



**DUNSBOROUGH / YALLINGUP
CHAMBER OF COMMERCE & INDUSTRY
Incorporated**

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**DUNSBOROUGH / YALLINGUP CHAMBER OF COMMERCE AND INUSTRY
Incorporated
CONSTITUTION**

1. NAME OF THE ASSOCIATION:

The name of the Association is the DUNSBOROUGH/YALLINGUP CHAMBER OF COMMERCE & INDUSTRY Incorporated.

2. DEFINITION:

In these rules, unless the contrary intention appears –

“Executive Committee Meeting” means meeting referred to in Rule 15 (1)

“Executive Committee Member” means person referred to in paragraph (a), (b), (c), (d) or (a) of Rule 10 (1).

“Financial Year” has the meaning given by section 3 (1) of the Act, a reference in that section to:

(a) “an incorporated association” or “the association” being construed as a reference to the Association; and

(b) “the committee” being construed as a reference to the Executive Committee;

“General Meeting” means meeting convened under Rule 16;

“Member” means member of the Association.

“Ordinary Resolution” has the meaning given by Section 24 of the Act;

“the Act” means the Associations Incorporation Act 1987;

“the Association” means the Association referred to in Rule 1

“the President” means –

(a) in relation to the proceedings at an Executive Committee Meeting or General Meeting, the person presiding at the Executive Committee Meeting or General Meeting in accordance with Rule 11;

Or

(b) otherwise then, in relation to the proceedings referred to in paragraph (a), the person referred to in Rule 10 (1) (a) or, if that person is unable to perform his or her functions, the Vice President ;

“the Executive Committee” means the Committee of Management of the Association referred to in Rule 10 (1)

“the Secretary” means the Secretary referred to in Rule 10 (1) (c);

“the Treasurer” means the Treasurer referred to in Rule 10 (1) (d);

“the Vice-President” means the Vice-President referred to in Rule 10 (1) (b);

The word “firm” wherever herein appearing shall include sole persons when carrying on in business alone, whether under his or her own name or a business name, business partnerships,

company, discretionary and unit trust and all other entities or quasi-entities used for the purpose of owning or operating any business or profession.

3. OBJECTS OF THE ASSOCIATION:

(1) The objects of the Association are:

- a) To organise, associate, gather and foster co-operation amongst Members of the Chamber.
- b) To promote and further the interests of the Chamber.
- c) To constitute Advisory Committee or bodies for the purpose of advising and conferring with the Parliament, Government Authorities, Public Bodies or any other body, group or person in relation to all aspects of the Chamber and any other matters ancillary thereto, to ascertain the opinions, needs and desires to, and to represent members and their interests at any meeting or conference with the Parliament, Government, Authorities, Public Bodies, and other bodies, groups or persons.
- d) To promote, support or oppose legislation or other measures affecting or likely to affect the Chamber and for such purpose to petition Parliament or the Government or take such other steps and proceedings as may be deemed expedient and to affect improvements in administration of all Authorities whose power, functions or duties affect the Trade.
- e) To collect, collate and circulate statistics and other information relating to the Chamber and matters ancillary thereto as may be.
- f) To encourage and promote the investigation, discovery and dissemination of information, inventions and discoveries of all kinds likely to be valuable in connection with the Chamber.
- g) To improve and elevate general knowledge of Members in connection with their businesses and with a view thereto to provide for the delivery of lectures, the holding of classes and other like means of disseminating knowledge.
- h) To assist members and facilitate the giving of assistance by Members to each other in the performance of their business.
- i) To employ officers and employees and pay them salaries, wages, gratitude and pensions.
- j) To make Regulations and By-Laws not inconsistent with this Constitution, for the conduct and guidance of Members and the carrying out of the objects of the Chamber.
- k) To enforce the observance of Rules, Regulations and By-Laws made pursuant thereto and to that and to impose such sanctions as may be deemed necessary or expedient.
- l) To form a code of practice whereby the transaction of business relating to the aforesaid matters may be simplified or facilitated.
- m) To do all such lawful things as may be incidental to the attainment of the aforesaid objects.

(2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

4. POWERS OF ASSOCIATION:

The powers conferred on the Association by Section 13 of the Act are subject to the following additions, exclusions or modifications:

5. QUALIFICATION OF MEMBERSHIP OF THE ASSOCIATION:

(1) Membership of the Association is open to any person or firm who has business interests in the Dunsborough/Yallingup region.

