

Uralla Shire Business Chamber Inc

INC1700882 Constitution extract

PART 3 - THE BOARD

1. POWERS OF THE BOARD

General powers

1.1 The Board shall:

- 1.1.1 manage the business and affairs of the Association and the custody and control of its property and funds; and
- 1.1.2 exercise its powers and do all such things that the Association is by this Constitution or otherwise authorised to exercise and do and which is not required to be exercised by the Association in a general meeting.

Specific powers

1.2 Without limiting the general powers in clause **Error! Reference source not found.**, the Board will have the following powers from time to time:

- 1.2.1 to make, amend and repeal any by-laws not inconsistent with this Constitution as, in the opinion of the Board, are necessary or desirable for the proper conduct and management of the Association;
- 1.2.2 to enforce or procure the enforcement of all by-laws by suspension from enjoyment of the Association privileges or any of them or otherwise as the Board thinks fit;
- 1.2.3 to purchase or otherwise acquire for the Association any property rights or privileges which the Association is authorised to acquire at such price and generally on such terms and conditions as it shall think fit;
- 1.2.4 to secure the fulfilment of any contract or arrangement entered into by the Association by mortgaging or charging all or any of the property of the Association as it shall think fit;
- 1.2.5 to institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers or otherwise concerning the affairs of the Association and also to compound or allow time for payment and satisfaction of any debts due to any claims by or against the Association and to refer any claims by or against the Association to mediation or arbitration and to observe and perform the determination or judgment;
- 1.2.6 to determine who is entitled to sign, draw, accept or endorse on the Association's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments;
- 1.2.7 to invest and deal with any of the moneys of the Association not immediately required for the purposes of the Association upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments;
- 1.2.8 from time to time at its discretion to borrow or secure the payment of any sum of money for the purposes of the Association and raise or secure the

payment of such sum in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge on or over all or any part of the Association's property, both present and future;

- 1.2.9 to sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods, land, buildings or other property rights belonging to the Association or to which the Association may be entitled from time to time, to appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary;
- 1.2.10 to set the Entrance Fees and Membership Fees payable by all members;
- 1.2.11 to engage, appoint, control, remove, suspend and dismiss such managers, officers, representatives, agents and employees as it may from time to time think fit and determine the duties, pay remuneration or other entitlements;
- 1.2.12 to impose any restriction or limitation on the rights and privileges of a Member;
- 1.2.13 to repay reasonably incurred actual out of pocket expenses incurred by any Member of the Board; and
- 1.2.14 to fix a charge for the use of the property or services of the Association by its Members and may at any time amend or remove such charges.

Acts of the Board

- 1.3 All acts done by any meeting of the Board shall, even if it is subsequently discovered that there was some defect in the appointment of the Board or a Director, be valid as if every such person had been duly appointed and was qualified to be a Director.

Member submissions

- 1.4 Any Member shall, by written submission addressed to the President through the Secretary, be permitted to submit advice, counsel, comments, feedback and express concerns regarding any governance control and strategic direction policy matters dealt with by the Board.

Delegations

- 1.5 The Board may delegate any of its powers or functions to the extent permitted by the Constitution and to impose such rules and conditions of the delegation as the Board sees fit.

2. COMPOSITION AND MEMBERSHIP OF BOARD

- 2.1 The Board is to consist of:

- 2.1.1 the office-bearers of the Association, and
- 2.1.2 at least 4 ordinary Board members, each of whom is to be elected at the AGM of the Association under clause 17;

together the **Directors**, each of whom is to be elected at the annual general meeting of the association under Clause 17

- 2.2 The total number of Directors on the Board is to be 8.

- 2.3 The office-bearers of the Association are as follows:

- 2.3.1 the President;
- 2.3.2 the Vice President;

2.3.3 the Treasurer;

2.3.4 the Secretary.

2.4 A Director on the Board may hold up to 2 offices (other than both the President and Vice President offices).

2.5 Each Director of the Board is, subject to this Constitution, to hold office until the conclusion of the AGM following the date of the Director's election, but is eligible for re-election.

