

<b>CONTENTS</b>	<b>PAGE NO.</b>
<b>PART 1 – ESSENTIAL ASPECTS</b>	
1. <i>Name</i>	4
2. <i>Objectives</i>	4
<b>PART 2 – MEMBERSHIP</b>	
3. <i>Qualifications for Membership</i>	5
4. <i>Application for Membership</i>	5
5. <i>Cessation of Membership</i>	6
6. <i>Members' Entitlement Not Transferable</i>	6
7. <i>Resignation</i>	6
8. <i>Register of Members</i>	6
9. <i>Fees and Subscriptions</i>	7
10. <i>Members' Liability</i>	7
11. <i>Resolution of internal disputes</i>	7
12. <i>Disciplining of Members</i>	8
13. <i>Right of Appeal of Disciplined Member</i>	9
<b>PART 3 – THE BOARD</b>	
14. <i>Powers of the Board</i>	10
15. <i>Composition of the Board</i>	10

<b>CONTENTS</b>	<b>PAGE NO.</b>
16. <i>Director's Term</i>	11
17. <i>Election of Directors</i>	11
18. <i>Casual Vacancy</i>	12
19. <i>Office Bearers</i>	12
20. <i>Secretary</i>	13
21. <i>Treasurer</i>	13
22. <i>Board Meetings, Quorum and Minutes</i>	14
23. <i>Delegation</i>	14
24. <i>Committee</i>	15
25. <i>Voting Rights</i>	15
26. <i>Removal of Directors</i>	16
27. <i>Right of Appeal of Removed Directors</i>	16
28. <i>Payment of Directors</i>	17
<b>PART 4 – GENERAL MEETINGS</b>	
29. <i>General Meetings</i>	17
30. <i>Annual General Meetings</i>	18

<b>CONTENTS</b>	<b>PAGE NO.</b>
31. <i>Notice</i>	18
32. <i>Procedure – Quorum and Chair</i>	19
33. <i>Adjournment</i>	19
34. <i>Decisions</i>	19
35. <i>Special Resolution</i>	20
36. <i>Voting</i>	20
37. <i>Proxies</i>	21
<b>PART 5 – MISCELLANEOUS</b>	
38. <i>Insurance</i>	21
39. <i>Funds</i>	21
40. <i>Amendment</i>	21
41. <i>Common seal</i>	21
42. <i>Records</i>	22
43. <i>Winding up</i>	22
44. <i>Service of notices</i>	22
45. <i>Interpretation</i>	22
46. <i>Dictionary</i>	23

# **Constitution of the Blue Mountains Regional Business Chamber Incorporated t/as Blue Mountains Regional Business Chamber**

## **PART 1 – ESSENTIAL ASPECTS**

1. Name

The name of the Association is "Blue Mountains Regional Business Chamber Incorporated". It is known as 'Blue Mountains Regional Business Chamber' (BMRBC).

2. Objectives

BMRBC's objectives are:

- 2.1 to encourage support and promote business within the region;
- 2.2 to develop a strong vision for the economic future of the region;
- 2.3 to provide leadership to business;
- 2.4 to promote responsible business growth;
- 2.5 to create a strong financial framework for BMRBC's future growth;
- 2.6 to provide regional co-ordination of key business issues;
- 2.7 to provide business support services to businesses in the region;
- 2.8 to encourage and promote local employment;
- 2.9 to provide excellent communication and promotion on behalf of members;
- 2.10 to promote the business opportunities arising out of Blue Mountains World Heritage status;
- 2.11 to promote regional business interests to commerce, industry and government;
- 2.12 to encourage business networking opportunities;
- 2.13 to foster and facilitate continuous improvements in the quality and performance of business in the Blue Mountains.

The meaning of "the region" is defined in clause 46.

## **PART 2 – MEMBERSHIP**

### **3. Qualifications for Membership**

3.1 A person is eligible to be a member of BMRBC if:

3.1.1 the person carries on a business in the region; or

3.1.2 the person is interested in the development of business in the region.

The meaning of "person" is defined in clause 46.

3.2 There may be different categories of members and different features available to each category of member. The categories of members and features available to each category will be decided by the Board.

The manner in which the Board makes decisions is specified in clause 25.1.

### **4. Application for Membership**

4.1 A person who is eligible to be a member of BMRBC may apply for membership of BMRBC.

A person's eligibility to be a member of BMRBC is set out in clause 3.1.