(2) A person or firm who wishes to become a Member shall:

- (a) Apply for membership to the Executive Committee in writing:
 - i) Signed by that person or firm and by both of the Members referred to in paragraph (b); and
 - ii) In such form as the Executive Committee from time to time directs, and
 - (b) Be proposed by one Member and seconded by another Member.
- (3) The Executive Committee members shall consider each application made under subrule (2) at an Executive Committee Meeting and shall at the Executive Committee Meeting or a subsequent Executive Committee Meeting accept or reject that application.
- (4) Life Member is a person who has given distinguished service over a period of years to the Chamber and shall, following a resolution of the Executive Committee and approved at an Annual General Meeting, be accorded the distinction of Life Membership. A Life Member shall not be liable for payment of future subscriptions, but shall be entitled to vote as a member.

6. REGISTER OF MEMBERS OF ASSOCIATION:

- (1) The Secretary shall on behalf of the Association keep and maintain the register of Members in accordance with section 27 of the Act, and that register shall be kept and maintained at his or her place of residence.
- (2) The Secretary shall cause the name of a person who dies or who ceases to be a member under rule 7 (3), 8(1) or 9 to be deleted from the register of members referred to in subrule (1).

7. SUBSCRIPTIONS OF MEMBERS:

- (1) The members shall from time to time at a general meeting determine the amount of the subscription to be paid by each member.
- (2) Each member shall pay to the Treasurer, annually on or before 1 March or such other dates as the Executive Committee from time to time determines, the amount of the subscription determined under subrule (1).
- (3) Subject to subrule (4), a member whose subscription is not paid within 3-months after the relevant date fixed by or under subclause (2) ceases on the expiry of that period to be a member, unless the Executive Committee decides otherwise.
- (4) A member is a financial member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under subrule (2) or within 2 months thereafter.

8. RESIGNATION OF MEMBERS OF THE ASSOCIATION:

- (1) A member who delivers notice in writing of his or her resignation from the Association to the Secretary or another Executive Committee member ceases on that delivery to be a member.
- (2) A person who ceases to be a member under subrule (1) remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

9. EXPULSION OF MEMBERS:

- (1) If the Executive Committee considers that a member should be expelled from the membership of the Association because of his or her conduct detrimental to the interests of the Association, the Executive Committee shall communicate, either orally or in writing to the member:
 - a) Notice of the proposed expulsion and of the time, date and place of the Executive Committee meeting at which the question of that expulsion will be decided; and

- b) Particulars of that conduct,
not less than 14-days before the date of the Executive Committee meeting referred to in paragraph (a).
- (2) At the Executive Committee meeting referred to in a notice communicated under subrule (1), the Executive Committee, may having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Executive Committee, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not so to expel that member.
- (3) Subject to subrule (5), a member who is expelled under subrule (2) from membership of the Association ceases to be a member 14-days after the day of which the decision so to expel his or her is communicated to his or her under subrule (2).
- (4) A member who is expelled under subrule (2) from membership of the Association shall, if he or she wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within the period of 14-days referred to in subrule (3).
- (5) When notice is given under subrule (4) –
 - (a) The Association in a general meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representation in writing to, the Association in the general meeting, confirm or set aside the decision of the Executive Committee to expel that member; and
 - (b) The member who gave that notice does not cease to be a member unless and until the decision of the Executive Committee to expel him or her is confirmed under this subrule.

10. COMMITTEE OF MANAGEMENT:

- (1) The affairs of the Association shall be managed exclusively by an Executive Committee of Management consisting of:
 - (a) A President
 - (b) A Vice-President
 - (c) A Secretary
 - (d) A Treasurer
 - (e) And four (4) other persons;
all of whom shall be members of the Association elected to membership of that Executive Committee at an Annual General Meeting or appointed under subrule 10. (5)).
All positions of office shall be elected at the Annual General Meeting; if no nominations for office are received at the Annual General Meeting then positions of office will be elected at the next Executive Committee meeting from the Executive Committee members.
- (2) A person who is eligible for election of re-election under this rule may at the Annual General Meeting concerned –
 - (a) Propose or second himself or herself for election or re-election; and
 - (b) Vote for himself or herself.
- (3) The Secretary shall ensure that notice of all persons seeking election to membership of the Executive Committee is given to all members when notice is given to those members of the calling of the Annual General Meeting at which that election is to be held.
- (4) If the number of persons nominated for election to membership of the Executive Committee does not exceed the number of vacancies in that membership to be filled –
 - (a) The Secretary shall report accordingly to; and
 - (b) The President shall declare those persons to be duly elected as members of the Executive Committee at,
the Annual General Meeting concerned.

- (5) When a casual vacancy within the meaning of rule 14 occurs in the membership of the Executive Committee –
 - (a) The Executive Committee may appoint a member to fill that vacancy;
and
 - (b) A member appointed under this subrule shall –
 - i) Hold office until the commencement of; and
 - ii) Be eligible for election to membership of the Executive Committee at, the next following Annual General Meeting.