3. ELECTION OF THE BOARD

Procedure for election

3.1 Nomination of candidates for election as office-bearers of the association or as ordinary directors:

- (a) Must be made in writing, signed by at least 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
- (b) Must be delivered to the secretary of the association before the commencement of the annual general meeting at which the election is to take place.

3.2 If insufficient nominations are received to fill all vacancies on the board the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

3.3 If insufficient further nominations are received, any vacant positions remaining on the board are taken as casual vacancies

3.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are to be taken to be elected

3.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held

3.6 The ballot for the election of office-bearers and ordinary board members is to be conducted at the annual general meeting in any usual and proper manner the committee directs.

3.7 A person nominated as a candidate for election as an office-bearer or as an ordinary board member must be a Business member or represent a business member of the association.

Casual Board members

3.8 The Board may, from time to time, appoint any Member who is an individual or a representative of a Business Member as a Director to fill a casual vacancy of an elected Director, provided that the number of Directors does not exceed the total prescribed in Clause 16.2

3.9 Any Director appointed in accordance with clause 17.1 shall hold office only until the next Annual General Meeting.

4. BOARD MEETINGS

4.1 The Board may organise, adjourn and otherwise regulate its meetings as it sees fit for the transaction of business of the Association, provided that all Board meetings are held in the Region.

4.2 Subject to clause 4.1, the Board may conduct their meetings by telephone or other form of electronic communication without a Director being in the physical presence of another Director provided all Directors agree and may hear and be heard by each other.

4.3 A Director may at any time, and the Secretary shall, on the requisition of a Director, convene a meeting of the Board by giving reasonable notice (two weeks) to every other Director.

4.4 A Director may call a meeting by giving reasonable notice individually to every other Director, which may include by telephone.

- 4.5 The Board may (but are not obliged to) invite any person to attend a meeting of the Board to speak on an item by permission of the President and to provide reports, advice, counsel and other information on matters requested by Directors.
- 4.6 The quorum for Board meetings shall be a majority plus one of the total number of Directors at the time of the meeting.
- 4.7 The Board may act despite any vacancy in the Board, so long as the number of Directors in attendance is not reduced below 4 Directors, however, Directors may act where the quorum is not met for the purposes of:
- 4.7.1 increasing the number of Directors to the quorum of the Board; or
 - 4.7.2 convening a general meeting of the Association, but for no other purpose.
- 4.8 The President shall chair every meeting of the Board.
- 4.9 If the President is not present or is unwilling or unable to act, then the Vice President shall chair the Board meeting.
- 4.10 If the Vice President is not present or is unwilling or unable to act, then the Directors present shall elect a Director to chair the Board meeting.
- 4.11 Questions arising at any Board meeting shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board.
- 4.12 The Chairperson of the meeting has only one vote.
- 4.13 A record of all Directors present at each Board meeting and minutes of all resolutions and proceedings of the Board shall be entered and maintained in records kept in accordance with this document.
- 4.14 A resolution in writing signed by all of the Directors shall be as valid and effectual as if it had been passed at a Board meeting duly convened and held.
- 4.15 Any such resolution may consist of several documents in like form each signed by one or more Directors and the resolution shall be passed when the last Director signs the document containing the resolution.
- 4.16 Any Director is entitled to move a rescission motion on any previously adopted resolution provided that:
- 4.16.1 a notice of intent to move that rescission motion is given to the secretary at least 7 days in advance;
 - 4.16.2 the notice of intent in clause 4.16.1 is seconded by another Director;
 - 4.16.3 the rescission motion is in writing explaining in detail the reasons for the motion; and
 - 4.16.4 the matter of the rescission motion is listed on the agenda for the business of the Board meeting following the date of expiry of the 7 day notice period or at a specially convened meeting as called by the Chairperson.

5. SECRETARY

- 5.1 It is the duty of the Secretary to keep minutes of:
- 5.1.1 all appointments of office-bearers and members of the Board, and
 - 5.1.2 the names of Directors of the Board present at a Board meeting or a general meeting, and
 - 5.1.3 all proceedings at Board meetings and general meetings.