4.2 An application for membership must be:

4.2.1 made in the approved form;

4.2.2 sent to the registered office of BMRBC; and

Clause 44 and 46 provide how an application may be sent. "The registered office" of BMRBC is defined in clause 46.

4.2.3 accompanied by the fee for the category of membership to which the person applies.

The fee for the category of membership is decided by the Board: clause 9.1 and may vary overtime.

4.3 After receiving an application for membership, the Secretary must promptly refer the application to the Board.

4.4 The Board may accept or reject an application for membership without giving reasons.

4.5 If the Board accepts an application for membership, the Secretary must:

4.5.1 promptly notify the applicant of that acceptance; and

Notification is given in accordance with clause 46.

4.5.2 enter the applicant's details in the Register of Members.

The requirement of the Register of Members is set out in clause 8.

4.6 Upon the applicant's name being entered in the Register of Members, the applicant becomes a member of BMRBC.

### **5. Cessation of Membership**

5.1 A person ceases to be a member of BMRBC if the person:

5.1.1 resigns membership;

The requirements for resignation of membership is set out in clause 7.

5.1.2 is expelled from BMRBC;

The manner by which a member may be expelled from BMRBC is set out in clause 12.

5.1.3 ceases to exist; or

5.1.4 fails to renew the person's membership.

A person fails to renew its membership if clause 5.2 applies.

5.2 A person fails to renew its membership if by the thirtieth (30<sup>th</sup>) day after the due date the person fails to pay the membership fee for the person's category of membership (or the fee for any other category of membership to which the person may be entitled).

The due date is defined in clauses 9.2 and 46. The membership fees are decided by the Board from time to time: clause 9.1.

5.3 The Secretary must report to the Board on the name, relevant date and reason for any person ceasing to be a member.

## 6. Members' Entitlement not Transferable

The right, privilege or obligation of a member:

6.1 is not capable of being transferred or transmitted to another person;

6.2 terminates on cessation of the membership.

Membership ceases in the manner set out in clause 5.1.

## 7. Resignation

7.1 A member may resign from membership by written notice given to the Secretary.

A notice is given in the manner set out in clause 44.1.

7.2 The resignation will be effective on the date that it is received unless another date for the resignation is specified.

A notice is received on the date provided by clause 44.2.

## 8. Register of Members

8.1 The Secretary must establish a Register of Members.

8.2 The Register of Members must specify:

8.2.1 the name and address of the member;

8.2.2 the date on which the person becomes a member;

The date on which the person becomes a member is the date the member's name is entered in the Register of Members: clause 4.6.

8.2.3 the person's category of membership; and

8.2.4 the date on which the person ceases to be a member.

The date on which a person ceases to be a member is determined by clauses 7.2 or 12.8, the date it ceased to exist or clause 5.2.

8.3 The Register of Members must be kept at the registered office of BMRBC.

"The registered office" of BMRBC is defined in clause 46.

- 8.4 The Register of Members must be open for inspection free of charge to any member during normal business hours.

"Normal business hours" is defined in clause 46. See also clause 42 on a member's rights of access to BMRBC's records.

## 9. Fees and Subscriptions

- 9.1 The fee for the various categories of membership will be decided by the Board.

The manner in which the Board makes decisions is specified in clause 25.1.

- 9.2 Membership fees are payable on the anniversary of the date on which a person becomes a member.

The date on which the person becomes a member is the date that the person's name is entered in the Register of Members: clause 4.6.

## 10. Members Liability

- 10.1 The liability of a member to contribute towards payment of the debt of BMRBC is limited to the fee, if any, unpaid by the member in respect of its membership of BMRBC.

The meaning of "debt" is defined in clause 46. The membership fee is decided in accordance with clause 9.1.

- 10.2 The liability pursuant to clause 10.1 does not end by a person ceasing to be a member.

Clause 5.1 specifies how a person may cease to be a member.

## 11. Resolution of Internal Disputes

Disputes between:

- 11.1 members of BMRBC (in their capacity as members); and  
11.2 members of BMRBC and the Board, a Committee, or delegate of the Board; are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.

Delegates of the Board, and Committees, are appointed in the manner specified in clauses 23 and 24 respectively.

## 12. Disciplining of Members

- 12.1 If any member of BMRBC ("the complainant") alleges that another member:

12.1.1 has persistently refused or neglected to comply with the provision of this Constitution; or

12.1.2 has persistently and willfully acted in a manner prejudicial to the objectives of BMRBC;

12.1.3 and the complainant gives notice to the Secretary of the complaint, the Board must:

12.1.4 appoint a Complaints Committee; and

12.1.5 refer the complaint to the Complaints Committee.

