

CONSTITUTION OF LAUNCESTON CHAMBER OF COMMERCE INC.

NAME OF ASSOCIATION:

1. The name of the Association is as follows:

Launceston Chamber of Commerce Inc. (in these rules called "the Chamber").

INTERPRETATION:

2. (1) In this Constitution, unless the context otherwise requires -
 "Board" means the committee of management of the Chamber and "Board of Directors" has the same meaning;
 "general meeting" means a general meeting of members convened in accordance with rules 13 or 14;
 "Director" means a member of the Board of the Chamber;
 "Present" includes being present electronically, by any manner of communicating by any technological means by which persons are able simultaneously to hear each other and to participate in discussion.
 "Sign" includes, unless the law, the context, or the circumstances indicate otherwise, an electronic form of signature, or the giving or assent or dissent from any proposition via any other means.
- (2) In these rules, expressions referring to writing, unless the contrary intention appears, are to be construed as including references to printing, lithography, photography, emails, facsimiles, electronic documents and other modes of representing or reproducing words in a visible form; and
- (3) Words or expressions contained in these rules are to be interpreted in accordance with the provisions of the Acts Interpretation Act 1931.

CHAMBERS OFFICE:

3. The office of the Chamber is to be at the following location or at any other place the Board determines:

Level 1, Suite 2/63-65 Cameron Street, Launceston, Tasmania 7250.

OBJECTS AND PURPOSES OF THE CHAMBER:

4. (1) The purpose of the Chamber is to be the leading and independent voice of a connected business community for greater Launceston.
- (2) The objectives of the Chamber are to:
- (a) foster a prosperous business environment;
 - (b) promote and support the advancement of business and industry in Northern Tasmania, with a focus on the Launceston region;

- (c) advocate for changes or improvements to enhance business and industry success in Northern Tasmania, including start-ups;
 - (d) advocate for initiatives that will strengthen the northern economy;
 - (e) facilitate connections and relationships that may assist Members;
 - (f) facilitate business to business networking in Launceston to strengthen local networks and economic opportunities;
 - (g) contribute to policy development that impacts business and industry in the Launceston region;
 - (h) keep Members and the business community informed about the Chamber and its views on important issues affecting business and industry; and
 - (i) responsibly manage resources of the Chamber and abide by all laws and regulations.
- (2) In addition to the basic objects of the Chamber the objects and purposes of the Chamber are deemed to include:
- (a) The purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Chamber;
 - (b) The buying, selling, and supplying of, and dealing in, goods of all kinds;
 - (c) The construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Chamber;
 - (d) The accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Chamber;
 - (e) The taking of such steps from time to time as the Board or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Chamber, whether by way of donations, subscriptions, or otherwise;
 - (f) The production and publishing of materials as the Board or the members in general meeting may think desirable for the promotion of the objects and purposes of the Chamber;
 - (g) The borrowing and raising of money in such manner and on such terms as the Board may think fit or as may be approved or directed by resolution passed at a general meeting;
 - (h) Subject to the provisions of the Trustee Act 1898, the investment of any moneys of the Chamber not immediately required for any of its objects or purposes in such manner as the Board may from time to time determine;
 - (i) The making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which Division 30 of the Income Tax Assessment Act 1997 of the

Commonwealth relates;

- (j) The establishment and support, or aiding in the establishment and support of associations, institutions, funds, trusts, schemes and organisations likely to benefit officers or employees of the Chamber and past officers or employees of the Chamber and their dependants, and the granting of pensions, allowances, or other benefits to officers or employees or past officers or employees of the Chamber and their dependants and the making of payments, towards insurance in relation to any of those purposes;
 - (k) The establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Chamber;
 - (l) The purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities, and engagements of any association with which the Chamber may at any time become amalgamated in accordance with the provisions of the Act and rules of the Chamber; and
 - (m) The doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Chamber or of any of the objects and purposes specified in the preceding provisions of this sub-rule.
- (3) In this Constitution "basic objects of the Chamber" means the objects and purposes of the Chamber set out in sub-rule (1) of this rule.

