fees.

7. DISCIPLINE OF MEMBERS

- (1) Subject to these rules, the Board may by resolution:
 - a) Expel a member from the Chamber;
 - b) Suspend a member from membership of the Chamber for a specified period; or
 - c) Fine a member in accordance with The Regulations, if the Board is of the opinion that the member –
 - i) Has refused or neglected to comply with these rules; or
 - ii) Has been guilty of conduct unbecoming a member or prejudicial to the interests of the Chamber.
- (2) A resolution of the Board under sub-clause (1):
 - a) Does not take effect unless the Board, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (3), confirms that resolution in accordance with this clause; and
 - b) Where the member exercises a right of appeal to the Chamber under this clause does not take effect unless the Chamber confirms the resolution in accordance with this clause.
- (3) Where the Board passes a resolution under sub-clause (1), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:
 - a) Setting out the resolution of the Board and the grounds on which it is based;
 - b) Stating that the member may address the Board at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - c) Stating the date, place and time of that meeting;
 - d) Informing the member that they may do one or more of the following –
 - i) Attend that meeting;
 - ii) Give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
 - iii) Not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that they wish to appeal to the Chamber in a general meeting against the resolution.
- (4) At a meeting of the Board held in accordance with sub-clause (2), the Board:
 - a) Shall give to the member an opportunity to be heard;
 - b) Shall give due consideration to any written statement submitted by the member; and
 - c) Shall by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Secretary receives a notice under sub-clause (3), the Secretary shall notify the Board and the Board shall convene a special general meeting of the Chamber to be held within 21 days after the date on which the Secretary received the notice.

- (6) At a special general meeting of the Chamber convened under sub-clause (5):
- a) No business other than the question of the appeal shall be transacted;
 - b) The Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - c) The member shall be given an opportunity to be heard; and
 - d) The members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at the special general meeting:
- a) Two-thirds of such members as, being entitled to do so, vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - b) In any other case, the resolution is revoked.

8. DISPUTES AND MEDIATION

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between –
- a) a member and another member; or
 - b) a member and the Chamber.
- (2) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all 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 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 Board of the Chamber, or
 - ii) in the case of a dispute between a member and the Chamber, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Chamber 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; and
 - 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) 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.

9. ANNUAL GENERAL MEETING

- (1) The Chamber shall, between 1st July and 30th September of each year, convene an Annual General Meeting of its members.
- (2) The Annual General Meeting shall be specified as such in the notice convening it.
- (3) The ordinary business of the Annual General Meeting shall be:
 - a) To confirm the minutes of the preceding Annual General Meeting and of any general meeting held since that meeting;
 - b) To receive from the Board, reports upon the transactions of the Chamber during the last preceding financial year;
 - c) To elect the members of the Board; and
 - d) To receive and consider the statement submitted by the Chamber in accordance with section 30(3) of the Act;
 - e) The appointment of an auditor.
- (4) The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- (5) The Annual General Meeting shall be in addition to any other special general meetings that may be held in the same year.

10. SPECIAL GENERAL MEETINGS

All general meetings other than the Annual General Meeting shall be called special general meetings.

- (1) The Board may, whenever it thinks fit, convene a special general meeting of the Chamber.
- (2) The Board shall, on the requisition in writing of fifteen members, convene a special general meeting.
- (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (4) The Chamber Secretary shall, at least 14 days before the date fixed for holding a Special General Meeting of the Chamber, cause to be sent to each member of the Chamber by electronic mail [email], fax or postage to the address appearing in the register of members, a notice stating the place, date and time of the meeting and nature of the business to be transacted at the meeting. No business other than set out in the notice convening the meeting shall be transacted at the meeting.
- (5) If the Board does not cause a special general meeting to be held within twenty-one days after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 2 months after that date.
- (6) A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Chamber to the persons incurring the expenses.

11. PROCEEDINGS AT MEETINGS

- (1) All business that is transacted at a special general meeting and all business that is transacted at the Annual General Meeting, with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting, shall be deemed to be special business.
- (2) No item of business shall be transacted at a special general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) Eight members personally present (being members entitled under these rules to vote at a general meeting and/or a special general meeting) constitute a quorum for the transaction of the business of a special general meeting.
- (4) If within half an hour after the appointed time for the commencement of a special general meeting, a quorum is not present, the meeting if convened upon requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time, and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place. If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than eight) the motion will be lost.
- (5) The President or the Vice President shall preside as chairperson at each special general meeting of the Chamber.
- (6) If the President and the Vice-President are absent from a special general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.
- (7) The Chairperson of a special general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (8) Where a meeting is adjourned 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the special general meeting.
- (9) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (10) A question arising at a special general meeting of the Chamber shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority of the Chamber will constitute evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (11) Upon any question arising at a special general meeting of the Chamber, a member has one vote only.
- (12) All votes shall be given personally or by proxy or, in the case of a constituent member, by **their** duly authorised representative.
- (13) In the case of equality of voting on a question, the Chairperson of the meeting shall not be entitled to exercise a second or casting vote.
- (14) If at a meeting a poll on any question is demanded by not less than five members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