A notice is given in the manner specified in clause 44.1. A Committee is appointed in accordance with clause 24.

12.2 The Complaints Committee must:

12.2.1 not contain any Director, the complainant or the member against whom the complaint is made;

12.2.2 cause notice of the complaint to be given to the member against whom the complaint is made;

Notice is given in accordance with clause 44.1.

12.2.3 encourage the parties to the complaint to resolve the complaint by the processes specified in clause 11.

The "complainant" is defined in clause 46.

12.3 If the complaint is not resolved within a reasonable time, the Complaints Committee must allow both the complainant, and the member against whom the complaint is made, at least fourteen (14) days in which to make submissions to the Complaints Committee.

The complainant is defined in clause 46. "Submissions" are also defined in clause 46.

12.4 Before making a decision in relation to the complaint, the Complaints Committee must take into consideration any submission made by the complainant or the member against whom the complaint was made.

12.5 The Complaints Committee may decide upon any action it considers appropriate in relation to the complaint.

12.6 The action that may be taken by the Complaints Committee includes the expulsion, suspension or disciplining of any member involved in the complaint.

12.7 The Secretary must notify the complainant and the member against whom the complaint was made of the action taken and of the reason for that action within seven (7) days of the Complaints Committee's decision.

Notification is given in the manner specified in clause 44.

12.8 If a member is disciplined, the disciplinary action takes effect:

12.8.1 if an appeal is not lodged within the appeal period, upon the expiry of the period within which the disciplined member is entitled to appeal against the Complaints Committee's decision, or



12.8.2 if within the appeal period the disciplined member lodges an appeal, upon the date that the Board decides, but only if the Board decided that the appeal is dismissed,

whichever is the later.

The appeal period is specified in clause 13.1. A disciplined member may lodge an appeal in the manner specified in clause 13.1. The "disciplined member" is defined in clause 46.

12.9 A disciplined member may appeal to the Board in accordance with clause 13.

13. Right of Appeal of Disciplined Member

13.1 A disciplined member may appeal to the Board against a decision of the Complaints Committee under clause 12 by giving a notice of appeal to the Secretary within seven (7) days after notice of the decision is given to the disciplined member.

Clause 44 provides how a notice may be given.

13.2 On receipt of a notice of appeal, the Secretary must report the appeal to the Board.

Clause 44.2 provides when a notice is received.

13.3 The Board must convene to decide an appeal within one (1) month of the date upon which the Secretary receives the notice of appeal.

A Board decision is made in the manner specified in clause 25.

13.4 Before deciding the appeal, the Board must give both the complainant and the disciplined member an opportunity to state their positions in relation to the complaint both orally and in writing.

13.5 The Secretary of the Board must notify the complainant and the disciplined member of:

13.5.1 the decision of the Board within seven (7) days of its decision; and the date on which the disciplinary action commences, if the appeal is dismissed.

Clause 44 provides how a decision may be notified.

## **PART 3 – THE BOARD**

14. Powers of the Board

14.1 The Board manages, governs and controls BMRBC.

14.2 The Board has the power:

14.2.1 to exercise all functions which BMRBC may perform or exercise; or

14.2.2 which is necessary and desirable for the proper management of BMRBC  
("the Board's functions").

The "Board" is defined in clause 46.

15. Composition of the Board

15.1 The Board will consist of no more than thirteen (13) persons and no fewer than five (5) persons.

15.2 Each person who is a member of the Board will be called a "Director".

15.3 A person is eligible to be a Director ("an eligible person") if a natural person and:

15.3.1 a member of BMRBC, or

15.3.2 nominated as the representative of a member of BMRBC.

"Natural person" is defined in clause 46.

15.4 Each member may only nominate one natural person as its representative.

15.5 A natural person cannot be nominated as a representative of a member unless the natural person is a director, shareholder, member or employee of a BMRBC member.

15.6 If fewer than the maximum number of Directors are elected by members, the Board may appoint additional Directors pursuant to clause 18.

A person is elected pursuant to clause 17.

16. Director's Term

16.1 Subject to clauses 17.2 and 18, a Director's term expires at the conclusion of the second annual general meeting after the Director's election.

16.2 Unless the members decide otherwise at an annual general meeting, a Director must not serve as a Director for more than eight (8) consecutive years.

