

WAGGA WAGGA
**BUSINESS
CHAMBER**

CONSTITUTION

Adopted 2018

STATEMENT OF OBJECTS

NAME

The name of the Chamber is “Wagga Wagga Business Chamber” (“the Chamber”).

OBJECTS

The objects of the Chamber are:

1. To provide a united and cohesive voice on behalf of the members of the Chamber in representing the needs and opinions of those members to any Government (whether federal, State or local), statutory authority or instrumentality, organisation or association;
2. To collaborate in and implement action strategies for the marketing and promotion for Wagga Wagga;
3. To encourage cooperation between the members of the Chamber and businesses trades industries and professions carried on in Wagga Wagga;
4. To provide facilities and means for exchange of views between the members of the Chamber and to encourage agreement and cooperation between the members of the Chamber on all matters of common interest;
5. To obtain appropriate insurance for the protection of the members, office-bearers, board members, employees, servants and agents of the Chamber;
6. To realise opportunities for greater efficiency in service delivery where appropriate through effective management of human, financial and capital resources; and
7. To do all such lawful things as are incidental or conducive to the fulfilment of the aforementioned objects or any of them.

PART 1: PRELIMINARY

INTERPRETATION

1. (1) In these rules, except in so far as the context or subject matter otherwise indicates or requires

“Commissioner” means the Commissioner of the Office of Fair Trading

“member” means a person whose name is recorded in the register of members;

“ordinary member” means a member of the Board who is not an office bearer of the Chamber, as referred to in rule 13(2);

“person” means a natural person, an incorporated association, a registered company or a registered cooperative;

“representative” means a natural person appointed in writing by a member as their representative in accordance with this Constitution;

“secretary” means:

- (a) the person holding office under these rules as secretary of the Chamber

“special general meeting” means a general meeting of the Chamber other than annual general meeting.

(2) In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty;
 - (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty
 - (c) a reference to “writing” or “written” includes electronic communications, including email; and
- (3) The provisions of the Interpretation Act, 1987, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act or relevant equivalent legislation.

PART II: MEMBERSHIP

MEMBERSHIP QUALIFICATIONS

2. A person is qualified to be a member of the Chamber if, but only if:

- (a) the person is not otherwise prohibited by law to be a member, and the person,
 - (i) has been nominated for membership of the Chamber as provided by rule 3; and
 - (ii) has been approved for membership of the Chamber by the Board of the Chamber.

REPRESENTATIVES OF MEMBERS

2A. (1) Membership is open to individual natural persons, partnerships, incorporated associations, bodies corporate, companies or a registered co-operative;

(2) Members, other than individual natural persons, shall appoint a natural person, being a partner, director or officer of that member or such other person who may be approved by the Board, to represent the member in all matters incidental to the business of the Chamber involving or requiring the presence of a member, the exercise of a vote under this Constitution or otherwise. The appointment of any such natural person may be revoked by notice in writing to the secretary and any substituted appointment of another suitably qualified natural person may be made;

(3) A member is bound by any representative appointed in all matters and things for which the representative is appointed under this Constitution to act and the

opinion of the Board on the scope of authority of the representative is final and conclusive; and

- (4) A representative may not be appointed a representative for more than one member. Any such appointment is invalid.

NOMINATION FOR MEMBERSHIP

3. (1) A nomination of a person for membership of the Chamber:

- (a) shall be made by a member of the Chamber in writing;
- (b) shall be lodged, together with the membership admission fee and annual subscription, with the secretary of the Chamber;

(2) As soon as practicable after receiving a nomination for membership and amounts payable for the membership admission fee and annual subscription, the secretary shall refer the nomination to the Board which shall determine whether to approve or to reject the nomination. Until such time as the Board has made its determination, the applicant for membership may be treated as a member for the purpose of any Chamber events, but will not be treated as a member for the purpose of:

- (a) voting at any general, special or other meeting of the Chamber, the Board or sub-committee, or
- (b) standing for election as a member of the Board or office bearer of the Chamber.

(3) If the nomination for membership is rejected, the secretary shall refund to the applicant the membership admission fee and annual subscription amount lodged pursuant to clause 3 (1) (b); and

(4) The secretary shall, following the approval referred to in clause (3), enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the Chamber.

CESSATION OF MEMBERSHIP

4. A person ceases to be a member of the Chamber if the person:

- (a) dies;
- (b) resigns that membership;
- (c) is expelled from the Chamber;
- (d) fails to pay their membership subscription within 90 days of its due date; or
- (e) is placed into administration.

MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

5. A right, privilege or obligation which a person has by reason of being a member of the Chamber, except a right exercised by proxy voting:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon cessation of the person's membership.

