

SWAN CHAMBER OF COMMERCE

CONSTITUTION

Amended 23rd August 2006

NAME

1. The name of the Chamber will be the Swan Chamber of Commerce.

MEMBERSHIP

2. The members of the Chamber shall be any person, firm or company engaged in trade and professional activities within Swan and Districts and who of which;
 - a) has signified his, their or it's willingness to become a member of the Chamber by submitting a signed application for membership containing such particulars, information and undertakings as the Chamber may from time to time determine.
 - b) is duly elected a member by a majority of the members of the Executive Committee of the Chamber.
 - c) Life Membership may be bestowed on any member or person who, by majority vote of the Executive Committee is considered to have rendered exceptional and outstanding service to the Swan Chamber for Commerce.
 - d) Honorary Membership. The Board may elect to Honorary Membership of the Chamber any person that the Board considers desirable to admit to Honorary Membership for a proscribed time. Honorary members are not entitled to vote at meetings.
 - e) Private membership for retired business people at 50% of the full annual membership subscription. This membership category will have no voting rights, and will carry the benefits of receiving the chamber newsletter and notices of meetings and events and attending all Chamber activities, but not other services provide by the Chamber.

OBJECTS

3. The aspects of the Chamber shall be;
 - a) To organise and associate together and foster co-operation among members of all sections of the community both commercial and professional.
 - b) To promote and further the interest of the Chamber.
 - c) To constitute advisory committees or bodies for the purpose of advising and conferring 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 Chamber members and for such purpose to petition Parliament or Government or take such other steps and proceedings as may be deemed expedient and to effect improvements in administration of all authorities whose powers functions or duties affect the commercial and professional community.
 - e) To collect, collate and to circulate statistics and other information relating to the Chamber and matters ancillary there so as may be calculated to be of advantage to members.
 - 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 technical general knowledge of members in connection with their businesses and with a view there 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 to them salaries, wages, gratuities and pensions.

- j) To make regulations and draws not inconsistent with this constitution and the constitution of the Chamber for the conduct and guidance of members and carrying out of the objects of the Chamber.
- k) To enforce the observance of rules regulations and draws made pursuant thereto and to that end to impose such sanctions as may be deemed necessary or expedient after exhaustive and democratic consideration.
- l) To force a code of practise whereby the transaction of business relating to the aforesaid matters may be simplified or facilitated.
- m) To do as such lawful things as may be conducive to the extensions of the Chamber or incidental to the attainment of the aforesaid objects.

NON-PROFIT MAKING

4. The income and property of the Chamber whence-so ever derived should have applied solely towards the promotion of it's objects as set forth in this constitution and no portion thereof shall be paid or transferred direct or indirectly by way of dividend bonus or otherwise howsoever to it's members provided that nothing herein shall prevent the payment in good faith or remuneration to any officer or servant of the Chamber for services actively rendered to the Chamber.

EXPULSION OF MEMBERS

5. The Chamber may expel any member who has;
- a) been declared bankrupt or insane.
 - b) failed to observe these rules or any regulation or by-law here under.
 - c) been guilty of conduct which in the opinion of the Chamber is likely to injure or discredit the Chamber or the members thereof or to defeat the objects of this constitution.
 - d) ceased to be a financial member of the Chamber.
 - e) failed to pay any dues or levies made upon members of the Chamber, but no member shall be expelled unless at least one week before the Meeting at which the resolution for his expulsion is to be moved the member has been given notice of the meeting and of the intended resolution for his expulsion and he on attending personally or by proxy at reasons why the resolution should not be passed as he shall see fit. A member expelled under this clause shall forfeit all right in a claim upon the Chamber and it's property but shall remain liable for any levy unpaid or payable.

OFFICE BEARERS

6 a) Management of the Chamber shall vest in the office bearers who shall be a President, the Immediate Past President (for 12 month period), two (2) Vice Presidents, one of which will be a Senior Vice President and the other a Junior Vice President, and a Treasurer who shall be elected at the Annual General Meeting expiring at the conclusion of the next Annual General Meeting but who shall be eligible for re-election.

b) A person is not eligible for election as an office bearer unless a member of the Chamber has nominated him or her for election by delivering notice in writing of that nomination, signed by

- i) the nominator; and
- ii) the nominee to signify his or her willingness to stand for election,

to the Executive Director not less than seven (7) days before the day on which the Annual General Meeting concerned is to be held.

c) The Executive Director shall ensure that notice of all persons seeking election as office bearers is given to all members two (2) days before the day on which the Annual General Meeting is to be held.

- d) If there is only one person nominated for election as a particular office bearer,
- i) the Executive Director shall report accordingly to; and
 - ii) the President shall declare that person to be elected as the office bearer concerned at, the Annual General Meeting concerned.
- e) The Board of Management shall consist of the office bearers of the Chamber, i.e. the President, two (2) Vice Presidents and Treasurer duly elected at the Annual General Meeting plus any other person who may from time to time be co-opted to the Board by the aforesaid office bearers.
- f) If a casual vacancy shall occur in any office the Executive Director shall forthwith convene a special meeting of the Board of Management to appoint an office bearer to fill the vacancy until the next Annual General Meeting.

RESPONSIBILITY OF OFFICERS

7. The Officers or members of the Chamber who upon authority of the Chamber, accept or incur a pecuniary liability on behalf of the Chamber shall be indemnified by the Chamber against any personal loss in respect thereof.

MEETINGS

8. All meetings shall be convened by the Executive Director by order of the President or in his absence the Vice President for such date subject to Rule 13 hereof as the President or Vice President shall nominate.

Meetings shall also be convened by the Executive Director upon a written request signed by not less than one third of the members of the Chamber which shall state the business for which the meeting is to be called and the date thereof. Upon receipt of the written request for a meeting signed as aforesaid the Executive Director shall convene a meeting to be held not more than one week after the date the request is received by the Executive Director.