17. Election of Directors

17.1 An election of Directors will be conducted at each annual general meeting.

Clause 30 deals with annual general meetings.

17.2 The number of Directors to be elected at an annual general meeting is the number of Directors whose term expires at the conclusion of the annual general meeting.

The number of directors whose term expires is determined by clause 15.

- 17.3 The Secretary will notify members of the number of Directors to be elected at an annual general meeting at least fourteen days before the annual general meeting.

The requirement for notification is set out in clause 44.

- 17.4 The Board may nominate an eligible person for election to the Board.

- 17.5 In nominating an eligible person for election, the Board must consider:

17.5.1 any areas on which the Board requires experience or qualifications; and

17.5.2 the experience or qualifications of the eligible person.

- 17.6 An eligible person may apply for election to the Board, and must do so:

17.6.1 in writing

17.6.2 by notice received by the Secretary at least seven days before the annual general meeting.

The requirement for an "eligible person" is set out in clause 15.3.

- 17.7 If insufficient eligible persons are nominated or apply to fill the number of vacancies on the Board, further applications may be received at the annual general meeting.

- 17.8 If the number of nominations and applications is equal to or less than the number of vacancies to be filled, the eligible persons nominated or applying to fill the vacancies on the Board are elected.

- 17.9 If the number of nominations and applications exceed the number of vacancies a ballot must be held.

- 17.10 The ballot for the election of Directors must be conducted in the manner decided by the Board.

- 17.11 If there is a ballot for election of Directors, the Secretary must notify members of the Board's nominations and reasons for nomination.

The Board's nomination and reasons for nomination are made pursuant to clauses 17.4 and 17.5

## 18. Casual Vacancy

- 18.1 If less than the minimum number of Directors is elected at an annual general meeting, the Board must appoint an eligible person to fill the vacancy as soon as reasonably practicable to do so.

- 18.2 If a vacancy occurs in the composition of the Board at any time prior to an annual general meeting, or the maximum number of Directors is not elected by

members at an annual general meeting, the Board may appoint an eligible person as a Director.

The requirement for an "eligible person" is set out in clause 15.3.

- 18.3 The term of the Director appointed pursuant to this clause expires at the conclusion of the annual general meeting next following the appointment.

19. Office Bearers

- 19.1 The Board must elect the following office bearers from the Directors:

19.1.1 President;

19.1.2 Vice President;

19.1.3 Treasurer;

The role of the Treasurer is set out in clause 21.

19.1.4 Secretary.

The role of the Secretary is set out in clause 20.

- 19.2 The position of all office bearers is vacated at the first Board meeting after an annual general meeting.

- 19.3 The Board must elect an office bearer whenever the position is vacant.

- 19.4 The Secretary of the Board will chair the first Board meeting after an annual general meeting to conduct the election of the President. After the election of the President, the Secretary's position becomes vacant and the President will chair the election of the other office bearers.

- 19.5 An election is made in the same manner that the Board makes other decisions.

Clause 25 provides the manner in which the Board makes decisions.

20. Secretary

- 20.1 The Secretary must keep accurate and complete records of:

20.1.1 all Directors;

20.1.2 all office bearers;

The office bearers are specified in clause 19.1.

20.1.3 the name of Directors present at Board meetings; and

20.1.4 all proceedings at Board and general meetings.

Part 4 provides for general meetings.

- 20.2 The Secretary must perform the obligations required of it by this Constitution.

Some of the obligations required of the Secretary are set out in clauses 4.3, 4.5, 5.3, 8.1, 12.7, 13.2, 13.5, 17.3, 17.11, 19.8, 20.1, 20.3, 22.3, 22.8.2, 26.4, 27.2, 29.5 and 31.1.

- 20.3 The Secretary must keep all records for BMRBC, other than the financial records kept by the Treasurer.

The financial records are kept by the Treasurer pursuant to clause 21.2.

21. Treasurer

The Treasurer must:

- 21.1 keep accurate records showing the financial position of BMRBC, including details of all receipts and expenditure;
- 21.2 keep all financial records for BMRBC;
- 21.3 report the financial position of BMRBC to each Board meeting;
- 21.4 report to the annual general meeting on BMRBC 's financial position at the end of each financial year;

The financial year is the period specified in clause 30.2.

The report on the financial position must be received at the annual general meeting pursuant to clause 30.1.3.

- 21.5 comply with all accountancy standards relevant to the recording of BMRBC 's financial position; and

- 21.6 oversee BMRBC payment and receipt of funds.