- 5.2 Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

6. TREASURER

- 6.1 It is the duty of the Treasurer to ensure:

- 6.1.1 that all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- 6.1.2 that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

7. REMOVAL OF DIRECTORS FROM OFFICE

Removal by Members in general meeting

- 7.1 The Business Members in general meeting may by ordinary resolution:

- 7.1.1 remove from office any Director, Directors or the whole of the Board before the expiration of their term of office; and
- 7.1.2 such resulting vacancy in the office will be a casual vacancy; and
- 7.1.3 the Board may fill the casual vacancy in accordance with clause 17.8.

- 7.2 Any person appointed pursuant to clause 7.1 shall hold office only until the next AGM.

Notice requirements

- 7.3 Notice of the intention to move a resolution to remove a Director from office must be given to the Association at least 2 months before the meeting at which the resolution is to be considered and voted on.

8. VACANCIES ON BOARD

Automatic vacancy of office

- 8.1 The office of a Director shall automatically be vacated if the person holding that office:

- 8.1.1 becomes bankrupt or insolvent;
- 8.1.2 becomes disqualified from holding office as a director of any organisation or company;
- 8.1.3 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;
- 8.1.4 is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the Board and the Board resolves that the office be vacated;
- 8.1.5 by notice in writing given to the Secretary resigns from office as a Director;
- 8.1.6 in the case of a Director that is a Member as a natural person, they cease to be a Business Member;
- 8.1.7 in the case of a Director that is a Member as a natural person, they are suspended from being a Member;
- 8.1.8 in the case of an elected Director, that Director ceases to be a Business Member or an employee, director or office-bearer of a Business Member;
- 8.1.9 becomes an employee of the Association; or

- 8.1.10 engages in conduct that is prejudicial to the interests of the Association and a majority resolution of Business Members has been passed removing that Director in accordance with clause 7.1.

Suspension and removal

- 8.2 If the conduct or position of a Director is such that continuance in office appears to the majority of Directors to be prejudicial to the interests of the Association, a majority of Directors at a Board Meeting specifically called for that purpose may suspend the Director.
- 8.3 Within 14 days of suspension under clause 8.2, the Directors must call a general meeting, at which the Members may either confirm the suspension and remove the Director from office or annul the suspension and reinstate the Director.
- 8.4 The Board must provide the Director against whom the allegation has been made, with at least thirty 30 days written notice of the meeting at which the allegation will be considered including:
- 8.4.1 the time and place of the Board Meeting or general meeting;
 - 8.4.2 details of the allegation;
 - 8.4.3 details of the proposed resolution; and
 - 8.4.4 advise that any resolution of the Board or Members (as the case may be) will be final and binding.
- 8.5 The Board must provide the Director against whom the allegation has been made with a reasonable opportunity to respond to the allegations at the meeting.

9. DELEGATION BY BOARD TO SUB-COMMITTEE

- 9.1 The Board shall have power from time to time to delegate any of its powers or functions to one or more:
- 9.1.1 Sub-Committees;
consisting of any combination of:
 - (a) Directors;
 - (b) Members;
 - (c) employees; and
 - (d) any other person who is not a member but who has a particular skill or expertise which they will contribute to a Committee.
- 9.2 The Board may revoke wholly or in part any delegation to Sub-Committees established in clause 9.1.
- 9.3 Any Sub-Committee formed under clause 9.1 shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Board may from time to time impose.
- 9.4 The President is an ex officio a member of all such Sub-Committees and may nominate a Director to represent them on such committees.
- 9.5 A delegation under this clause 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.
- 9.6 Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- 9.7 Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.

- 9.8 A Sub-Committee may meet and adjourn as it thinks proper.
- 9.9 Questions arising at any meeting of a Sub-Committee shall be determined by a majority of votes of the members of the Committee present and in the case of an equality of votes the Chairperson of the meeting shall have a second and casting vote.
- 9.10 Any Sub-Committee must make minutes of its meetings and will submit those minutes to the Board, who must retain those minutes as if they were minutes of the Board.
- 9.11 All acts done by any meeting of a Sub-Committee will, even if it is subsequently discovered that there was some defect in the appointment of any such Committee or a Committee member, be valid as if every such person had been duly appointed and was qualified to be a Committee member.

