



**PORT HEDLAND**



Chamber of Commerce Inc

# **CONSTITUTION**

2018

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## Title

1. The name of the Chamber is the PORT HEDLAND CHAMBER OF COMMERCE INCORPORATED (PHCCI).

The office of the Chamber shall be situated within the Town of Port Hedland.

## Purpose of Association

2. The purpose of the Port Hedland Chamber of Commerce Incorporated (PHCCI) is to be a facilitator of sustainable business growth and innovation within the Town of Port Hedland and the Greater Pilbara Region.

## Objects

3. The objects of the Port Hedland Chamber of Commerce Incorporated are:
  - (a) To watch over, protect and promote the general interests of the trade and commerce of Port Hedland and the Pilbara region of Western Australia;
  - (b) To serve the interests of our members and to assist our members to grow and prosper through:
    - (i) Lobbying - at Federal, State and Local Government level on all matters of legislation, policy or any other member interest;
    - (ii) Member Advocacy – acting for and on behalf of members as required eg; driving shop local campaigns, having a voice in the media;
    - (iii) Strategic Partnerships – forming beneficial partnerships eg; with government, private and NGO sectors;
    - (iv) Issues Management - assisting to resolve issues or challenges affecting members; and
    - (v) Active liaison - with Commerce and Trade organisations eg; Govt, NGOs;
  - (c) To seek out and promote opportunities to stimulate and diversify the local and regional economy;
  - (d) To deliver a relevant and targeted suite of benefits to our members including discounted advertising, events, networking opportunities and training;
  - (e) To act as an information hub collecting, storing and disseminating relevant business related information for the benefit of members;
  - (f) To operate the Chamber with accountability and sound governance including:



- (i) To employ officers and employees and pay to them salaries, wages, gratuities and pensions as required; and
- (ii) Manage member funds with transparency and integrity and to expend funds only in accordance with the purpose and objects of the PHCCI; and
- (g) The property and income of the Chamber must be applied solely towards the promotion of the objects or purposes of the Chamber and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the Chamber, except in good faith in the promotion of those objects or purposes.

## **Powers**

4. In the carrying out of its objects, the Chamber shall have the following powers:
- (a) To purchase, take on lease or in exchange, hire or otherwise acquire for the purpose of the Chamber any real or personal property.
  - (b) To erect, construct, remove, rebuild, alter, repair, improve and maintain any buildings for the purpose of the Chamber or otherwise.
  - (c) To let any part or parts of any land or buildings in such a manner as may be deemed expedient.
  - (d) To borrow or raise money from the members or otherwise for the purposes of the Chamber and for securing the repayment thereof, to create, execute and issue mortgages, bonds, debentures and debenture stock, with or without a charge upon all or any of the property of the Chamber.
  - (e) To invest the moneys of the Chamber upon such securities or otherwise in such manner as may from time to time be necessary or convenient.
  - (f) To sell, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Chamber.
  - (g) To amalgamate or co-operate with any institutions, societies, or associations having objects altogether or in part similar to those of the Chamber.
  - (h) To transfer all or any part of the property of the Chamber to any institution, society, or association having objects altogether or in part similar to the objects of the Chamber.
  - (i) To promote and develop commercial and technical education in Western Australia and in connection therewith to institute lectures and classes, to hold examinations and to award scholarships and prizes and generally to devise and to carry out the above or any other means to attain these objects either by the Chamber or in co-operation with any other association, college or university.
  - (j) To subscribe or guarantee money for charitable or benevolent objects or for any patriotic, public, general or useful objects.
  - (k) To undertake and execute trusts for the purpose of carrying out the objects of the Chamber as set forth in this Constitution.



- (l) To engage professional assistance of any kind and to remunerate any person for services rendered or to be rendered in or about the formation of promotion of the Chamber or the conduct of its affairs.

## Definitions

5. Throughout this Constitution if not inconsistent with the context:

“**Act**” means the *Associations Incorporation Act 2015*;

“**AGM**” means an Annual General Meeting;

“**Annual General Meeting**” means the meeting of members referred to in Rule 30;

“**Auditor**” means the auditor appointed pursuant to Rule 16, being a person who is a registered company auditor within the meaning of the *Corporations Act 2001*;

“**Books of the Chamber**” includes:

- (a) all registers;
- (b) Financial Records, Financial Statements or Financial Reports, however compiled, stored or recorded;
- (c) a document; and
- (d) any other record of information;

“**Chamber**” means the Port Hedland Chamber of Commerce Incorporated (PHCCI);

“**Committee**” means the Committee referred to in Rule 12 hereof.