Clause 39 specifies BMRBC's obligations in relation to funds.

22. Board Meetings, Quorum and Minutes

- 22.1 The Board may meet at the times, dates and places it decides.

The manner in which the Board makes decisions is specified in clause 25.

- 22.2 The Board must meet at least six times between each annual general meeting.

Annual general meetings are specified in clause 30.

- 22.3 Notice of a Board meeting must be given by the Secretary or the President to the Directors at least seven (7) days before the appointed time for the holding of the meeting, unless the Board decides upon a different notice period.

Clause 44 specifies the manner in which a notice may be given.

- 22.4 Five (5) Directors constitute a quorum.

- 22.5 No decisions may be made by the Board unless a quorum is present within thirty (30) minutes of the time appointed for the meeting.

- 22.6 If a quorum is not present within the time allowed by clause 22.5, the meeting is adjourned to the same time at the same place and on the same day in the following week.

- 22.7 At a Board meeting:

22.7.1 the President, or in the President's absence, the Vice President, is to preside, or

22.7.2 if the President and Vice President are absent or unwilling to preside, a Director chosen by the Board may preside.

- 22.8 A Board meeting may be convened by seven (7) days notice being given to the Directors by:

22.8.1 the President, or

22.8.2 the Secretary upon the request of three (3) Directors.

The manner in which a notice may be given is specified in clause 44.

22.9 Minutes of a Board meeting must be signed by the person presiding at the meeting or the person presiding at the next meeting.

The person presiding at a Board meeting is governed by clause 22.7.

## 23. Delegation

23.1 Except as provided by clause 23.2, the Board may delegate the exercise of any of its functions.

The Board functions are set out in clause 14.2.

23.2 This power of delegation, and any duty specifically imposed on the Board by any law, may not be delegated.

23.3 The Board may delegate the exercise of a function upon conditions and with limitations and restrictions.

23.4 Despite a delegation, the Board may continue to exercise any delegated function.

## 24. Committee

24.1 A function delegated to a Committee may, until the delegation is revoked or expires or the function is completed, be exercised by the Committee.

The Board may delegate a function pursuant to clause 23.

24.2 An act of a Committee in the exercise of a delegated function has the same result as it would have if it had been performed by the Board.

24.3 The Board must appoint the persons who form a Committee.

The Board makes decisions in relation to appointments in the manner specified in clause 25.

24.4 The Board may, but need not, appoint:

24.4.1 a Director;

24.4.2 a member; or

24.4.3 an eligible person;

The requirements for an eligible person is set out in clause 15.3.

24.4.4 any other natural person;

A "natural person" is defined in clause 46.

to a Committee.

24.5 Only a natural person may be appointed to a Committee.

A "natural person" is defined in clause 46.

24.6 A Committee may meet and adjourn as it thinks proper.

24.7 A Committee may act despite any vacancy on the Committee.

- 24.8 A Committee may consist of only one person.
- 24.9 Decisions of a Committee will be made in the same manner as decisions of the Board.

Clause 25.1 specifies the manner in which decisions are made by the Board.

25. Voting Rights

- 25.1 Decisions of the Board will be made by a majority of Directors present and voting at a meeting.
- 25.2 Subject to clause 25.3, each Director is entitled to one vote.
- 25.3 If there is an equal number of votes, both in favour and against a proposition, the person presiding at the Board meeting is entitled to a second or casting vote.

The person presiding at the Board meeting is governed by clause 22.7. "Proposition" is defined in clause 46.

26. Removal of Directors

- 26.1 The Board may remove a Director.
- 26.2 Notice of a proposal to remove a Director must be given to Directors at least fourteen (14) days before the Board meets to consider the proposal.

Clause 44 specifies the manner in which a notice may be given.

- 26.3 A proposal to remove a Director is decided in favour of the proposal if supported by at least two-thirds of the Directors present and voting on the proposal.

"Proposal" is defined in clause 46.

- 26.4 If a Director is removed pursuant to this clause, the Secretary must notify the removed Director of the Board's decision within seven (7) days of the decision.

Clause 44 specifies the manner in which the removed Director may be notified.

- 26.5 A removed Director may appeal to the members in accordance with clause 29.

A "removed Director" is defined in clause 46.

27. Right of Appeal of Removed Director

- 27.1 A removed Director may appeal the Board's decision by giving a notice of appeal to the Secretary within seven (7) days of receipt of notice of the Board's decision.

