

**Dubbo  
Chamber of  
Commerce and  
Industry Inc.**



# **Association Rules**

**Updated November 2010**

**DUBBO CHAMBER OF COMMERCE & INDUSTRY INC.**

**ASSOCIATION RULES**

**Incorporating Amendments from:**

- **Special General Meeting held 2 March 1993**
- **Special General Meeting held 16 September 1997**
- **Special General Meeting held 10 September 2002**
- **Special General Meeting held 17 August 2004**
- **Special General Meeting held 15 September 2009**

**1. NAME**

The name of the Association shall be DUBBO CHAMBER OF COMMERCE AND INDUSTRY INCORPORATED.

**2. OBJECTS**

The objects of the Association shall be to advise and assist members of the Chamber and of the Dubbo Community in matters of commerce and industry.

**3. MEMBERSHIP**

- a) Subject to these rules the members of the Association shall be comprised of the members of the Association immediately prior to incorporation together with such other people and organisations as the Board admits to membership.
- b) Membership is open to all individuals and organisations who accept the objects and rules of the Association.
- c) Individuals and organisations wishing to become members of the Association shall apply to the Board for membership.
- d) The Board shall determine whether or not to accept an application for membership. The Board is not required to supply reasons for accepting or rejecting an application for membership.
- e) Members shall pay such fees as are determined by the Association at a General Meeting.
- f) A register of members shall be kept by the Association showing the name, address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register.
- g) Membership shall cease upon resignation, expulsion, or failure to pay outstanding membership fees within three (3) months of the due date.
- h) Membership fees shall fall due on the first day of each financial year of the Association. The financial year of the Association shall run from 1 January to 31 December.

*Rule 3(h) amended at Special General Meeting held 10 September 2002*

- i) The Association may at the Annual General Meeting by Ordinary Resolution appoint a Patron or Patrons of the Association to hold office until otherwise determined by the Association.

**4. MEMBERS LIABILITY**

The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of any unpaid membership fees.

## **5. DISCIPLINING OF MEMBERS**

- (1) A complaint may be made by any member of the Association that some other member of the Association:
  - (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 Association.
- (2) On receiving such a complaint, the Board:
  - (a) must cause notice of the complaint to be served on the member concerned; and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The Board may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the Board expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under rule 5A.
- (5) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
  - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under rule 5A(5), whichever is the later."

*Rule 5 amended at Special General Meeting held 16 September 1997.*

## **5A RIGHT OF APPEAL OF DISCIPLINED MEMBER**

- (1) A member may appeal to the Association in General Meeting against a resolution of the Board under rule 5(3), within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause (1), the Secretary must notify the Board which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Association convened under clause (3):
  - (a) no business other than the question of the appeal is to be transacted; and
  - (b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both; and

- (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.”

*Rule 5A added at Special General Meeting held 16 September 1997.*

## **5B RESOLUTION OF INTERNAL DISPUTES**

Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.”

*Rule 5B added at Special General Meeting held 16 September 1997.*

## **6. MANAGEMENT - BY BOARD**

- a) The Association shall have its affairs controlled and managed by the office bearers and other members known as the Board.
- b) The Board shall consist of a President, two (2) Vice Presidents, Secretary, Treasurer and up to 10 other members.

*Rule 6(c) amended at Special General Meeting held 16 September 1997.*

*Rule 6(c)(i), (ii), and (iii) amended at Special General Meeting held 10 September 2002*

*Rule 6(c)(i), (ii), (iii) and (iv) amended at Special General Meeting held 15 September 2009.*

- c) The Board shall appoint a returning officer to conduct the election of Board members which shall be as follows:
  - i) Nominations for the Board shall be called with nominations closing by 5pm 20 November.
  - ii) All nominations shall:
    - i. be consented to by the nominee, when nominated by a member financial. The nomination shall be seconded by an additional member financial; or
    - ii. be seconded by a member financial, if the nomination is by a self-nominating member financial.
  - iii) A ballot paper will be sent by mail to all members financial with voting to close by 1 December. If fifteen (15) or less nominations are received then no ballot paper will go to members.
  - iv) The returning officer will declare the ballot for the Board and advise the President and elected members, who will meet by 15 December for the purpose of the Board electing office bearers for the ensuing year
- d) Each member of the Board shall hold office from the date of their election or appointment until the close of voting for the next Board.

*Rule 6(d) amended at Special General Meeting held 10 September 2002*

- e) Retiring Board members are eligible for re-election.
- ea) (1) If, within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
  - (a) If convened on the requisition of Members, is to be dissolved, and
  - (b) In any other case is to stand adjourned to the same day of the following week at the same 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.
- (2) If, at the adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the Members present (being at least 5) are to constitute a quorum.”

*Rule 6(ea) added at Special General Meeting held 16 September 1997.*

- f) The Board shall meet as often as necessary to conduct the business of the Association and not less than once in each month.
- g) The quorum for meetings of the Board shall be one half the number of Board members holding office at that time.

*Rule 6(g) amended at Special General Meeting held 10 September 2002*

- ga) (1) No business is to 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 is to stand adjourned to the same place and at the same hour on the same day in the following week.