MEMBERSHIP OF THE CHAMBER:

5. (1) A person who makes application and is approved for membership as provided in this Constitution is eligible to be a member of the Chamber on payment of the annual subscription prescribed in, or fixed under, these rules and upon making a written undertaking to abide by and support the objects and purposes of the Chamber.
- (2) A person who is not a member of the Chamber is not to be admitted to membership –
- (a) unless they make an application as provided under sub-rule (3) of this rule; and
 - (b) their admission as a member is approved by the Board.
- (3) An application of a person for membership of the Chamber is to be –
- (a) made in writing, and
 - (b) lodged with the public officer of the Chamber.
- (4) As soon as is practicable after the receipt of an application, the public officer is to refer the application to the Board.
- (5) Upon an application being approved by the Board, the public officer must, with as little delay as possible, notify the applicant in writing that they have been approved for membership of the Chamber and, upon receipt of the sum payable by or on behalf of the applicant as their first year's subscription or part payment thereof, must enter the applicant's name and

address in a register of members to be kept by the public officer, whereupon the applicant becomes a member of the Chamber.

- (6) A member of the Chamber may, at any time, resign from the Chamber by providing to the public officer a written notice of resignation.
- (7) Upon receipt of a notice under sub-rule (6) of this rule, the public officer must remove the name of the member by whom the notice was given from the register of members, whereupon that member ceases to be a member of the Chamber.
- (8) A right, privilege, or obligation of a person by virtue of his membership of the Chamber –
 - (a) is not capable of being transferred or transmitted to another person, and
 - (b) is terminated upon cessation of his membership, whether by death, resignation or otherwise.
- (9) In the event of the Chamber being wound up –
 - (a) every member of the Chamber; and
 - (b) every person who, within the period of twelve months immediately preceding the commencement of the winding up, was a member of the Chamber, is liable to contribute to the assets of the Chamber for payment of the debts or liabilities of the Chamber and for the costs, charges, and expenses of the winding up and for the adjustment of the rights of the contributories among themselves such sum, not exceeding \$20.00 as may be required but a former member is not liable to contribute in respect of any debt or liability of the Chamber contracted after he ceased to be a member.
- (10) An individual person, an incorporated body and a partnership may each be members of the Chamber and for the purposes of this rule the expression "person" may mean and include an individual person, an incorporated body and a partnership.
- (11) Notwithstanding this rule, the Board shall have the power to prescribe from time to time different types of membership, the rights attaching to those types of membership, and the proportions of the total membership that those types may make up.

HONORARY MEMBERS:

6. (1) The Board may admit as honorary members of the Chamber persons distinguished in public affairs, business, commerce or finance and such honorary members are not required to make application for membership in accordance with rule 5.
- (2) Honorary members may attend and speak at general meetings of the Chamber but are not entitled to vote.
- (3) Honorary members must not be liable for the payment of any subscription.

LIFE MEMBERS:

7. (1) The Board may in its absolute discretion appoint life members of the Chamber.

- (2) Any life member so appointed is not liable for payment of any subscription or other fee.
- (3) In the same manner, a life member must have all rights exercisable by any other members.

INCOME AND PROPERTY OF THE CHAMBER:

- 8. (1) The income and property of the Chamber is to be applied solely towards the promotion of the objects and purposes of the Chamber and no portion is to be paid or transferred, directly or indirectly by dividend, bonus, or otherwise, to any members of the Chamber unless the payment or transfer is made in accordance with this rule.
- (2) The Chamber must not without Board approval:
 - (a) appoint a person who is a member of the Board to any office of the Chamber where there is payable any remuneration by way of salary, fees, or allowances, or
 - (b) pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).
- (3) Nothing in the preceding provisions of the rule prevents the payment in good faith to an employee or member of the Chamber of -
 - (a) remuneration by way of salary fees or allowances to any member employed by the Chamber;
 - (b) remuneration in return for services actually rendered to the Chamber by the employee or member or for goods supplied to the Chamber by the employee or member in the ordinary course of business;
 - (c) interest at a rate not exceeding the cash rate target fixed by the Reserve Bank of Australia at the relevant times on moneys lent to the Chamber by the officer or employee of the Chamber or member; or
 - (d) a reasonable and proper sum by way of rent for premises let to the Chamber by the officer or employee of the Chamber or member.