The giving and receipt of notices is governed by clause 44.

- 27.2 On receipt of a notice of appeal the Secretary must notify the Board.

- 27.3 At its next meeting the Board must convene a general meeting of members to be held within forty two (42) days of receipt of the notice of appeal ("the appeal meeting").

Part 4 provides for general meetings. Receipt of notices is governed by clause 44.

- 27.4 No business may be conducted at the appeal meeting other than consideration of

the appeal.

27.5 At the appeal meeting the Board and the removed Director must be given an opportunity to state their positions both orally and in writing.

27.6 Members present at an appeal meeting must vote by ballot on the question of whether the appeal should be allowed.

27.7 Unless the members present at an appeal meeting pass a special resolution in favour of the appeal, the Board's decision is confirmed.

A special resolution is made in the manner specified in clause 35.

28. Payment of Directors

28.1 A Director is not entitled to be paid for the Director's work on behalf of BMRBC, whether provided in a professional capacity or otherwise, but may be reimbursed for any expenses incurred in carrying out BMRBC 's work.

## **PART 4 - GENERAL MEETINGS**

29. General Meetings

29.1 The Board may convene a general meeting for a time, date and place that it considers appropriate.

29.2 The Board must convene a general meeting within forty two (42) days of receipt of a request from at least twenty percent (20%) of the total number of BMRBC members.

Clause 44 provides the date on which a document is received.

29.3 For the purpose of clause 29.3, a request must:

29.3.1 be in writing;

29.3.2 state the purpose of the general meeting;

29.3.3 be signed by the members requesting the meeting; and

29.3.4 be given to the Secretary.

Clause 44 states how a document may be given.

29.4 A member wishing to bring an issue to the attention of a general meeting must give notice of the issue to the Secretary at least seven (7) days before the general meeting.



29.5 Upon clause 29.4 being satisfied, the Secretary must specify the issue in the next notice advising a general meeting to members.

29.6 An issue may only be raised at a general meeting:

29.6.1 if clause 29.4 has been satisfied, or

29.6.2 with the permission of the chairperson.

The chairperson is decided by clauses 32.3 and 32.4.

30. Annual General Meetings

30.1 Within the period specified in the Associations Incorporation Act 2009 of NSW, the Board must convene a general meeting for the following purpose:

30.1.1 confirm the minutes of the previous annual general meeting;

30.1.2 receive a report on the activities of the Board since the previous annual general meeting;

30.1.3 receive a report on BMRBC 's financial position at the end of the immediately preceding financial year;

The Treasurer has the obligation to provide this report: clause 21.4.

30.1.4 receive any report required to meet any statutory obligations on reporting;

For instance, the *Associations Incorporations Act*, s26(6) imposes an obligation of reporting

30.1.5 elect Directors;

The election of Directors is provided by clause 17.

30.1.6 subject to 29.6, deal with matters of general business; and

30.1.7 appoint an auditor; ("an annual general meeting")

30.2 BMRBC 's financial year commences on 1 July in a year and ends on 30 June in the immediately succeeding year.

"Financial year" is defined in clause 46.

31. Notice

31.1 The Secretary must give members at least fourteen (14) days notice of a general meeting.

Clause 44 provides the manner in which notices may be given.

31.2 The notice must specify:

31.2.1 the place, date and time fixed for the general meeting; and

31.2.2 the purpose of the meeting.

32. Procedure – Quorum and Chair

32.1 No decision may be made at a general meeting unless a quorum is present (in person or by proxy) at the time the decision is made.

Clause 37 deals with proxies.

32.2 For a general meeting, a quorum is seventeen (17) members.

32.3 Subject to clause 32.4, the President or, in the President's absence, the Vice President must chair the general meeting.

32.4 If the President and Vice President are absent or unwilling to chair the general meeting, the members of the general meeting must elect an eligible person to chair the meeting ("the chairperson").

An "eligible person" is specified in clause 15.3.

32.5 The election of a chairperson is made in the same manner as any other decision made at a general meeting.

Clause 34 deals with how decisions are made at a general meeting.

33. Adjournment

The chairperson of a general meeting may adjourn the meeting:

33.1 with the consent of the majority of members present (in person or by proxy) at the meeting, or

Clause 37 deals with proxies.

33.2 if the time allocated for the meeting is exceeded.

"The chairperson" is defined in clause 46.

34. Decisions

34.1 An issue requiring a decision at a general meeting is, subject to clause 34.2, to be made upon a show of hands.

Voting is carried out in accordance with clause 36.