- (15) A poll that is deemed on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.
- (16) A member is not entitled to vote at any special general meeting unless all moneys due and payable by them to the Chamber have been paid.
- (17) Each member shall be entitled to appoint another member as their proxy by notice in writing to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (18) The notice appointing the proxy shall be in the form set out in Appendix 2.

12. BOARD OF MANAGEMENT

- (1) The affairs of the Chamber shall be managed by a Board of Management constituted as provided herein.
- (2) Subject to Section 23 of the Act, the Board shall consist of nine members who shall be elected at the Annual General Meeting of the Chamber in each year.
- (3) Each member of the Board shall, subject to these rules, hold office until the Annual General Meeting next after the date of their election or appointment but is eligible for re-election. Subject to these rules a board member elected as an office bearer of the association as per clause 14(1) shall hold office until the second Annual general meeting after there date of election as an office bearer.
- (4) In the event of a casual vacancy occurring in the office of a general member of the Board, the Board may appoint a member of the Chamber to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of their appointment.

13. ELECTION OF BOARD

- (1) Nominations of candidates for election as members of the Board:
 - a) Shall be made in writing, signed by two members of the Chamber and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - b) Shall be delivered to the Secretary of the Chamber not less than 2 days before the date fixed for the holding of the Annual General Meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of members of the Board shall be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.
- (6) If two or more candidates obtain an equal number of votes, the Chairperson of the meeting shall not have a second or casting vote.

14. PROCEDURE OF BOARD

- (1) At the first Board meeting following each Annual General Meeting the elected members of the Board shall:

Elect, from amongst its members, persons to fill the following offices:

President
Vice President
Secretary
Treasurer

Each of such office bearers, when elected, shall be entitled to hold office until the conclusion of the second Annual General Meeting after election, when each such office bearer shall retire, or until such office bearer ceased to be a member of the Board, whichever occurs the sooner. The Board shall have the power at any time, and from time to time, to appoint a member of the Board to fill any casual vacancy occurring among the office bearers. The Board may, by a resolution passed by a majority of not less than one half of the members of the Board for the time being, remove any office bearer before the expiration of their period of office and appoint another member of the Board in their stead.

- a) Where the Board has employed a Executive Officer, that Officer shall, in addition to their duties as Officer, adopt the position and duties of Secretary as detailed in these rules, and the position of Secretary shall be excluded from the Board elections at clause 14(1).
- (2) The Board shall meet at least three times in each year and at such place and such times as the Board may determine.
- (3) Any five members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (4) No business shall be transacted unless a quorum is present and, if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week.
- (5) At meetings of the Board:
- a) The President or in their absence the Vice-President shall preside; or
- b) If the President and the Vice-President are absent, such one of the remaining members of the Board as may be chosen by the members present, shall preside.
- (6) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (7) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of equality of votes on any question, the person presiding may not exercise a second or casting vote.
- (8) At the completion of each Board meeting, the date, time and place of the next Board meeting shall be fixed and no further notice shall be required to be given to any member of the Board save that in the case of any special Board meeting, written notice of such meeting shall be served on each member of the Board by delivering it to them at a reasonable time for the meeting by electronic mail [email], fax or by sending it by pre-paid post addressed to the member at their registered address as noted in the register of members. at least two business days before the date of the meeting.
- (9) Subject to sub-clause (5) the Board may act notwithstanding any vacancy on the Board.

15. SPECIAL MEETINGS OF THE BOARD

- (1) Special meetings of the Board may be convened by the President or by any five of the members of the Board.
- (2) Notice shall be given to members of the Board of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (3) Procedures at special board meetings will be in accordance with Clause 14.

16. VACANCY OF BOARD MEMBERSHIP

For the purposes of these rules, the office of an officer of the Chamber or of a general member of the Board becomes vacant if the officer or member:

- (1) Ceases to be a member of the Chamber;
- (2) Becomes an insolvent under administration within the meaning of ASIC; or
- (3) Resigns their office by notice in writing given to the Secretary.