“**Committee Member**” means a member of the Committee;

“**Constitution**” means all the provisions contained in this Constitution including the objects, powers and the rules of the Chamber and any amendment thereto.

“**EO/CEO**” means the executive officer and/or chief executive officer of the Chamber, employed by the Committee to act as the executive manager of the Chamber and to carry out or cause to be carried out duties which include, but are not limited to, the duties which would normally be carried out by a secretary to an incorporated association.

“**Financial Records**” means all financial records of the Chamber and includes:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain:
- (d) the methods by which financial statements are prepared; and



(e) adjustments to be made in preparing financial statements;

**“Financial Report”** means financial statements, reports and other information required to be produced by law;

**“Financial Statements”** means financial statements prepared by the Chamber and includes financial statements which are required to be prepared by the Act;

**“General Meeting”** includes either an Annual General Meeting or Special General Meeting;

**“Honorary Member”** means an honorary member of the Chamber admitted pursuant to Rule 8;

**“Member”** means a member of the Chamber pursuant to Rule 6;

**“Special Resolution”** has the meaning given by section 51 of the Act;

**“Surplus Property of the Association”** has the meaning given to it in the Act and means the property remaining when the Chamber is wound up or cancelled after satisfying:

(a) the debts and liabilities of the Chamber; and

(b) the costs, charges and expenses of winding up the Chamber,

but does not include books pertaining to the management of the Chamber.

## Membership

6. Membership of the Chamber is open to Members as defined by paragraph (a) or Associate Members as defined by sub-rules (b) and (e) below:

(a) A Member must be:

(i) A commercial or professional entity recognised by law of the Commonwealth or State government;

(ii) An entity with a place of business within the local government area of the Town of Port Hedland;

(iii) Represented by a natural person on the electoral role for the Town of Port Hedland; and

(iv) Where a natural person represents a body corporate, they shall be appointed in writing by the body corporate, to be lodged with the Chamber.

(b) An Associate Member must satisfy sub-paragraph of Rule (6)(a)(i) but not the sub-paragraphs of Rules 6(a)(ii) and (iii) above, and Associate Members are non-voting and cannot hold any position on the Committee of Management but otherwise will be able to benefit from membership of the Chamber.

(c) The Chamber consists of ordinary Members and any Associate Members provided for under sub-rule (b).

(d) The Chamber may have any class of associate membership approved by resolution at



a General Meeting, including corporate membership, personal membership, honorary membership and life membership.

- (e) A person must be at or over the age of 18 years to be eligible to be an associate personal member and show proof of residency in the Town of Port Hedland area. Such proof may include but not be limited to a listing on the State electoral roll, WA Driver's Licence, rate notice or electricity account.
- (f) A person can only belong to one class of associate membership.
- (g) An ordinary Member has full voting rights and any other rights conferred on Members by these rules or approved by resolution at a General Meeting or determined by the Committee.
- (h) An Associate Member has the rights referred to in sub-rule (g) other than full voting rights.
- (i) The number of Members of any class is not limited unless otherwise approved by resolution at a General Meeting.
- (j) An entity that wishes to become a Member must apply for membership to the Committee in writing, using such form as the Committee from time to time directs and must be signed by an officeholder of the entity specified in Rule 6(a)(i). The application for membership must be proposed by one Member and seconded by another Member.
- (k) The Committee members must consider each application made under sub-rule (j) at a Committee meeting and must at the Committee meeting or the next Committee meeting accept or reject that application.
- (l) An applicant whose application for membership of the Chamber is rejected under sub-rule (k) must, if he or she wishes to appeal against that decision, give notice to the EO/CEO of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
- (m) When notice is given under sub-rule (l), the Chamber in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Chamber in the general meeting.

## **Election of Members**

7. A candidate for membership shall make application in writing in such form as the Committee shall from time to time prescribe and shall be proposed by one and seconded by another member of the Chamber. Such application shall be brought before the Committee at its next subsequent meeting and if the majority of the members of the Committee then present vote in favour of the admission of the candidate he shall be declared duly elected.

In the case of rejection, no renewal application on the part of the same Candidate shall be received for a period of three months.