Six members shall constitute a quorum at all general meetings of the Chamber, and four members shall constitute a quorum at all Board of Management Meetings.

BOARD OF MANAGEMENT MEETING

9. A Board of Management Meeting shall be convened by the Executive Director or Executive Director by order of the President or in his absence the Vice President.

ANNUAL MEETING

10. The Annual Meeting of the Chamber shall be held in the month of August in each calendar year.

GENERAL MEETING

11. A General Meeting of the Chamber shall be held in the month of February in each calendar year.

DISSOLUTION

12. The Chamber may at any time with the consent of a majority of two-thirds of the members present at a general meeting called for the purpose be dissolved.

If upon the dissolution or winding up 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 shall be given or transferred to some other association or institution having objects similar wholly or in part to the objects of the Chamber and which shall prohibit the distribution of its or their income and property among its or their members or to some charitable objects or objects which association, institution or object shall be determined by the members of the Chamber or before the time of dissolution or winding up or in default thereof or if and insofar as effect cannot be given to such determination then such payment or distribution shall be determined by a judge of the Supreme Court.

VOTES

13. a) At all Annual General Meetings and General Meetings all questions shall be decided by a majority vote.
- b) At all meetings each member in person or by proxy shall be entitled to use one vote and in the case of equality the President shall have the casting vote in addition to his deliberate vote.
- c) A 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 Annual meeting or General meeting provided that such proxy is delivered to the Executive Director prior to the commencement of the meeting.

NOTICES

14. a) Save that with the consent of all members a meeting may be convened by shorter notice and in a manner other than a hereinafter mentioned not less than two days notice exclusive of the day which the notice is served or deemed to be served but not inclusive of the day for when notice is given shall be given to all members of all meetings and all notices of meetings shall state the nature of the business to be dealt with unless President and Vice President otherwise determine on the grounds of the confidential of such business.
- b) The accidental omission to give notice of a meeting or non-receipt of a notice of meeting by any member shall not invalidate the proceedings at any meeting.

REPRESENTATION OF MEMBERS

15. Any member may and every member being a partnership or corporation shall appoint a representative to attend at and speak and vote for the member at all meetings of the Chamber and otherwise to exercise the rights of a member thereunder.

A representative shall be appointed in writing in such form as the Committee may from time to time prescribe and in the case of a corporation the appointment shall be under the seal of the corporation and in the case of a partnership shall be under the hand of all the partners and in all other cases shall be under the hand of the appointee.

A member shall be at liberty from time to time to remove any representative appointed by him and may appoint another in their place. Where an Office Bearer is a representative of a member they shall ipso facto cease to hold office upon the revocation of their appointment as a representative.

OFFICE

16. The Office of the Chamber shall be nominated by the Board of Management from time to time.

EXECUTIVE DIRECTOR

17. The Executive Director of the Chamber shall be appointed by the Board of Management. The Executive Director, from time to time be directed by the President, shall:

- a) Keep a true record of the proceedings of all meetings which after confirmation at a subsequent meeting shall be prima facie evidence of the truth of the matter stated in such record.
- b) Attend all meetings of the Chamber and keep the records and minutes thereof.
- c) Receive all letters and applications addressed to the Chamber.
- d) Arrange all business for the consideration of the Chamber.
- e) Give notice of all meetings of the Chamber.
- f) Conduct the correspondence of the Chamber.
- g) Preserve the books, documents, records and papers of the Chamber.

h) Keep the members roll and any other books of records which may be required or the Board may direct.

TREASURER

18. The Treasurer of the Chamber shall be elected annually at the Annual Meeting of the Chamber. The Treasurer shall :

- a) Receive all moneys of the Chamber and issue all receipts for same.
- b) Pay all accounts when passed for payment by the Executive.
- c) Keep a true record of all financial transactions.
- d) Compile a Statement of Receipts and Payments for the current year and submit to the Annual Meeting.

AUDITOR

19. The Auditor of the Chamber shall be elected annually at the Annual Meeting. The Auditor shall audit the Financial Books of the Chamber annually, prior to the Annual Meeting.

COMMON SEAL

20. The Common Seal of the Chamber shall be in the custody of the President or Executive Director and shall be affixed to any document only pursuant to a resolution of the Board of Management. The affixation of the seal be witnessed by the President or Vice President and the Executive Director or Treasurer.

REGISTER

21. A register shall be kept by the Executive Director or Executive Director as from time to time be directed by the President, which shall contain;

- a) The name and address of each member
- b) The date of election to membership
- c) The date of registration from membership
- d) Nature of business

ALTERATION OF RULES

23. These rules may be added to, altered or replaced only at a meeting which has been called for that purpose, (as per rule 8).

SUBSCRIPTIONS

24. The subscription to the Chamber shall be fixed by the Annual Meeting and shall be payable by the 30th September each year, covering the period 1st July to 30th June.

LEVIES

25. The Chamber may from time to time determine to impose a levy on all members for the purpose of carrying out any object of the Chamber or defraying the expenses of the administration.

STAFF

26. a) Executive Director - The Board of Management shall appoint and exercise control over the Executive Director. The Executive Director will carry out or oversee the administration of the Chamber and is responsible for the supervision, employment and termination of employment of any staff employed.

The duties of the Executive Director will include;

Collection of all subscriptions, recruitment of new members, maintenance of a Membership register, notification of meetings, conduct all correspondence on behalf of the Chamber, to organise all functions, Chamber projects, general administration and generally to carry out the instructions of the Board of Management and of any General or Special Meeting.

b) Administrative - When so appointed will perform such duties as are determined by the Board of Management through the Executive Director.