ACCOUNTS RECEIPTS AND EXPENDITURE:

- 9. (1) True accounts are to be kept of the following:
 - (a) each receipt or payment of money by the Chamber and the matter in respect of which the money was received or paid;
 - (b) each asset or liability of the Chamber.
- (2) The accounts are to be open to inspection by the members of the Chamber at any reasonable time, and in any reasonable manner, determined by the committee.
- (3) The Treasurer of the Chamber is to keep all accounting books, and general records and records of receipts and payments, connected with the business of the Chamber in the form

and manner the committee determines.

- (4) The accounts, books and records are to be kept at the Chamber's office or at any other place the Board determines.

BANKING AND FINANCE:

10. (1) On behalf of the Chamber, the Treasurer of the Chamber is to
 - (a) Receive any money paid to the Chamber; and
 - (b) Immediately after receiving the money, issue an official receipt in respect of the money; and
 - (c) Cause the money to be paid into the account opened under subrule (2) as soon as practicable after it is received.
- (2) The Board is to open with an authorised deposit taking institution as defined by the Reserve Bank of Australia and listed by the Australian Prudential Regulation Authority (APRA) an account in the name of the Chamber
- (3) The Board may receive from the Chamber's bank or bankers for the time cheques drawn by the Chamber on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits, or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender to the Chamber.
- (4) The Board may provide the Treasurer with a sum of money to meet urgent expenditure, subject to any conditions in relation to the use and expenditure as the Board may impose.
- (5) No cheques are to be drawn on the Chamber's bank account except for payment of expenditure that has been authorised by the Board or its delegates prior to or following the drawing of the cheques.
- (6) All electronic transfers, cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments are to be authorised by any two directors or by any two people as the Board may nominate for the purpose, one of whom must be a member of the Board.

AUDITOR:

11. (1) At each annual general meeting of the Chamber, the members present at the meeting, and constituting the Board, are to appoint a person as auditor of the Chamber
- (2) If an auditor is not appointed at an annual general meeting under subrule (1), the members are to appoint a person as the auditor of the Chamber as soon as practicable after that annual general meeting.
- (3) The auditor is to hold office until the next annual general meeting and is eligible for re-appointment
- (4) The first auditor of the Chamber -
 - (a) may be appointed by the Board before the first annual general meeting, and

- (b) if so appointed, holds office until the first annual general meeting, unless earlier removed by a resolution of the members at a general meeting, in which case the members at that meeting may appoint an auditor to act until the first annual general meeting.
- (5) If an appointment is not made at an annual general meeting the Board must appoint an auditor of the Chamber for the then current financial year of the Chamber.
- (6) Except as provided in sub-rule (4) of this rule, the auditor may only be removed from office by special resolution.
- (7) If a casual vacancy occurs in the office of auditor, the Board may appoint a person to fill the vacancy until the next annual general meeting.

AUDIT OF ACCOUNTS:

- 12. (1) The Auditor is to audit the financial affairs of the Chamber at least once in each financial year of the Chamber.
- (2) The auditor is to certify as to the correctness of the accounts of the Chamber and is to report to the members present at the annual general meeting.
- (3) In their report and in certifying to the accounts, the auditor is to state -
 - (a) whether they have obtained the information required by them
 - (b) whether, in their opinion, the accounts exhibit a true and correct view of the financial position of the Chamber according to the information at their disposal and the explanations given to them and as shown by the books of the Chamber; and
 - (c) whether the rules relating to the administration of the funds of the Chamber have been observed.
- (4) The Treasurer or public officer of the Chamber is to deliver to the auditor a list of all the accounts, books, and records of the Chamber.
- (5) The auditor –
 - (a) has a right of access to the accounting records, books, accounts and documents of the Chamber;
 - (b) may require from the Treasurer, officers or employees of the Chamber any information the auditor considers necessary for the performance of their duties;
 - (c) may employ any person to assist in auditing the financial affairs of the Chamber; and
 - (d) may, in relation to the accounts of the Chamber, examine any member of the Board or any officer or employee of the Chamber.