## **Honorary Members**





8. The Committee may admit to Honorary Membership of the Chamber, persons distinguished in public affairs, commerce or finance, Consular officials and such other person as the Committee considers it is desirable to admit to honorary membership. A candidate for honorary membership shall not be required to sign the application mentioned in Rule 6(j) or to pay any subscription. An Honorary Member may attend and speak at meetings of the Chamber but shall not be allowed to vote thereat and shall not be entitled to hold any office.

## Subscription

9. The annual subscription to the Chamber shall be such amount as may be determined by the Chamber and payable at the beginning of each financial year. Pro rata fees will apply when there is less than eight months left on the annual membership subscription. Membership categories are; Home based with 0 full time employees, 6 or less full time, 7- 20 full time employees and 20 or more full time employees.

The Chamber may from time to time by resolution at a Special General Meeting called for the purpose, impose a levy or call on all the members of the Chamber or any group or groups thereof PROVIDED that the total of such levies or calls imposed on a member during any year shall not exceed an amount equivalent to the annual subscription of that member for that year.

## Termination of Membership

10. (a) A member shall cease to be a member on the following grounds:
- (i) Failure to pay any sum of money due to the Chamber within 30 days of such sum becoming payable. A member so ceasing to be a member may be readmitted by the committee upon payment of all arrears due;
  - (ii) Resignation;
  - (iii) Death;
  - (iv) Expulsion under Rule 11;
  - (v) Being a body incorporate or unincorporated:
    - (1) They become bankrupt; or
    - (2) Become defunct or is wound up; and
  - (vi) The Chamber may call for the resignation of a member convicted of a crime.
- (b) For a period of one (1) year after a person's membership ends, the EO/CEO must keep a record of:
- (i) the date on which a person ceases to be a member under Rule 10(a); and
  - (ii) the reason why the person ceases to be a member.
- (c) A member may resign from membership by giving written notice of their resignation to the EO/CEO:



- (i) at the time the EO/CEO receives the notice; or
- (ii) if a later time is stated in the notice, at that later time.

## **Expulsion and Suspension**

### 11. Conduct of Committee Members, members and member's representatives

- (a) The Committee shall adopt a Code of Conduct and Ethics for the conduct of Committee Members, members and member's representatives (including those members belonging to a class of associate membership) which shall set out consistent guidelines for ethical and professional conduct, including disclosure of interest, disclosure & use of confidential information, standard of personal behaviour, receipt of payments, honesty and integrity.
- (b) Committee Members, members and member's representatives are expected to conduct themselves at all meetings & functions they attend in an official capacity in accordance with the requirements of the law & the Chamber's Code of Conduct and Ethics.
- (c) Any Committee Member, member or member's representative contravening the Code of Conduct and Ethics may be required by resolution of the Committee to show cause why the Committee Member, member or member's representative should not be censured or considered for suspension or expulsion of Chamber in accordance with Division 2 of Appendix 1, or under Rule 11(d).
- (d) A majority of not less than 75% of the members of the Chamber present at a special meeting called for the purpose at which not less than twelve members are present may expel any Committee Member, member or member's representative. Notice in writing setting forth the conduct complained of shall be sent to the Committee Member, member or member's representative in question at least seven (7) days before the meeting. Where applicable, a representative of the member shall be entitled to be present at the meeting and to be heard in the member's defence, otherwise the Committee Member or member's representative shall be entitled to be present at the meeting to defend themselves. If a Committee Member, member or member's representative is expelled or suspended under this Rule 11(d), all provisions relating to the consequences of suspension under Division 2 of Appendix 1 apply.

## **Committee**

- 12. (a) Committee – the business of the Chamber shall be managed by a Committee, which shall be composed of the President, Vice President, the Treasurer and elected members. The number of members to be elected to the Committee shall be a total of nine (9) members.
- (b) The officers referred to in the preceding Rule 12(a) shall continue to hold office until December 31st in the same calendar year as the Annual General Meeting.
- (c) Ex-officio Members shall be Members of the Chamber and may engage in the Committee's deliberations, but no Ex-officio Member other than the immediate past President shall have a vote.

## **President**



13. The President of the Chamber may be elected annually at the Annual General Meeting of the Chamber, or appointed by the Executive Committee if a vacancy becomes open during the unfinished term. The president has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these Rules. The President of the day shall be the spokesperson for the Chamber. It is the duty of the president to consult with the EO/CEO regarding the business to be conducted at each committee meeting and general meeting.