*Rule 6(ga)(2) amended at Special General Meeting held 17 August, 2004*

- (2) If at the adjourned meeting a quorum is not present within 15 minutes after the time appointed for the commencement of the meeting, the Board members present (being at least 3) is to constitute a quorum.

*Rule 6(ga) added at Special General Meeting held 16 September 1997.*

- h) Notice of Board meetings shall be given at the previous Board meeting or by such other means as the Board may decide upon.
- i) **CASUAL VACANCIES**

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

- (a) dies; or
- (b) ceases to be a member of the Association; or
- (c) becomes an insolvent under administration within the meaning of the Corporations Act; or

*Rule 6(i)(c) amended at Special General Meeting held 10 September 2002*

- (d) resigns office by notice in writing given to the Secretary; or
- (e) is removed from office under rule 6A; or
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the Board from all meetings of the Board held during a period of 3 months.

*Rule 6(i) amended at Special General Meeting held 16 September 1997.*

*Rule 6(i)(g) amended at Special General Meeting held 10 September 2002*

- (ia) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the close of voting for the next Board.

*Rule 6(ia) added at Special General Meeting held 16 September 1997.*

*Rule 6(ia) amended at Special General Meeting held 10 September 2002*

- j) The Board may function validly provided its number is not reduced below the quorum. Should Board numbers fall below the quorum the remaining Board Members may act only to appoint new Board Members.
- k) Questions arising at any meeting of the Board shall be decided by the majority of votes of those present.
- l) Additional meetings of the Board may be convened by the President or any two members of the Board.
- m) In case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.

## **6A REMOVAL OF BOARD MEMBER**

- (1) The Association in General Meeting may by resolution remove any member of the Board from the 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.
- (2) If a member of the Board to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

*Rule 6A added at Special General Meeting held 16 September 1997.*

- 6C** Any Member who is an organisation and whose nominee pursuant to Rule 7A is a member of the Board, shall be entitled to appoint an alternate to act in the place of its nominee from time to time as a Board member. Such appointment shall be made in writing to the Secretary and shall specify any conditions to the exercise of that appointment by the alternate.

*Rule 6C added at Special General Meeting held 16 September 1997.*

## **6D DELEGATION BY BOARD TO SUB-COMMITTEE**

- (1) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association 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 by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee 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 this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite 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 have 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.

*Rule 6D added at Special General Meeting held 16 September 1997.*

## **7. GENERAL MEETINGS**

- a) An Annual General Meeting of the Association shall be held each year within six (6) months from the end of the financial year of the Association (except the first Annual General Meeting which shall be held within two (2) months from the end of the first financial year and within 18 months of incorporation).
- b) The Board may, when ever it thinks fit, convene a special General Meeting of the Association. A special General Meeting must be convened by the Board within three (3) months of receiving a written request to do so from at least five percent of the membership of the Association.
- c) At least fourteen (14) days notice of all General Meetings and notices of motion shall be given to members. In the case of the General Meetings where a special resolution is to be proposed, notice of the meeting shall be given to members at least twenty one (21) days before the meeting.
- d) No business other than specified in the notice convening a General Meeting shall be transacted at the meeting. In the case of the Annual General Meeting the following business shall be transacted whether specified or not:
  - i) confirmation of the minutes of the last Annual General Meeting and any recent special General Meeting;
  - ii) receipt of the Board's report upon the activities of the Association in the last financial year;

- iii) where required under Rule 7(i), election of office bearers and other members of the Board;

*Rule 7(d)(iii) amended at Special General Meeting held 10 September 2002*

- iv) receipt and consideration of the statement which is required to be submitted to members by section 26(6) of the Associations Incorporation Act.
- e) The quorum for a General Meeting shall be five members present in person.
- f) Voting at General Meetings shall be on the voices unless a show of hands or a secret ballot is demanded by not less than two members present. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a three quarters majority is required.
- g) All votes shall be given personally and there shall be no proxy voting.
- h) In the case of an equality of votes the person appointed to chair the General Meeting shall have a second or casting vote.
- i) If the number of nominations received pursuant to Rule 6(c) is less than the number of vacancies then those nominated pursuant to Rule 6(c) shall be declared elected and nominations for election as Board members may be made at the Annual General Meeting or in such other ways as may be determined by the Association at a General meeting for any remaining vacancies.

*Rule 7(i) amended at Special General Meeting held 16 September 1997.*

- j) Written notice of all General Meetings shall be given to members either personally or by post.
- k) Notice of a proposed Motion of Recission of a Motion passed at a General Meeting shall be given in the prescribed manner within ten (10) days of the date of the General Meeting at which such Motion was passed. The Motion for Recission shall be placed on the Agenda for the next Ordinary Meeting.

**7A** An organisation shall be entitled to one vote only. On admission to membership an organisation shall nominate to the Association in writing a person who shall be entitled to vote on behalf of that organisation. Such nomination shall remain in force until a subsequent nomination is received from that organisation by the Association. No person other than the nominee referred to in the last nomination received by the Association shall be entitled to vote on behalf of that organisation.