ANNUAL GENERAL MEETING:

13. (1) The Chamber is to hold an annual general meeting each year.
- (2) The annual general meeting is to be held on any day (being not later than four months after the close of the financial year of the Chamber) as the Board determines.
- (3) The annual general meeting is to be in addition to any other general meetings that may be held in the same year.
- (4) The notice convening an annual general meeting is to specify the purpose of the meeting and may be given by post or email.
- (5) The ordinary business of the annual general meeting is to be -
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Board, auditor, and officers or employees of the Chamber reports upon the transactions of the Chamber during the last preceding financial year of the Chamber;
 - (c) to elect ordinary Board members;
 - (d) to appoint the auditor and determine his remuneration and
 - (e) to present the President's report on the achievements against the purpose and objectives of the Chamber and activities of the Chamber for the preceding 12 months
- (6) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (7) All general meetings other than the annual general meeting are to be called special general meetings.

SPECIAL GENERAL MEETINGS:

14. (1) The Board may convene a special general meeting of the Chamber at any time.
- (2) The Board may, on the requisition in writing of not less than six members, convene a special general meeting of the Chamber.
- (3) A requisition for a special general meeting:
 - (a) is to state the objects of the meeting; and
 - (b) is to be signed by the people making the requisition, and
 - (c) is to be deposited at the office of the Chamber; and
 - (d) may consist of several documents in the like form, each signed by one or more of the people making the requisition.
- (4) If the Board does not cause a special general meeting to be held within twenty one days

after the date on which a requisition is deposited at the office of the Chamber, the people making the requisition may convene the meeting within three months after the date of the deposit of the requisition.

- (5) A special general meeting convened by people making the requisition in pursuance of these rules is to be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board, and all reasonable expenses incurred in convening the meeting are to be refunded by the Chamber.

NOTICE OF GENERAL MEETINGS:

15. (1) At least fourteen (14) days before the day on which a general meeting of the Chamber is to be held, the public officer of the Chamber is to give written notice of the meeting to each member by post, delivery or email, specifying the place, day, and time for the holding of the meeting, and the nature of the business to be transacted.
- (2) The accidental omission to give such notice to or the non-receipt of such notice by a member shall not invalidate or otherwise affect the proceedings at any such meeting.

BUSINESS AND QUORUM AT GENERAL MEETINGS:

16. (1) All business that is transacted at special general meetings and all business that is transacted at the annual general meeting, other than ordinary business of an annual meeting, is special business.
- (2) Business is not to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that business.
- (3) Twelve members present (being members entitled under these rules to vote) constitute a quorum for the transaction of the business of a general meeting.
- (4) If within one hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, is dissolved; and in any other case it is stood adjourned to the same day in the next week, at the same time and (unless another place is specified by the chairperson at the time of the adjournment or by written notice to members given before that day to which the meeting is adjourned) at the same place, and if at the adjourned meeting a quorum is not present, within one hour after the time appointed for the commencement of the meeting, the meeting is to be dissolved.
- (5) A member which is an incorporated body or which is a partnership may authorise a specified person to act as such member's authorised representative at general meetings and such authorisation is to be in writing and is to be delivered to the Public Officer or the President of the Chamber prior to a general meeting. Any such authority must, unless expressed to be limited to a particular general meeting, continue in force until revoked in writing by such member or until such member authorises some other person to act as the authorised representative. The authorised representative is entitled to exercise all powers of a member at a general meeting and is eligible for election to the Board of directors of the Chamber as if

that representative were in their personal capacity as a member of the Chamber.

PRESIDENT TO PRESIDE AT GENERAL MEETINGS:

17. (1) The President, or in his absence, the Senior Vice-President, or in the absence of both the President and the Senior Vice-President, the Vice-President is to preside as chairperson at every general meeting of the Chamber.
- (2) If the President and both Vice-Presidents are absent from a general meeting, the members present are to elect one of their number to preside as chairperson.

ADJOURNMENT OF MEETINGS:

18. (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for fourteen days or more, the notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.
- (3) Except as provided in the preceding provisions of this rule, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

QUESTIONS ARISING AT MEETINGS:

19. A question arising at a meeting of the Chamber is to be determined on the voices and unless before or on the declaration of the result a poll is demanded, a declaration by the chairperson that a resolution has, been carried, or carried unanimously or carried by a particular majority, or lost, and recorded in the minutes is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.