11. PRESIDENT:

- (1) Subject to this rule, the President shall preside at all general meetings and Executive Committee meetings.
- (2) In the event of the absence from –
 - (a) A general meeting of –
 - i) the President , the Vice-President ; or
 - ii) both the President and the Vice-President , a member elected by the other members present at the general meeting; OR
 - (b) An Executive Committee meeting of –
 - i) the President , the Vice-President ; or
 - ii) both the President and the Vice-President , an Executive Committee member elected by the other Executive Committee members present,shall preside at the general meeting or Executive Committee meeting as the case requires.

12. SECRETARY:

The Secretary shall:

- (1) Co-ordinate the correspondence of the Association.
- (2) Keep full and correct minutes of the proceedings of the Executive Committee and of the Association;
- (3) Comply on behalf of the Association with –
 - (a)Section 27 of the Act in respect of the register of members of the Association;
 - (b)Section 28 of the Act in respect of the rules of the Association; and
 - (c)Section 29 of the Act in respect of the record of the officeholders, and any trustees, of the Association;
- (4) Have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c), other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and
- (5) Perform such other duties as are imposed by these rules on the Secretary.

13. TREASURER:

The Treasurer shall:

- (1) Be responsible of the receipt of all monies paid to or received by, or by him or her on behalf of, the Association and shall issue receipts for those monies in the name of the Association;
- (2) Pay all monies referred to in paragraph (13(1)) into such account or accounts of the Association as the Executive Committee may from time to time direct;
- (3) Make payments from the funds of the Association with the authority of a general meeting or of the Executive Committee and in so doing ensure that all payments are signed and/or authorised by two (2) Executive Committee members.
- (4) Comply on behalf of the Association with sections 25 and 26 of the Act in respect of the accounting records of the Association;
- (5) Whenever directed to do so by the President , submit to the Executive Committee a report, balance sheet or financial statement in accordance with that direction;
- (6) Have custody of all securities, books and documents of a financial nature and accounting records of the Association,

14. CASUAL VACANCIES IN MEMBERSHIP OF THE EXECUTIVE COMMITTEE:

A casual vacancy occurs in the office of an Executive Committee member and that office becomes vacant if the Executive Committee member –

- (1) Dies;
- (2) Resigns by notice in writing delivered to the President or, if the Executive Committee member is the President, to the Vice-President;
- (3) Is convicted of an offence under the Act;
- (4) Is permanently incapacitated by mental or physical ill-health;
- (5) Is absent from more than –
- (6) Three (3) consecutive Executive Committee meetings; or
- (7) Three (3) Executive Committee meetings in the same financial year of which he or she has received notice without tendering an apology to the person presiding at each of those Executive Committee meetings; or
- (8) Ceases to be a member of the Association.

15. PROCEEDINGS OF EXECUTIVE COMMITTEE:

- (1) The Executive Committee shall meet together for the dispatch of business not less than once in each calendar month unless otherwise determined, and the President may at any time convene a meeting of the Executive Committee.
- (2) Each Executive Committee member has a deliberative vote.
- (3) A question arising at an Executive Committee meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Executive Committee meeting shall have a casting vote in addition to his or her deliberative vote.
- (4) At an Executive Committee meeting 50% of the Executive Committee members constitute a Quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at an Executive Committee meeting shall be determined by the Executive Committee members present at the Executive Committee meeting.
- (6) An Executive Committee meeting having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act shall comply with that section.

16. GENERAL MEETINGS:

- (1) The Executive Committee –
 - (a) May at any time convene a Special General Meeting;
 - (b) Shall convene Annual General Meetings within the time limits provided for the holding of Annual General Meetings by section 23 of the Act; and
 - (c) Shall, within 30-days of –
 - i) Receiving a request in writing to do so from not less than 25% of members, convene a Special General Meeting for the purpose specified in that request; or
 - ii) The Secretary receiving a notice under rule 9 (4) convene a Special General Meeting for the purpose of dealing with the appeal to which that notice relates.
- (2) The members making a request referred to in subrule 16(1)(c)(i) shall –
 - (a) state in that request the purpose for which the Special General Meeting concerned is required; and
 - (b) sign that request.
- (3) If a Special General Meeting is not convened within the relevant period of 30-days referred to –
 - (a) in subrule 16(1)(c)(i), the member who gave the notice concerned may themselves convene a Special General Meeting as if they were the Executive Committee; or
 - (b) in subrule 16(1)(c)(ii), the member who gave the notice concerned may convene a Special General Meeting as if he or she were the Executive Committee.