## **Vice President**

14. The Vice President of the Chamber may be elected annually at the Annual General Meeting of the Chamber, or appointed by the Executive Committee if a vacancy becomes open during the unfinished term. The Vice President shall in the President's absence preside over committee meeting and general meetings when required. The Vice President shall also in the Presidents absence open any Chamber events.

## **Treasurer**

15. (a) The Treasurer of the Chamber may be elected annually at the Annual General Meeting of the Chamber, or appointed by the Executive Committee if a vacancy becomes open during the unfinished term.
- (b) The Treasurer shall:
- (i) Attend all meetings where possible;
  - (ii) Ensure that all budget expenditure is reported;
  - (iii) Ensure that financial statements are prepared; and
  - (iv) Submit any correspondence received from the Auditor to the Committee for their consideration.

## **Auditor**

16. (a) The Auditor of the Chamber shall be elected annually at the Annual General Meeting.
- (b) The Auditor shall:
- (i) Audit the financial books of the Chamber;
  - (ii) Carry out an audit at the direction of the executive; and
  - (iii) Submit a report on the trading of the year to the Annual Meeting.

## **Executive Officer/Chief Executive Officer**

17. The EO/CEO must -



- (a) Be responsible to the Committee;
- (b) Have delegated responsibilities set out by the Committee;
- (c) Provide the Committee with the necessary information for it to make decisions on the operations and developments of the chamber;
- (d) Implement the decisions of the Committee;
- (e) Act as a public officer for the chamber; and
- (f) Who shall be appointed by the Executive Committee.

## Register of Members

18. (a) Register of Members:
- (i) The EO/CEO must maintain a register of members and make sure that the register is up to date.
  - (ii) The register must contain:
    - (1) the full name of each member;
    - (2) a contact postal, residential or email address of each member;
    - (3) the class of membership held by the member; and
    - (4) the date on which the person became a member;
  - (iii) Any change in membership of the Chamber must be recorded in the register within 28 days after the change occurs.
  - (iv) The register must be kept and maintained at such other place as the Committee decides.
- (b) Inspecting the Register:
- (i) Any member is able to inspect the register free of charge, at such time and place as is mutually convenient to the Chamber and the member.
  - (ii) A member must contact the EO/CEO to request to inspect the register.
  - (iii) The member may make a copy of details from the register but has no right to remove the register for that purpose.
- (c) Copy of the Register:
- (i) A member may make a request in writing to the Chamber for a copy of the register.
  - (ii) The Chamber may require a member who requests a copy of the register to provide a statutory declaration setting out the purpose of the request and



declaring that the purpose is connected with the affairs of the Chamber.

- (iii) The Chamber may charge a reasonable fee to the member for providing a copy of the register, with the amount to be determined by the Chamber from time to time.
  - (iv) If the Chamber denies a member's request for a copy of the register, a member may appeal the decision under the procedures set out in Appendix 2.
- (d) When using the information in the register is prohibited:
- (i) A member must not use or disclose the information on the register:
    - (1) to gain access to information that a member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
    - (2) to contact, send material to the Chamber or a member for the purpose of advertising for political, religious, charitable or commercial purposes, or
    - (3) for any other purpose unless the use of the information is approved by the Chamber and for a purpose that is:
      - (A) directly connected with the affairs of the Chamber; or
      - (B) related to administering the Act.

## **Executive Committee**

19. The President, Vice President and the Treasurer shall constitute an Executive Committee with power to act on behalf of the Committee with respect to urgent matters or in the case of emergency. Any action taken by the Executive Committee pursuant to this Rule shall be reported to the next meeting of Committee.

The Executive Committee may meet together at any one time for the transaction of business but no business shall be transacted unless a quorum is present.

Unless otherwise determined by the Committee two (2) members shall form a quorum.

## **Election of Committee**

20. (a) At each Annual General Meeting, all candidates shall retire but shall be eligible for re-election except that the retiring President shall not be eligible for election as President for more than two (2) consecutive years.
- (b) No less than twenty-eight (28) days prior to each Annual General Meeting, the EO/CEO shall advise all members by circular the date of such meeting and call for nominations in writing to fill Committee positions for the coming year, such nomination to be signed by the candidate and the two members proposing him and must reach the EO/CEO fourteen clear days prior to the date of the Annual General Meeting.
- (c) Notice of Annual General Meeting shall also call for notice of any motions members wish