RESIGNATION OF MEMBERSHIP

6. (1) A member of the Chamber who has paid all amounts payable by the member to the Chamber in respects of the member's membership may resign from membership of the Chamber by first giving notice (being not less than 1 month or not less than such other period as the Board may determine) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member;
- (2) Where a member of the Chamber ceases to be a member, and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member; and
- (3) A member remains liable for any membership fees, dues, or subscriptions that are due and payable by them prior to the acceptance of the resignation of membership.

REGISTER OF MEMBERS

7. (1) The Secretary of the Chamber shall establish and maintain a register of members of the Chamber specifying the name and contact details of each person who is a member of the Chamber together with the date on which the person became a member; and
- (2) The register of members shall be kept at the principal place of administration of the Chamber and shall be open for inspection, free of charge, by any member of the Chamber at any reasonable hour.

FEES AND SUBSCRIPTIONS

8. (1) A member of the Chamber shall pay to the Chamber an annual membership fee to be determined by the Board annually on the anniversary of the commencement of their membership; and
- (2) Any amount paid on admission to membership or as an annual membership fee is not refundable.

MEMBERS' LIABILITIES

9. The liability of a member of the Chamber to contribute towards the payment of the debts and liabilities of the Chamber or the cost, charges and expenses of the

winding up of the Chamber is limited to the amount, if any, unpaid by the member in respect of membership of the Chamber as required by rule 8.

DISCIPLINING OF MEMBERS

10.(1) Where the Board is of the opinion that a member of the Chamber:

- (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Chamber,

Then the Board may, by resolution:

- (c) expel the member from the Chamber; or
- (d) suspend the member from membership of the Chamber for a specified period.

(2) A resolution of the Board under clause (1) is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause (3), confirms the resolution in accordance with this rule;

(3) Where the Board passes a resolution under clause (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member, with the following inclusions:

- (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 days and not later than 28 days after service of the notice;
- (c) stating the date, place and time of that meeting; and
- (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting; and
 - (ii) submit to the Board at or prior to the date of that meeting written representations relating to the resolution.

(4) At the meeting of the Board held as referred to in clause (10.3), the Board shall:

- (a) give to the member an opportunity to make oral representations;
- (b) give due consideration to any written representations submitted to the Board by the member at or prior to the meeting; and
- (c) by resolution determine whether to confirm or to revoke the resolution.

(5) Where the Board confirms a resolution under clause (4), the secretary shall,

within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under rule 11.

- (6) A resolution confirmed by the Board under clause (4) does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal, unless and until the Chamber confirms the resolution pursuant to rule 11(4).

RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 11.(1) A member may appeal to the Chamber in general meeting against a resolution of the Board which is confirmed under rule 10(4), within 7 days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect;
- (2) Upon receipt of a notice from a member under clause (1), the secretary shall notify the Board which shall convene a general meeting of the Chamber to be held within 21 days after the date on which the secretary received the notice;
- (3) At a general meeting of the Chamber convened under clause (2),
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the Board and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If at the general meeting the Chamber passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

11A. Internal Disputes

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the [Community Justice Centres Act 1983](#), or equivalent legislation; and
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration, as determined by the Board. Costs are to be met equally by the disputing members.

PART III: POWERS OF THE BOARD

12. The Board shall be called the Board of the Chamber and, subject to any provision

at law, and these rules, and to any resolution passed by the Chamber in general meeting:

- (a) shall control and manage the affairs of the Chamber;
- (b) may exercise all such functions as may be exercised by the Chamber other than those functions that are required by these rules to be exercised by a general meeting of members of the Chamber; and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Chamber.

CONSTITUTION AND MEMBERSHIP

13.(1) Board members, subject to any contrary requirement at law, shall be:

- (a) the office bearers of the Chamber; and
- (b) up to 9 ordinary members, each of whom shall be elected at the annual general meeting of the Chamber pursuant to rule 14.

(2) The office-bearers of the Chamber shall be:

- (a) the President;
- (b) the Vice President;
- (c) the Treasurer.

(3) Each member of the Board shall, subject to these rules, hold office until the conclusion of the annual general meeting two years after the date of the member's election. All members will be eligible for re-election.

(4) Office bearers shall be elected by the board at the first available opportunity after the Annual General Meeting and hold position until the following Annual General Meeting. All Office Bearers will be eligible for re-election and the process for election will be determined at the meeting;

(5) In the event of a casual vacancy occurring in the membership 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 in the year following the date of the appointment.

QUALIFICATION TO STAND AS A BOARD MEMBER

13.A A person is not eligible:

- (a) to stand for election to the Board of the Chamber, or
- (b) be appointed to the Board to fill a casual vacancy

Unless they are a natural person and a member of the Chamber or a representative of a member duly appointed in accordance with this Constitution.