- (4) When a special general meeting is convened under subrule 16 (3) (a) or (b) –
 - (a) The Executive Committee shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and
 - (b) The Association shall pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to subrule (8) the Secretary shall give to all members not less than 14–days notice of a general meeting and of any motions to be moved at the general meeting.
- (6) A notice given under subrule (5) shall specify –
 - (a) When and where the general meeting concerned is to be held; and
 - (b) Particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (7) In the case of an Annual General Meeting, the order in which business is to be transacted is –
 - (a) First, the consideration of the accounts and reports of the Executive Committee;
 - (b) Second, the election of positions of office and Executive Committee members to replace outgoing Executive Committee members; and
 - (c) Third, any other business requiring consideration by the Association in a general meeting.
- (8) The Secretary shall give to all members not less than 7–days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at the general meeting.
- (9) The Secretary may give a notice under subrule (5) or (8) by –
 - (a) Serving it on a member personally; or
 - (b) Sending it by post, fax or email to a member at the address of the member appearing in the register of members kept and maintained under section 27 of the Act.
- (10) When a notice is sent by post, fax or email under subrule (9) (b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and distributed to the member.
- (11) Auditor: At the Annual General Meeting an Auditor, who shall be a duly qualified accountant, shall be appointed for the ensuing year.

17. QUORUM IN PROCEEDINGS AT GENERAL MEETINGS:

- (1) At a general meeting 15–members present in person or by proxy constitutes a quorum.
- (2) If within 30–minutes after the time specified for the holding of a general meeting in a notice given under rule 16 (5) or (8) –
 - (a) As a result of a request or notice referred to in rule 16 (1), (c) or as a result of action taken under rule 16 (3) a quorum is not present, the general meeting lapses; or
 - (b) Otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within the 30–minutes of the time appointed by subrule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The President may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

- (5) There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30-days or more, the Secretary shall give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (7) At a general meeting –
 - (a) An ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
 - (b) A special resolution put to the vote shall be decided in accordance with the section 24 of the Act.
- (8) A declaration by the President at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with subrule (9).
- (9) At a general meeting, a poll may be demanded by the President at the general meeting or by three (3) or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the President directs.
- (10) If a poll is demanded and taken under subrule (9) in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under subrule (9) on the election of a person to provide over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

18. MINUTES OF MEETINGS OF ASSOCIATION:

- (1) The Secretary shall cause proper minutes of all proceedings of all general meetings and Executive Committee meetings to be taken and then to be entered within 30-days after the holding of each general meeting or Executive Committee meeting, as the case requires, in a minute book kept for that purpose.
- (2) The President shall ensure that the minutes taken of a general meeting or Executive Committee meeting under subrule (1) are checked and signed as correct by this President of the general meeting or Executive Committee meeting to which those minutes relate or of the next succeeding general meeting or Executive Committee meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that –
 - (a) The general meeting or Executive Committee meeting to which they relate (in this subrule called “the meeting”) was only convened and held;
 - (b) All proceedings recorded as having taken place at the meeting did in fact take place thereat; and
 - (c) All appointments or elections purporting to have been made at the meeting have been validly made.

19. VOTING RIGHTS OF MEMBERS OF ASSOCIATION:

- (1) Subject to these rules, each financial member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) Any firm shall be entitled to nominate one or more representatives to the Chamber whose names shall be notified to the Executive Committee in writing. Representatives of a firm, which is a member, may attend General Meetings of the Chamber. Should more than one representative of any firm be present, the firm shall be entitled to only one vote.

- (3) Where any representative is present at any General Meeting, if there be more than one representative for any firm, for the purposes of determining whether a quorum is present, they shall be treated as one person.

20. PROXIES OF MEMBERS OF ASSOCIATION:

A member (in this rule called “the appointing member”), may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

21. RULES OF ASSOCIATION:

- (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedures set out in sections 17, 18 and 19 of the Act.
- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

22. COMMON SEAL OF ASSOCIATION:

- (1) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Association shall not be used without the express authority of the Executive Committee and every use of that common seal shall be recorded in the minute book referred to in rule 18.
- (3) The affixing of the common seal of the Association shall be witnessed by any two of the President, the Secretary and the Treasurer.
- (4) The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Executive Committee from time to time decides.

23. INSPECTION OF RECORDS, ETC. OF ASSOCIATION:

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

24. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION:

If, on the winding up of the Association, any property of the Association remains after satisfaction of the debits and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed –

- (a) To another incorporated association having objects similar to those of the Association; or
- (b) For charitable or benevolent purposes,

to which incorporated association or purpose, as the case requires shall be determined by resolution of the members when authorising and directing the Executive Committee under section 33 (3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.