- to propose at such Meeting.
- (d) No less than seven (7) days prior to the Annual General Meeting the EO/CEO shall notify members of nominations and notices of motions received.
  - (e) In the event of more candidates being nominated for any office than there are vacancies for the election, voting shall be by secret ballot conducted at the Annual General Meeting by the method contained in Appendix 1 of this Constitution.
  - (f) A Returning Officer shall be appointed by the Committee being a Justice of the Peace or a person suitably qualified who is not a Member of the Chamber. Returning Officer and two (2) Scrutineers shall be chosen by the Committee from among the Members of the Chamber, who are not candidates for any office. They shall conduct the ballot and shall certify to the Chairman of the Annual General Meeting the names of the persons elected.
  - (g) In the event that no nominations are received for any of the positions of President, Vice-President or Treasurer or insufficient nominations are received to cover the number of members required on the Committee, the Chairman shall call for nominations at the Annual General Meeting. Members previously nominated for the Committee, however, shall be declared elected, if unopposed and the vacancies not covered by previous nominations shall be filled by secret ballot, if necessary.
  - (h) The certificates of the Scrutineers as to the result of any election shall be final and conclusive.
  - (i) To allow the newly elected Committee to have a planning period and for the smooth operation of the handover the term of office of the elected Committee shall be for the calendar year following the Annual General Meeting and commencing on the 1st day of January and ceasing on the 31st day of December the same year.
  - (j) Casual vacancies that arise during the year shall be offered to the unelected nominee's in order of the highest number of votes on the scrutineer's certificates.

## **Leave of Absence**

- 21. (a) Any member absent from three (3) successive meetings of the Committee without leave, will have their position declared vacant.
- (b) The Committee may grant leave of absence to any member of the Committee for such term as it may think fit, and in the case of the President may appoint an Acting President from their number during his absence.

## **Vacancies of Office**

- 22. Without prejudice to Rule 19, the Committee may by resolution declare vacant the seat or office of any of its members who may die, resign, become ineligible to retain membership pursuant to these Rules or the Act, is removed from office as a consequence of a resolution of the members as set out in Rule 11 or be absent without leave from three (3) consecutive meetings of Committee and may fill any vacancy so created. Any declaration or appointment made under this Rule shall be reported to the next General Meeting of the Chamber. The persons so appointed under this Rule to fill a casual vacancy shall retire at the next following Annual



General Meeting but shall be eligible for election.

## **Committee Meetings**

23. (a) The Committee shall meet at least ten (10) times per year or may meet more frequently if it is so determined. Special meetings of the Committee may be convened by the President, Vice President or any other three (3) members of the Committee. Notice of such meetings stating the objects of the meeting must be given by circular to each member of the Committee.
- (b) All meetings of the Committee shall be presided over by the President or Vice-President, or in their absence, or in the case of either of them present declining to take the chair, by one of the members of the Committee elected by the meeting. No Business shall be transacted unless a quorum is present. Until otherwise determined by the Committee five (5) members entitled to vote shall form a quorum. Determinations of the Committee shall be by absolute majority of the members present and entitled to vote that is to say of the President, the Vice-President, the Treasurer, elected members and past President.
- (c) The Committee shall have power from time to time to appoint Committees of its members to consider and deal with special matters and may associate with the Committees any member or members of the Chamber, who shall have power to act and vote on such Committee. Non-members of the Chamber may also be associated with Committee but without power to vote. No resolution of any Committee shall have force or be binding upon the Chamber until it is confirmed by the Executive Committee which in such latter case shall report the same to the next meeting of the Committee.
- (d) Copies of minutes of the last meeting of the Committee shall be circulated with or prior to the notice summoning the next meeting of the Committee. They shall be moved for adoption and seconded, then voted upon adoption as a true record of those proceedings.
- (e) The management and control of the business and affairs of the Chamber shall be vested in the Committee who (in addition to the powers and authorities by these Rules or otherwise conferred upon them) may exercise all such powers and do all such acts and things as may be exercised or done by the Chamber, and are not hereby or by a statute expressly directed or required to be exercised or done by the Chamber in general meeting, but subject nevertheless to any regulations from time to time made by the Chamber in general meeting; provided that no regulations shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.
- (f) Use of technology to be present at Committee meetings
- (i) The presence of a Committee Member at a Committee meeting need not be by attendance in person but may be by that Committee Member and each other Committee Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (ii) A Committee Member who participates in a Committee meeting as allowed under sub-rule (f)(i) is taken to be present at the meeting and, if the Committee Member votes at the meeting, the Committee Member is taken to have voted in person.