34.2 A poll may be demanded by:

34.2.1 the chairperson; or

"The chairperson" is defined in clause 46.

34.2.2 ten or more members present (in person or by proxy) at the meeting.

34.3 If a poll is demanded, an issue requiring a decision at the general meeting will be made after a poll of members present (in person or by proxy) at the meeting.

Clause 37 deals with proxies.

34.4 If required, a poll must be taken in the manner directed by the chairperson.

"The chairperson" is defined in clause 46.

34.5 An announcement by the chairperson that an issue has been:

- 34.5.1 carried by majority;
  - 34.5.2 carried unanimously;
  - 34.5.3 carried by a particular majority; or
  - 34.5.4 lost;
- (or in the absence of an announcement by the chairperson, an entry in the records of the meeting as to the outcome of the issue) is proof of that outcome.

"The chairperson" is defined in clause 46.

The Secretary must keep records of the proceedings at a general meeting: clause 20.1.4.

### 35. Special Resolution

- 35.1 A special resolution requires at least three-quarters of the members present (in person or by proxy) voting in favour of the proposal at a general meeting.

Clause 37 deals with proxies. Clause 36 deals with voting at a general meeting.

- 35.2 A special resolution is required to:

- 35.2.1 amend this Constitution

The power to amend the Constitution is provided by clause 40.

- 35.2.2 overturn a Board decision on the removal of a Director; and

The decision to overturn a Board decision on the removal of a Director must be made in accordance with clause 27.

- 35.2.3 wind up BMRBC.

Clause 43 covers the winding up of BMRBC.

### 36. Voting

- 36.1 On any issue requiring a decision at a general meeting a member has one vote.
- 36.2 All votes must be given personally or, unless this Constitution provides otherwise, by proxy.

Clause 37 deals with proxies.

- 36.3 If there is an equal number of votes, both in favour and against an issue to be decided at the general meeting, the chairperson is entitled to a second or casting vote.

"The chairperson" is defined in clause 46.

### 37. Proxies

A member may appoint another member as its proxy by notice given to the Secretary at least two days before the general meeting at which the proxy is to be used.

## **PART 5 - MISCELLANEOUS**

### **38. Insurance**

38.1 BMRBC must maintain sufficient insurance to meet its legislative obligations.

38.2 BMRBC may maintain any other insurance that it considers appropriate.

### **39. Funds**

BMRBC funds may be derived from any activity that the Board considers appropriate.

The Board makes decisions in accordance with clause 25.

39.1 All funds must be deposited into BMRBC 's bank account as soon as possible after receipt.

39.2 BMRBC must issue a receipt for any funds as soon as possible after the funds are received.

39.3 The funds must be used to further BMRBC 's objectives.

BMRBC's objectives are specified in clause 2.

39.4 Cheques and any other process used to meet BMRBC 's expenses must be signed or authorised by at least two directors.

The Board makes decisions in accordance with clause 25.

### **40. Amendment**

40.1 This Constitution may be amended by a special resolution.

Clause 37 specifies the requirements for a special resolution.

40.2 The Public Officer must provide information about any amendment to the Constitution to any statutory authority required by legislation.

### **41. Common seal**

Any document requiring authentication by BMRBC may be authenticated by the Public Officer and does not need authentication under a common seal.

### **42. Records**

42.1 BMRBC 's records must be open for inspection free of charge to any member during normal business hours.

"normal business hours" is defined in clause 46.

42.2 BMRBC's records may be accessed by any Director for the purpose of performing his or her duties as a director or for the purpose of any litigation involving the Director during their term and for a period of seven years after the Director ceases to be a director of the Association.

### **43. Winding up**

BMRBC must be wound up if:

43.1 a special resolution is passed to that effect; or

Clause 35 specifies the requirements for a special resolution.

43.2 the number of members of BMRBC is reduced to less than twenty.

Clause 32.2 provides that the minimum number of members for a quorum is ~~seven~~.

Surplus assets not to be distributed to members

43.3 If BMRBC is wound up, any surplus assets must not be distributed to a member or a former member of BMRBC, unless that member or former member is a registered charity.

43.4 Any surplus assets that remain after BMRBC is wound up must be distributed to one or more organisations:

43.4.1 with purposes similar to, or inclusive of, the Objectives set out in Clause 2, and

43.4.2 which also prohibit the distribution of any surplus assets to its members to at least the same extent as BMRBC.