VOTES:

20. (1) A member has one vote only on any question arising at a general meeting of the Chamber.
- (2) All votes are to be given personally.
- (3) In the case of an equality of voting on a question the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at a meeting of the Chamber if at the time of that meeting such member is in arrears with payment of the annual subscription determined by the Board pursuant to rule 31.

TAKING OF POLL:

21. If at a meeting a poll on any question is demanded it is to be taken at that meeting in such manner as the chairperson may direct, and the result of the poll is to be deemed to be the resolution of the meeting on that question.

WHEN POLL IS TO BE TAKEN:

22. A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately, and a poll that is demanded on any other question is to be taken at such time before the close of the meeting as the chairperson may direct.

MANAGEMENT OF AFFAIRS OF CHAMBER BY THE BOARD:

23. (1) The affairs of the Chamber are to be managed by the Board constituted as provided in rule 25.
- (2) The Board –
- (a) is to control and manage the business and affairs of the Chamber;
 - (b) may, subject to these rules, exercise all the powers and functions as may be exercised by the Chamber, other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Chamber;
 - (c) may, subject to these rules, by ordinary resolution, delegate to any person or persons the exercise of any power, discretion or function that it may have, but may subsequently by ordinary resolution rescind or disallow the decision made by that delegate,
 - (d) has power to do anything that appears to the Board to be reasonably required for the proper management of the business and affairs of the Chamber including the employment of staff on such terms as it may think appropriate from time to time and the appointment of the Public Officer of the Chamber.

OFFICERS OF THE CHAMBER:

24. (1) The Officers of the Chamber are as follows -
- (a) A President,
 - (b) At least one, and no more than two Vice-Presidents, and
 - (c) A Treasurer.
- (3) The Officers of the Chamber are to be elected by the Board of Directors at the first meeting of the Board following the Annual General Meeting. Rule 26, with any necessary modifications shall apply to the election of the Officers of the Chamber. Each Officer is eligible for re election at the conclusion of the term of office.
- (4) A member of the Board who is entitled to vote in the ballot for the election of Office Bearers from the Board may appoint in writing a person as the member's proxy to attend and vote on behalf of the member in the ballot whether as directed by the member or at the discretion of the proxy.
- (5) Each officer of the Chamber is to hold office (subject to these rules) until the first meeting of the Board following the Annual General Meeting.

- (6) In the event of a casual vacancy in any office mentioned in sub-rule (1) of this rule, the Board may appoint one of its members to the vacant office, and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his appointment.

THE BOARD OF THE CHAMBER:

25. (1) The Board is to consist of between ten and thirteen members of the Chamber, (including the Officers of the Chamber). No more than twelve members must be elected members with the Board having the discretion to invite a further member of the Chamber to serve on it, such invited member to have the same tenure, rights and obligations as every other Board Member.
- (2) At each annual general meeting hereafter an election is to be held to fill up the vacancies in the Board and the members of the Board are to be elected from amongst the members of the Chamber and the authorised representatives of members of the Chamber which are partnerships or companies. A retiring member of the Board is eligible for re-election. The members so elected are to hold office (subject to these rules) until the conclusion of the third annual meeting following their election when they retire but are eligible for re-election.
- (3) In the event of a casual vacancy occurring in the Board the Board may appoint a member of the Chamber to fill the vacancy and the member so appointed is to hold office subject to these rules for the balance of the unexpired term created by the vacancy.

ELECTION OF MEMBERS OF THE BOARD:

26. (1) A nomination of a candidate, who is a resident of Tasmania, for election as a member of the Board -
- (a) is to be made in writing signed by two members of the Chamber and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and
 - (b) is to be delivered to the public officer of the Chamber at least ten days before the date fixed for the holding of the annual general meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and the Board may fill up the vacancy or vacancies by appointment from amongst the members of the Chamber.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, each person nominated is taken to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot is to be held.
- (5) The ballot for the election of the Board shall be a secret ballot, is to be conducted by the public officer, electronically (or by other means directed by the Board) to the member's nominated primary contact, and the result shall be declared at the annual general meeting. In the event of any uncertainty as to the procedure to be followed, it shall be conducted in such manner as the Board may direct. In the event of insufficient time for a Board meeting to resolve an uncertainty, it shall be resolved in such manner as at least two members of the Executive Committee shall direct.