ELECTION OF MEMBERS

14. Nominations of candidates for election as ordinary members of the Board;

- (a) shall be made in writing, signed by 2 members of the Chamber and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
- (b) shall be delivered to the secretary of the Chamber not less than 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place;
- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidate's nominations shall be deemed to be elected and further nominations shall be received at the annual general meeting;
- (3) If insufficient further nominations are received any vacant positions remaining on the Board shall be deemed to be casual vacancies;
- (4) 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;
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held;
- (6) The ballot for the election of ordinary members of the Board shall be conducted at the annual general meeting in such usual and proper manner as the Board may direct;
- (7) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for election to another office of the same election. Notwithstanding any other provision herein a member shall not be nominated for or elected to the Board of the incorporated Chamber unless they are a natural person; and
- (8) Any financial member regardless of membership class, may nominate and may duly be appointed, to the Board, in accordance with this constitution.

14. A. Postal Ballots

- (1) Postal Ballots for any election of Board is not permitted, unless the Board unanimously votes that postal ballots can apply for a particular election

SECRETARY

- 15. (1)** The secretary of the Chamber shall, as soon as practicable after being appointed as secretary, lodge notice with the Chamber of his or her address.

- (2) It is the duty of the secretary to keep minutes of:
- (a) all appointments of office-bearers and members of the Board;
 - (b) the names of members of the Board present at a Board meeting of a general meeting; and
 - (c) all proceedings at Board meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

TREASURER

16. It is the duty of the treasurer of the Chamber to ensure that:

- (a) all money due to the Chamber is collected and received and that all payments authorised by the Chamber are made;
- (b) correct books and accounts are kept showing the financial affairs of the Chamber including full details of all receipts and expenditure connected with the activities of the Chamber; and
- (c) An audit is carried out on the records of the Chamber if required by law within three months of the end of the financial year.

CASUAL VACANCIES

17. For the purposes of these rules, a casual vacancy in the office of a member of the Board occurs if the member:

- (a) dies;
- (b) ceases to be a member of the Chamber;
- (c) is placed under administration;
- (d) resigns office by notice in writing given to the secretary;
- (e) is removed from office under rule 18;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) is absent without the consent of the Board for three consecutive meetings of the Board.

For the purpose of this rule, consent must be sought and granted before any relevant absence.

REMOVAL OF A MEMBER

- 18.(1) The Chamber in a general meeting may by special resolution remove any member of the Board from office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed; and
- (2) Where a member of the Board to whom a proposed resolution referred to in clause (1) makes representations in writing to the secretary or president and requests that the representations 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 this does not occur the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

MEETINGS AND QUORUM

- 19.(1) The Board shall meet at least 3 times in each period of 12 months at such place and time as the Board may determine;
- (2) Additional meetings of the Board may be convened by the president or by any member of the Board;
- (3) Written notice of a meeting of the Board shall be given to each member of the Board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting;
- (4) Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business;
- (5) Any five (5) members of the Board constitute a quorum for the transaction of the business of a meeting of the Board;
- (6) No business shall be transacted by the Board 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 stands adjourned to the same place and at the same hour of the same day in the following week; and
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

DELEGATION BY BOARD TO SUB-COMMITTEE

20. (1) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Chamber as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
- (a) this power of delegation; and

- (b) a function which is a duty imposed on the Board according to law
- (2) A function the exercise of which has been delegated to a subcommittee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under the section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would if it had been done or suffered by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

VOTING AND DECISIONS

- 21.(1) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined by a majority of the votes of members of the Board or sub-committee present at the meeting; and
- (2) Each member present at a meeting of the Board or of any subcommittee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) At the meeting or sub-committee of the Board:
 - a. the president or, in the president's absence, the vice-president shall preside; or
 - b. if the president and the vice-president are absent or unwilling to act such one of the remaining members of the Board as may be chosen by the members present at the meeting shall preside.
- (4) Subject to rule 19(5), the Board may act notwithstanding any vacancy on the Board.
- (5) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

PART IV: GENERAL MEETINGS

ANNUAL GENERAL MEETINGS – HOLDING OF

22. (1) The Chamber shall, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the Chamber, convene an annual general meeting of its members.

ANNUAL GENERAL MEETINGS – CALLING OF and BUSINESS AT

23.(1) The annual general meeting of the Chamber shall, subject to Law and to rule 22, be convened on such date and at such place and time as the Board thinks fit.

(2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be

(a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;

(b) to receive from the Board reports upon the activities of the Chamber during the last preceding financial year; and

(3) An annual general meeting shall be specified as such in the notice convening it.