- (h) Minutes of Committee meetings



- (i) The Committee must ensure that minutes are taken and kept of each Committee meeting.
- (ii) The minutes must record the following:
  - (1) the names of the Committee Members present at the meeting;
  - (2) the name of any person attending the meeting under rule 23(c);
  - (3) the business considered at the meeting; and
  - (4) any motion on which a vote is taken at the meeting and the result of the vote.
- (iii) The minutes of a Committee meeting must be entered in the Chamber's minute book within 30 days after the meeting is held.
- (iv) The chairperson must ensure that the minutes of a Committee meeting are reviewed and signed as correct by:
  - (1) the chairperson of the Committee meeting; or
  - (2) the chairperson of the next Committee meeting.
- (v) When the minutes of a Committee meeting have been signed as correct they are, until the contrary is proved, evidence that:
  - (1) the meeting to which the minutes relate was duly convened and held;
  - (2) the matters recorded as having taken place at the meeting took place as recorded; and
  - (3) any appointment purportedly made at the meeting was validly made.
- (vi) Section 42(6) of the Act requires details relating to the disclosure of a Committee Member's material personal interest in a matter being considered at a Committee meeting to be recorded in the minutes of the meeting.
- (vii) A Member or Associate Member of the Chamber may request a copy of the minutes of any Committee meeting, and the copy must be provided within a reasonable time.

## **Responsibilities of Committee Members**

24. The Committee must take all reasonable steps to ensure the Chamber complies with its obligations under the Act and these Rules.
- (a) Responsibilities of Committee Members:
    - (i) A Committee Member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances;
    - (ii) A Committee Member must exercise his or her powers and discharge his or





her duties in good faith in the best interests of the Chamber and for a proper purpose;

- (iii) A Committee Member or former Committee Member must not improperly use information obtained because he or she is a Committee Member to:
  - (1) gain an advantage for himself or herself or another person; or
  - (2) cause detriment to the Chamber;
- (iv) A Committee Member or former Committee member must not improperly use his or her position to:
  - (1) gain an advantage for himself or herself or another person; or
  - (2) cause detriment to the Chamber.
- (v) A Committee Member having any material personal interest in a matter being considered at a Committee Meeting must:
  - (1) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
  - (2) disclose the nature and extent of the interest at the next General Meeting of the Chamber; and
  - (3) must not be present while the matter is being considered at the Committee Meeting or vote on the matter.
- (vi) Rule 24(a)(v) does not apply in respect of a material personal interest that:
  - (1) exists only because the Committee Member belongs to a class of persons for whose benefit the Chamber is established; or
  - (2) that the Committee Member has in common with all, or a substantial proportion of, the members of the Chamber.
- (vii) The EO/CEO must record every disclosure made by a Committee Member under Rule 24(a)(v) in the minutes of the Committee Meeting at which the disclosure is made.
- (viii) No Committee Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Chamber unless the person is authorised by the Committee to do so and such authority is recorded in the minutes of the Committee Meeting.
- (ix) The Committee Members, 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.
- (x) All Committee Members must:
  - (1) not, within the meaning of section 13D of the Interpretation Act 1984, be bankrupts or persons whose affairs are under insolvency laws;



- (2) be of sound mind and not persons whose estates are liable to be dealt with in any way under the law relating to guardianship; and
  - (3) not be ineligible to be a Committee Member due to the provisions of Part 4 of the Act.
- (xi) For the purposes of this Rule and Rule 25, a Committee Member includes:
- (1) a member of the Executive Committee of the Chamber;
  - (2) a person, including an employee of the Chamber, who makes, or participates in making, decisions that affect the whole, or a substantial part, of the operations of the Chamber;
  - (3) a person who has the capacity to significantly affect the Chamber's financial standing; and
  - (4) a person in accordance with whose instructions or wishes the Executive Committee of the Chamber is accustomed to act (but excluding a person who gives advice to the Chamber in the proper performance of functions attaching to the person's professional capacity or to the person's business relationship with members of the Executive Committee or with the Chamber).

## Remuneration of Committee Members

### 25. Remuneration of Committee Members

- (a) The Chamber may pay from its funds a Committee Member's travelling and other expenses as properly incurred:
  - (i) in attending Committee Meetings;
  - (ii) in attending any General Meetings of the Chamber; and
  - (iii) in connection with the Chamber's business.
- (b) The Chamber may also pay to Committee Members from the funds of the Chamber, such other remuneration for their services as authorised by resolution of the members of the Chamber at a General Meeting.
- (c) A Committee Member must not accept any other payments or remuneration in whatever form or kind for performing any other work for the Chamber other than as permitted by this Rule.