*Rule 7A added at Special General Meeting held 16 September 1997.*

## **8. OFFICE BEARERS**

- a) The President or, in the President's absence, the Senior Vice-President or, in the absence of both of them, the Junior Vice President, shall act as Chairperson at each General Meeting and Board Meeting of the Association.

*Rule 8(a) amended at Special General Meeting held 16 September 1997.*



- b) If each of the President, Senior Vice-President and Junior Vice President are either absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as Chairperson.”

*Rule 8(b) amended at Special General Meeting held 16 September 1997.*

- c) The Secretary shall keep records of the business of the Association including the rules, register of members, minutes of all General and Board Meetings and a file of correspondence. These records shall be available for inspection by any member and shall be held in custody of the Secretary.
- d) The Treasurer shall ensure that all money received by the Association is paid into an account in the Association's name. Payments shall be made:
  - i) through a petty cash system;
  - ii) by cheque signed by two (2) signatories;
  - iii) by the association's Corporate Expense Card; or
  - iv) through the online banking facility authorised by two (2) signatories, as authorised by the Board. Major or unusual expenditures shall be authorised in advance by the Board or a General Meeting.

*Rule 8(d) amended at Special General Meeting held 16 November 2010.*

- e) The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Association. These records shall be available for inspection by any member and shall be held in the custody of the Treasurer.

## **9. SPECIAL RESOLUTIONS**

- a) A special resolution must be passed by a General Meeting of the Association to effect the following changes:
  - i) a change of the Association's name;
  - ii) a change of the Association's rules;
  - iii) a change of the Association's objects;
  - iv) an amalgamation with another incorporated Association;
  - v) to voluntarily wind up the Association and distribute its property;
  - vi) to apply for registration as a Company.
- b) A special resolution shall be passed in the following manner:
  - i) a notice must be sent to all members advising that a General Meeting is to be held to consider a special resolution;
  - ii) the notice must give details of the proposed special resolution and give at least twenty one (21) days notice of the meeting;
  - iii) a quorum must be present at the meeting;
  - iv) at least 3/4 of those present in person must vote in favour of the resolution.

*Rule 9(b)(iv) amended at Special General Meeting held 16 September 1997.*

- v) in situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Department of Fair Trading for permission to pass the resolution in some other way.

*Rule 9(b)(v) amended at Special General Meeting held 16 September 1997.*

## **10. PUBLIC OFFICER**

- a) The Board shall ensure that a person is appointed as Public Officer.
- b) The first Public Officer shall be the person who completed the application for incorporation for the Association.
- c) the Board may at any time remove the Public Officer and appoint a new Public Officer, provided the person appointed is 18 years of age or older and a resident of New South Wales.
- d) The Public Officer shall be deemed to have vacated his position in the following circumstances;
  - i) death
  - ii) resignation
  - iii) removal by the Board or General Meeting
  - iv) bankruptcy or financial insolvency
  - v) mental illness
  - vi) residency outside New South Wales
- e) When a vacancy occurs in the position of Public Officer the Board shall within fourteen (14) days notify the Department of Fair Trading by the prescribed form and appoint a new Public Officer.

*Rule 10(e) amended at Special General Meeting held 16 September 1997.*

- f) The Public Officer may be an office bearer, Board member, or any other person regarded as suitable for the position by the Board.

## **11. MISCELLANEOUS**

- a) The Association shall effect and maintain insurance as required under the Associations Incorporation Act together with any other insurance which may be required by law or regarded as necessary by the Association.

*Rule 11(a) amended at Special General Meeting held 16 September 1997.*

- b) The funds of the Association shall be derived from the fees of members, donations, grants and other sources approved by the Association.
- c) The Common Seal of the Association shall be kept in the custody of the Secretary and shall only be affixed to a document with approval of the Board. The stamping of the Common Seal shall be witnessed by the signatures of two (2) members of the Board.
- d) The Association may at any time pass a special resolution determining how any surplus property is to be distributed in the event that the Association should be wound up.

- e) Service of documents on the Association is effected by serving them on the Public Officer or by serving them personally on two members of the Board.
- f) Notices sent by post shall be deemed to have been received two days after the date of posting.
- g) The income and property of the Association shall be used only for promotion of the objects of the Association and shall not be paid or transferred to members by way of dividend bonus or profit.

## **12. AUDITOR**

The Association shall each year at the Annual General Meeting appoint an auditor who shall be a current member of either the Institute of Chartered Accountants in Australia or CPA Australia.

*Rule 12 amended at Special General Meeting held 16 September 1997.*

*Rule 12 amended at Special General Meeting held 10 September 2002*

- 13.** (1) A Member or a nominee of an organisation where that Member or nominee has rendered outstanding service to the Association may be nominated to a General Meeting for Life Membership and if approved by a three-quarter majority of those present and voting at that meeting, that Member shall be admitted as a Life Member.
- (2) A person elected as a Life Member shall be relieved from payment of any subscription or levies or other moneys to the Association but shall have all rights and privileges of a Member.”

*Rule 13 added at Special General Meeting held 16 September 1997.*