SPECIAL GENERAL MEETINGS – CALLING OF

24. (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 not less than 5 per cent of the total number of members, convene a special general meeting of the Chamber.

(3) A requisition of members for a special general meeting:

a. shall state the purpose or purposes of the meeting;

b. shall be signed by the members making the requisitions;

c. shall be lodged with the secretary; and

d. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

(4) If the Board fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

(6) A special general meeting convened by a member or members as referred to

in clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

NOTICE

- 25.** (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Chamber, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by prepaid post or email to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting;
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Chamber, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution;
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 23(2); and
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

PROCEDURE

- 26.** (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item;
- (2) Eight (8) members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting;
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place; and
- (4) If at the adjourned meeting a 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 5) shall constitute a quorum.

PRESIDING MEMBER

27. (1) The president or, in the president's absence, the vice-president, shall preside as chairperson at each general meeting of the Chamber.
- (2) If the president and the vice-president are absent from a general meeting or unwilling to act, the president or the vice-president may appoint a board member as the chairperson of the general meeting.

ADJOURNMENT

28. (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at 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;
- (2) Where a general meeting is adjourned for 14 days or more, the secretary shall give written notice of the adjourned meeting to each member of the Chamber stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting; and
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

MAKING OF DECISIONS

29. (1) A question arising at a 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 or lost, an entry to that effect in the minute book of the Chamber, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution;
- (2) At a general meeting of the Chamber, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting;
- (3) Where a poll is demanded at a general meeting, the poll shall be taken:
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be resolution of the meeting on that matter.

SPECIAL RESOLUTION

30. (1) A resolution of the Chamber is a special resolution if:

- (a) it is passed by a majority which comprises not less than three quarters of such members of the Chamber as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- (b) where it is made to appear to the Commissioner that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) – the resolution is passed in a manner specified by the Commissioner.

VOTING

31. (1) Upon any question arising at a general meeting of the Chamber a member has one vote only;

- (2) All votes shall be given personally or by proxy but no member may hold more than 5 proxies;
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote;
- (4) A member or proxy is not entitled to vote at any general meeting of the Chamber unless all money due and payable by the member or proxy to the Chamber has been paid, other than the amount of the actual subscription payable in respect of the then current year; and
- (5) A vote of an incorporated association, a registered company, or a registered co-operative may be cast by a duly appointed delegate representing that interest.

APPOINTMENT OF PROXIES

32. (1) Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed;

- (2) The notice appointing the proxy shall be in the form set out in Appendix 2 to these rules; and.
- (3) For the avoidance of doubt, a representative is not empowered to appoint a proxy on a member's behalf, but they may vote at any meeting on behalf of the member on whose behalf they are a representative without the need to be appointed as a proxy.

PART V: MISCELLANEOUS

INSURANCE

- 33** (1) The Chamber shall effect and maintain insurance according to law; and
- (2) In addition to the insurance required under clause (1), the Chamber may effect and maintain other insurance.

FUNDS: SOURCE

- 34.** (1) The funds of the Chamber shall be derived from entrance fees and annual subscriptions of members and sponsors, donations and other sources as the Board determines; and
- (2) All money received by the Chamber shall be deposited as soon as practicable and without deduction to the credit of the Chamber's bank account; and
- (3) The Chamber shall, as soon as practicable after receiving any money, issue an appropriate receipt.

FUNDS – MANAGEMENT

- 35.** (1) Subject to any resolution passed by the Chamber in general meeting, the funds of the Chamber shall be used in pursuance of the objects of the Chamber in such manner as the Board determines; and
- (2) All cheques, draft, bills of exchange, promissory notes and other negotiable instruments shall be authorised by any two members of the Board or employees of the Chamber, being members or employees authorised to do so by the Board.

ALTERATION OF OBJECTS AND RULES

- 36.** (1) The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Chamber.

CUSTODY OF BOOKS

- 38.** (1) 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 Chamber.

INSPECTION OF BOOKS

- 39.** (1) The records, books and other documents of the Chamber shall be open to inspection, free of charge, by a member of the Chamber at any reasonable hour.

SERVICE OF NOTICES

- 40.** (1) For the purpose of these rules, a notice may be served by or on behalf of the Chamber upon any member either personally or by sending it by post or email to the member at the member's contact details shown in the register of members;
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person or sending by email a letter containing the document, the documents shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post; and
- (3) If upon the winding up or dissolution of the Chamber, 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 Chamber but to some other Chamber or Chambers in Wagga Wagga having objects similar or in part similar to the objects of the Chamber or alternately to such Charitable Organisation or Organisations as the Board shall decide.

FINANCIAL YEAR

- 41.** (1) Each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

NOT FOR PROFIT CLAUSE

- 43.** (1) The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.