17. POWERS OF THE BOARD

The Board:

- (1) May, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Chamber other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Chamber; and
- (2) Subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Board to be essential for the proper management and control of the business and affairs of the Chamber.
- (3) May delegate any of its powers to a sub-committee comprising such members as the Board shall consider appropriate; any sub-committee so formed shall in the exercise of its powers so delegated conform to any regulations that may be imposed on it by the Board. A Board Member must be nominated to chair each sub-committee. The Board may at any time, and in its absolute discretion, revoke any such delegation or appointment.
- (4) May make such regulations or by-laws as may from time to time be deemed necessary for the proper management of the Chamber, provided always that any such regulation or by-law shall not be inconsistent with these rules and may be disallowed by the Chamber in general meeting.
- (5) May, as it determines appropriate, employ staff or engage contractors to undertake duties directly related to the pursuit of the Chamber's goals and objectives.
- (6) Where an executive officer is employed, the Board shall determine the duties, responsibilities and authorities of the executive officer. The executive officer shall report to and take direction only from the Board.

18. DUTIES OF SECRETARY

- (1) The Secretary of the Chamber shall keep minutes of the resolutions and proceedings of each special general meeting, annual general meeting and board meetings.

- (2) A register of members of the Chamber for the time being shall be kept by the Secretary on the Chamber premises, and such register of members shall set forth in full the names and addresses of all members of the Chamber, the date of the latest payment of each member of their subscription and the category of membership of each member.
- (3) Shall collect and receive all monies due to the Chamber and make all payments authorised by the Chamber.

19. DUTIES OF TREASURER

- (1) The Treasurer of the Chamber:
 - a) Shall keep correct accounts and books showing the financial affairs of the Chamber with full details of all receipts and expenditure connected with the activities of the Chamber, and shall submit a written financial statement at each Board Meeting.
 - b) Shall present an audited statement pursuant to Section 30 (3) of the Act at the Annual General Meeting.
- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

20. REMOVAL OF BOARD MEMBER

- (1) The Chamber in a special general meeting may by resolution, remove any member of the Board before the expiration of their term of office and appoint another member in their stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or President of the Chamber (not exceeding a reasonable length) and requests that they be notified to the members of the Chamber, the Secretary or the President may send a copy of the representations to each member of the Chamber or, if they are not so sent, the member may require that they be read out at the meeting.
- (3) Should any member of the Board absent themselves from three consecutive Board meetings without leave, their seat may be declared vacant by the Board which may however in its discretion reinstate such member. The Board may, on application by a member thereof, grant leave of absence to such member for such a period as it shall think fit.

21. CHEQUES

All cheques, drafts, bills of exchange, promissary notes and other negotiable instruments shall be signed by any two Officers of the Chamber, as nominated by the Board.

22. ALTERATION OF RULES AND STATEMENT OF PURPOSES

These rules and the statement of purposes of the Chamber shall not be altered except in accordance with the Act.

23. NOTICES

- (1) A notice may be served by or on behalf of the Chamber upon any member either personally or by sending it by electronic mail, fax or post to the member at their address as shown in the register of members.
- (2) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

24. CUSTODY OF BOOKS

Except as otherwise provided in these rules the Secretary shall keep in their custody or under their control all electronic data, books, documents and securities of the Chamber.

25. DISPOSAL OF ASSETS

- (1) The income and property of the Chamber shall be used and applied solely in promotion of its purposes and the exercise of its powers set out herein, and no proportion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Chamber provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advanced by them to the Chamber, or otherwise owing by the Chamber to them or of remuneration to any officers or servants of the Chamber or to any member of the Chamber or other person, in return for any services actually rendered to the Chamber and provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Chamber or reasonable and proper rent for the premises, demised or let to the Chamber or the provisions of services to a member to which they would be entitled in accordance with the purposes if they were not a member.
- (2) If the Chamber shall be wound up in accordance with provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property, whatsoever, the same shall be given or transferred to some other institution or institution having purposes similar to the purposes of the Chamber, and which prohibits the distribution of its other income and property amongst its or their members to an extent at least as great as is imposed on the Chamber under or by virtue of this rule such institution or institutions to be determined in accordance with a special resolution of the members of the Chamber or in the absence of a special resolution of the members by the Registrar.

26. SOURCE OF FUNDS

The funds of the Chamber shall be derived from annual subscriptions, donations and such other sources as the Board determines.

27. ACQUIRING VICTORIAN BUSINESS NAMES FOR PROMOTION AND MARKETING PURPOSES

The Chamber will, as determined by a majority vote of the Board of Management, be eligible to acquire Victorian Business Names (or trading names) to be used in conjunction with the official association name, for promotional and branding and marketing purposes, pursuant to the objectives of the Chamber.