43.5 The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, BMRBC may apply to the Supreme Court to make this decision.

43.6 If BMRBC is wound up, any surplus of the following assets shall be transferred to another organisation with similar objects, or which is charitable at law and to which income tax deductible gifts can be made:

43.6.1 gifts of money or property for the principal purpose of BMRBC

43.6.2 contributions made in relation to an eligible fundraising event held for the principal purpose of BMRBC

43.6.3 money received by BMRBC because of such gifts and contributions.

44. Service of notices

44.1 A notice may be served, sent or given to a person by:

44.1.1 delivering it to the person personally;

44.1.2 sending it by prepaid post to the address of the person appearing in BMRBC 's records; or

44.1.3 sending it by facsimile transmission or by electronic transmission to a facsimile phone number, email address or similar, provided by the person and appearing in BMRBC 's records.

A "notice" is defined in clause 46.

44.2 A notice will be treated as having been given, served or received:

44.2.1 on the date it is personally delivered;

44.2.2 on the date the post is delivered in its ordinary course; or

44.2.3 on the next day after it was sent by facsimile, email or other electronic

transmission.

44.3 Where there is a requirement to "notify", that requirement is met by serving a notice.

45. Interpretation

45.1 Headings are for convenience only and are not intended to change the interpretation of this Constitution.

45.2 Notes are for convenience only and are not intended to change the interpretation of this Constitution.

45.3 A reference to a statute includes all amendments made to that statute and to any legislation passed in substitution therefore and all regulations made under any relevant legislation.

45.4 A reference to the singular includes the plural, and vice versa.

45.5 If this Constitution requires something to be done on a day which is a Saturday or Sunday or is a public holiday in New South Wales, then the thing may be done on the next day which is not a Saturday, Sunday or public holiday.

45.6 Where a word is defined, other grammatical forms of the word have a corresponding meaning.

46. Dictionary

46.1 "appeal meeting" is a general meeting of members held to consider the appeal of a removed Director pursuant to clause 27.3.

46.2 "appeal period" is the period within which a disciplined member is entitled to appeal against the Complaints Committee's decision.

46.3 "Board" has the same meaning as that given to "Committee" in the *Associations Incorporation Act 2009*, s4.

46.4 BMRBC means Blue Mountains Regional Business Chamber Incorporated.

46.5 "chairperson" is the person chairing a general meeting pursuant to clauses 32.3 and 32.4.

46.6 "complaint" is the allegation made by the complainant in accordance with clause 12.1.

46.7 "complainant" is a BMRBC member who makes allegations against another member in accordance with clause 12.1.

- 46.8 "debt" for the purpose of clause 10 means all liabilities of BMRBC including the costs, charges and expenses of the winding up of the BMRBC.
- 46.9 "Director" means a person who is a member of the Board (except where the word is used in clause 15.5).
- 46.10 "disciplined member" is a member who is disciplined pursuant to clause 12.5.
- 46.11 "due date" is the date on which membership fees are due for payment.  
Clause 9.2 specifies the date on which membership fees are due for payment.
- 46.12 "eligible person" is a natural person eligible to be a Director pursuant to clause 15.3.
- 46.13 "financial year" means the period of twelve consecutive months during which financial information is collected.
- 46.14 a "natural person" is a living human being as distinct from an entity recognised by the law as a person, such as a company or an incorporated association.
- 46.15 "normal business hours" means the hours that the registered office of BMRBC is attended between 9.00 a.m. and 5.00 p.m. on Monday to Friday except a public holiday.  
(Clause 8.4 and 42)
- 46.16 a "notice" includes a document in writing such as an application form.
- 46.17 a "person" means a natural person, a company, incorporated association or any other legal entity.
- 46.18 "proposal" and "proposition" refers to an issue to be decided by the Board.
- 46.19 the "region" means:
- 46.19.1 the local government areas of Blue Mountains and Lithgow, and
  - 46.19.2 any other local government area constituted under the *Local Government Act* 1993, that the Board decides forms parts of the region.
- 46.20 the registered office of BMRBC is the address for BMRBC notified to the Department of Fair Trading from time to time.
- 46.21 "removed Director" is a Director removed pursuant to clause 26.
- 46.22 "submissions" are a brief written or oral statement made in relation to a complaint.
- 46.23 "vacating Director" is a Director whose resignation takes effect other than at an annual general meeting and whose vacated position is replaced by the Board pursuant to clause 18.1.