10. VOTING AND DECISIONS

- 10.1 Questions arising at a meeting of the Board or of any Sub-Committee appointed by the Board are to be determined by a majority of the votes of Directors on the Board or Sub-Committee present at the meeting.
- 10.2 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 but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 10.3 Notwithstanding any other clause of this Constitution, the Board may act despite any vacancy on the Board.
- 10.4 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 despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or Sub-Committee.

PART 4 - GENERAL MEETINGS

11. GENERAL MEETINGS

- 11.1 The AGM shall be held at least once in every calendar year at such time and place as may be determined by the Board but within 5 months of the close of the financial year.
- 11.2 All meetings other than AGMs shall be called general meetings.

Business of general meetings

- 11.3 All business transacted at a general meeting including AGMs shall be ordinary unless it is deemed special:

11.3.1 by law; or

11.3.2 in accordance with this Constitution.

Calling of general meetings

- 11.4 The Board or any Director may whenever they consider fit call and arrange to hold a general meeting of the Association; and
- 11.5 The Board must call and arrange to hold a general meeting of the Association on a request that complies with clause 11.6 of:

11.5.1 At least 5 members who are entitle to vote at the general meeting (request).

Request for general meeting

- 11.6 A request must:

11.6.1 be in writing;

- (a) state any resolution to be proposed at the general meeting;
- (b) be signed by the Business Members making the request; and
- (c) be given to the Secretary.

11.7 Separate copies of a document setting out the request may be used for signing by the Business Members if the wording of the request is identical in each copy.

Board must call general meeting

11.8 The Board must call the general meeting within 21 days after the request is given to the Secretary.

11.9 The general meeting is to be held not later than 2 months after the request is given to the Secretary.

Notice of general meetings

11.10 At least 21 days' notice in writing of an AGM or a general meeting must be given to:

11.10.1 all Members who are entitled to attend and vote at that meeting and have a valid and current mailing address on the register of members; and

11.10.2 the auditor (if there is an appointed auditor),

and not any other person.

Effect of failure to give notice

11.11 The:

11.11.1 accidental omission to give notice of a general meeting; or

11.11.2 the non-receipt by any person of notice of a meeting,

shall not invalidate any proceedings at a general meeting unless such proceedings are void.

Cancellation or postponement

11.12 The Board shall have the power to cancel or postpone the holding of any general meeting of Members other than one convened under clause 11.8 or 11.9.

11.13 Where a general meeting is postponed for 30 days or more then not less than 5 days' notice shall be sent to Members of such postponed meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at such postponed meeting.

12. AGM

Business of the AGM

12.1 The business of the AGM shall be as follows:

12.1.1 to confirm the minutes of the previous AGM;

12.1.2 to receive and consider any necessary reports;

12.1.3 to declare the result of the election of the Board to Members; and

12.1.4 to deal with any other business of which due notice has been given to the Members.

Member participation in AGM

12.2 The Chairperson of the AGM must allow a reasonable opportunity for the Business Members as a whole at the meeting to ask questions about or make comments on the management of the Association.

Holding an AGM

- 12.3 The Association must hold an AGM by 30 November of each year.

13. BUSINESS MEMBERS' RESOLUTIONS

Business Members may submit items of business for AGM

- 13.1 Business Members may submit items of business and notices of motion which they wish to have included in the business of the AGM.
- 13.2 All such items of business and notices of motion must be in writing and received by the Secretary at least 42 days prior to the date fixed for the AGM.

Notice of items of business for AGM

- 13.3 The Secretary shall forward all items of business and notices of motion referred to in clause 13.1 to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the notice of the AGM.

14. PROCEDURE AT GENERAL MEETINGS

President

- 14.1 The President shall, if present, chair all general meetings.
- 14.2 If the President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act then the Vice President shall chair the general meeting.
- 14.3 If the Vice President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the Business Members of the Association present shall elect a Director on the Board to chair the general meeting, or if no Director is willing or present, then the Business Members present shall elect a Business Member to chair the meeting.