VACATION OF OFFICE:

27. For the purposes of these rules, the office of an officer of the Chamber or of any Board member becomes vacant if the officer or Board member or, being an authorised representative of a Chamber Member, the appointing Chamber Member -
- (a) dies; or
 - (b) becomes bankrupt or applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with their creditors or makes an assignment of their remuneration or estate for their benefit or has a receiver, administrator or liquidator appointed to it; or
 - (c) becomes a represented person within the meaning of the *Guardianship and Administration Act 1995*; or
 - (d) resigns their office in writing addressed to the Board; or
 - (e) ceases to be resident in Tasmania; or
 - (f) is absent from three consecutive meetings of the Board without the permission of the other members of the Board; or
 - (g) ceases to be a member of the Chamber; or,
 - (h) fails to pay all arrears of subscription within fourteen days after receiving a notice in writing signed by the public officer stating that member has ceased to be a financial member of the Chamber.

MEETINGS OF THE BOARD:

28. (1) The Board is to meet at least six times annually at such place and time as the Board determines.
- (2) Special meetings of the Board may be convened by the President, or any four of its members.
- (3) Notice is to be given to members of the Board of any special meeting, specifying the general nature of the business to be transacted at least seven clear days prior to that meeting.
- (4) Any five members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (5) No business is to be transacted 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 of the same day in the following week unless the meeting was a special meeting, in which case it lapses.
- (6) At meetings of the Board -

- (a) The President, or in their absence, a Vice-President or,
 - (b) if the President and the two Vice-Presidents are absent, such one of the remaining members of the Board as may be chosen by the members present, is to preside.
- (7) Questions arising at meetings of the Board or of any sub-committee appointed by the Board are to be determined on the voices, or if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
 - (8) Each director 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, and in the event of an equality of votes on any question the person presiding may exercise a second or casting vote.
 - (9)
 - (a) The Board may pass a resolution without a directors' meeting being held if more than 50% of the directors entitled to vote on the resolution sign a document containing a statement or indicate via electronic means that they are in favour of the resolution set out in the document.
 - (b) Separate copies of a document may be used for signing by directors if the wording of the resolution and statement is identical in each copy.
 - (c) The resolution is passed when a majority of directors have signed or indicated approval via electronic means.

DISCLOSURE OF INTERESTS:

- 29. (1) If a member of the Board has a direct or indirect financial interest in a contract or arrangement or a matter being considered, or about to be considered, by the Board at a meeting, or has any other material conflict of interest or duty, the member is to, as soon as practicable after the relevant facts come to the member's knowledge, disclose the nature of the conflict to the Board.
- (2) Subject to 29 (1), a member of the Board is entitled to be present at any meeting of the Board and speak to any motion or proposal notwithstanding their financial interest or material conflict of interest or duty.
- (3) A member of the Board must not vote in respect of any matter in which the member has a direct or indirect financial interest, or any other material conflict of interest or duty, and if they do that vote is not to be counted.
- (4) Following a disclosure, any member of the Board may move a motion that the discloser is to be treated as having a direct or indirect financial interest, or a material conflict of interest or duty, and if that motion is passed it shall be binding upon the discloser who may not then vote upon any relevant proposal, and if they do that vote is not to be counted.
- (5) If a member of the Board becomes financially interested in a contract or arrangement after it is made or entered into they are to disclose his financial interest at the first meeting of the Board after they becomes so interested.

SUB-COMMITTEES:

30. (1) The Board shall appoint a sub-committee including the President, one Vice President, the Treasurer and other Board members as it thinks fit, to address matters relating governance, finance audit and risk and other matters as prescribed by the Board.
- (2) The Board may appoint other sub-committees from the Board as it thinks fit and may prescribe the powers and functions to those sub-committees.
- (3) The Board may co-opt any person as a member of a subcommittee without voting rights, whether or not the person is a member of the Chamber.
- (4) Three appointed members of a sub-committee constitute a quorum at a meeting of the sub-committee.
- (5) The CEO and the sub committee chair is responsible for calling meetings of a sub committee.