Quorum

- 14.4 No business shall be transacted at any general meeting of Members unless a quorum of Business Members is present at the commencement of business.
- 14.5 Notwithstanding any other provision of this Constitution, a quorum of Members shall be constituted by the attendance and presence at any meeting, including an AGM, of ten (10) Business Members.

Quorum not present

- 14.6 If a quorum is not present within 30 minutes of the start of the meeting, and then maintained for the duration of the meeting, the meeting shall:
- 14.6.1 be dissolved if it was convened at the request of Members pursuant to clause 25.6 or
 - 14.6.2 stand adjourned to the same day in the next week at the same time and place.

Quorum at adjourned meeting

- 14.7 If a meeting is adjourned pursuant to clause 14.6.2 and subsequently held, and at the subsequent meeting a quorum is not present, the Business Members who are present (either in person or by proxy) shall be considered a quorum, and may transact any business for which the meeting was called.

Voting at general meeting

- 14.8 Every question submitted to a meeting other than a special resolution shall be decided by a simple majority of votes from those members who are entitled to vote, present and voting and counted on a show of hands unless a poll:
- 14.8.1 is demanded by the Chairperson of the meeting;
 - 14.8.2 is demanded by at least 5 members present at the general meeting in person or by proxy; or
 - 14.8.3 is otherwise required by this Constitution.
- 14.9 Each question submitted to a meeting to be decided by special resolution of Members shall be decided by a poll.

Conduct of polls

- 14.10 A poll duly demanded or required in accordance with clause 14.8 on a matter other than the election of a Chairperson or the question of an adjournment must be taken when and in the manner the Chair directs.
- 14.11 A poll demanded on the election of a Chairperson or on a question of adjournment must be taken immediately.
- 14.12 Every Member except an Honorary Member or Community Member is entitled to 1 vote in a poll save as provided by this Constitution in case of any equality of votes.

Effect of polls

- 14.13 The result of a poll shall be the resolution of the meeting at which the poll is held.

Chairperson's vote

- 14.14 The Chairperson of the meeting has only one vote.

Declaration by Chairperson

- 14.15 At any general meeting, a declaration by the Chairperson that a resolution has been carried or carried by a particular majority or lost or no carried by a particular majority and an entry to that effect in the records containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

Adjournment of general meeting

- 14.16 The Chairperson of a meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place.

No business to be transacted at adjourned meeting

- 14.17 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Notice of adjourned meeting

- 14.18 Where a meeting has been adjourned for 30 days or more, fresh notice of the meeting must be given to all members.
- 14.19 If the meeting is adjourned to a time less than 30 days after the originally scheduled meeting, notice need not be given.

Effect of resolutions

- 14.20 A resolution passed at a meeting resumed after an adjournment shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.

15. DECLARATION OF VESTED INTEREST BY MEMBERS

- 15.1 A Member, on proposing an activity or project for the Chamber to undertake is to declare any vested interest or conflict of interests, and is to recuse themselves from voting on whether or not the Chamber undertakes the project. They will not need to leave the room for the vote, but they will need to abstain from it.
- 15.2 For any submissions for proposed business or supply to Uralla Shire Business Chamber events or needs over \$200 excl GST, tenders are to be submitted with non-preferential decisions made using an inclusive community directive, with fairness to the shire.

16. MINUTES

Record of minutes

- 16.1 The Association must maintain a record of:
- 16.1.1 proceedings and resolutions of general meetings of the Association;
 - 16.1.2 proceedings and resolutions of meetings of the Board, Committees (including Sub-Committees); and
 - 16.1.3 resolutions passed by Directors without a meeting.

Minutes to be signed

- 16.2 The Association must ensure that:
- 16.2.1 minutes of a meeting of the Association or the Board are signed within a reasonable time after the meeting by the Chairperson of the meeting or the Chairperson of the next meeting; and
 - 16.2.2 minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time of the date on which the resolution is passed.

True record

- 16.3 A minute that is recorded and signed under this clause is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.