ANNUAL SUBSCRIPTION:

31. (1) Subject to sub-rules (3) and (6) of this rule, the amount or amounts of the annual subscription or subscriptions may be determined from time to time by the Board.
- (2) The Board has the power to determine different categories of membership and to determine different rates of annual subscriptions for the various different categories of membership
- (3) Subject to subrule (5) the annual subscription of a member is due and payable on the anniversary of their membership being approved under Rule 5(4) or for members on a financial year anniversary, before the first day of the financial year of the Chamber.
- (4) Where a member elects to pay the annual subscription in one instalment, and they fail to pay the annual subscription within 3 months following the commencement of the financial year or the anniversary of their membership being approved under Rule 5(4), that member shall cease to be a member and their name may be removed from the register of members.
- (5) A Member may elect, when making application for membership or renewing their membership, to pay their annual subscription by one instalment, or by instalments in accordance with the membership policy of the Chamber. In the event an instalment is not paid within 60 days, the member shall cease to be a member and their name may be removed from the register of members.

FINANCIAL YEAR:

32. The financial year of the Chamber is the period beginning on the first day of July in each year and ending on the thirtieth day of June next following.

NOTICES:

33. A notice may be served by or on behalf of the Chamber upon any member by post, delivery, email or other electronic means.

EXPULSION OF MEMBERS:

34. (1) Subject to this rule, the Board may expel a member from the Chamber, if in the opinion of the Board the member is guilty of conduct detrimental to the Chamber or fails to comply with Chamber policies and subscription payment terms.
- (2) The expulsion of a member pursuant to sub-rule (1) of this rule does not take effect
- (a) until the fourteenth day after the service on the member of a notice under sub rule (3) of this rule, or
- (b) if the member exercises their right of appeal under this rule, until the conclusion of the special general meeting convened to hear the appeal, whichever is the later date.
- (3) Where the Board expels a member of the Chamber the public officer of the Chamber is to, without undue delay, **cause to be served** on the member a notice in writing -
- (a) stating that the Board has expelled the member; and
- (b) specifying the grounds for expulsion; and
- (c) informing the member that he may, within fourteen days after the service of the notice on him, appeal against the expulsion as provided in this rule.
- (4) A member on whom a notice under sub-rule (3) of this rule is served may appeal against the expulsion to a special general meeting by delivering or sending by post to the public officer of the Chamber, within fourteen days after the service of that notice, a requisition in writing demanding the convening of such a meeting for the purpose of hearing his appeal,
- (5) Upon receipt of a requisition under sub-rule (3) of this rule, the public officer is to immediately notify the Board of its receipt and the Board is to cause a special general meeting of members to be held within twenty one days after the date on which the requisition is received by the public officer.
- (6) At a special general meeting convened for the purpose of this rule –
- (a) no business other than the question of the expulsion is to be transacted;
- (b) the Board may place before the meeting details of the grounds of the expulsion and the Board's reasons for the expulsion;
- (c) the expelled member is to be given an opportunity to be heard; and
- (d) the members present is to vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- (7) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion the expulsion is to be deemed to have been lifted and the expelled member is entitled to continue his membership of the Chamber.
- (8) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion, the expulsion takes effect, and the expelled member ceases to be a member of the Chamber.

DISPUTES:

35. (1) Subject to this rule, a dispute between a member of the Chamber, in the capacity as a member, and the Chamber is to be determined by arbitration in accordance with the provisions of the *Alternative Dispute Resolution Act 2001*.
- (2) Nothing in this rule affects the operation or effect of rule 34.

SEAL OF THE CHAMBER:

36. (1) The seal of the Chamber is to be in the form of a rubber stamp inscribed with the name of the Chamber encircling the word "Seal".
- (2) The seal of the Chamber is not to be fixed to any instrument except by the authority of the Board, and the affixing is to be attested by the signatures either of two members of the Board or of one member of the Board and of the public officer of the Chamber or such other person as the Board may appoint for that purpose, and that attestation is sufficient for all purposes to evidence that the seal was affixed by the authority of the Board.
- (3) The seal is to remain in the custody of the public officer.

INDEMNITY:

37. Every member of the Board, auditor or agent of the Chamber is to be indemnified out of the property of the Chamber against any liability incurred by him in his capacity as member of the Board, auditor or agent in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him by the court.