## Register of Committee Members

26. (a) In this Rule, "Address" means:
- (i) a residential or business address; or
  - (ii) a post office box address; or



- (iii) an email address.
- (b) The Chamber must maintain a record of:
- (i) the names and addresses of the persons who:
    - (1) are Committee Members; or
    - (2) hold other offices of the Chamber provided for by these Rules; and
  - (ii) the name and address of any person who is authorised to use the common seal of the Chamber; and
  - (iii) the name and address of any person who is appointed or acts as trustee on behalf of the Chamber.
- (c) The Chamber must, upon the request of a member, make available the record for the inspection of the member.
- (d) A member may make a copy of or take an extract from the record but does not have a right to remove the record for that purpose.
- (e) The Chamber may charge a reasonable fee to the member for producing a copy of the records, with the amount to be determined by the Committee from time to time.
- (f) A member must not use or disclose information in the record maintained under this Rule except for a purpose:
- (i) that is directly connected with the affairs of the Chamber; or
  - (ii) that is related to the administration of this Act.

## **The Books of the Chamber**

27. (a) Custody of the Books of the Chamber
- (i) Except as otherwise decided by the Chamber from time to time, the EO/CEO must keep in his or her custody or under his or her control all of the Books of the Chamber including, but not limited to, the Financial Records.
  - (ii) The Books of the Chamber must be retained for at least seven (7) years.
- (b) Inspecting the Books of the Chamber
- (i) The Chamber must keep and maintain in an up-to-date condition a copy of these Rules.
  - (ii) At the request of a member, the Chamber must make the copy of these Rules available for inspection by the member.
  - (iii) Without limiting Rule 27(b)(ii), the Chamber must, free of any charge:
    - (1) at the request of a member, give to the member a copy of the Rules, or of any



particular part of those Rules to which the request relates, as in force at the time of the request; and

- (2) give to each person who becomes a member a copy of the Rules as in force when the membership commences.
  - (iv) Except as specifically provided for in these Rules or, alternatively, as specifically resolved by the Committee, a member is not able to inspect the Books of the Chamber.
  - (v) If a member is entitled to inspect any of the Books of the Chamber, the member must contact the EO/CEO to request to inspect the particular Books of the Chamber concerned.
  - (vi) The member may copy details from any of the Books of the Chamber to which he or she is entitled to inspect including, but not limited to, these Rules, but has no right to remove any of the Books of the Chamber for that purpose.
- (c) Prohibition on Use of Information in the Books of the Chamber
- (i) A member must not use or disclose information in the Books of the Chamber except for a purpose that:
    - (1) is directly connected with the affairs of the Chamber; or
    - (2) is related to administering the Act.
- (d) Returning the Books of the Chamber
- (i) Outgoing Committee Members are responsible for transferring all relevant assets and Books of the Chamber to the new Committee within 14 days of ceasing to be a Committee Member.

## Financial Reports

28. (a) The Chamber must keep Financial Records that:
- (i) correctly record and explain its transactions, financial position and performance; and
  - (ii) enable true and fair Financial Statements to be prepared as required by law.
- (b) For each financial year, the Chamber must ensure that all requirements relating to the preparation of Financial Statements and Financial Reports are complied with.
- (c) The Chamber must ensure that an audit is undertaken of the Financial Statements and Financial Report of the Chamber at least once per year or as directed by the Commissioner.



29. Each financial year of the Chamber shall commence on 1 July and conclude on 30 June the following year.

## **Annual General Meeting**

### 30. Annual General Meetings

- (a) Subject to Rule 30(b), the Chamber must convene an Annual General Meeting (AGM) each calendar year:
- (i) within 6 months after the end of the Chamber's Financial Year (or within such shorter period if the Act prescribes a shorter period); or
  - (ii) within a longer period as the Commissioner may allow.
- (b) If the Chamber requires the approval from the Commissioner to hold its AGM within a longer period under Rule 30(a)(ii) the EO/CEO must apply to the Commissioner no later than four months after the end of the Chamber's Financial Year.

### **Notice of Annual General Meeting**

- (c) The notice convening an AGM must specify that it is the AGM of the Chamber and otherwise must comply with Rule 30 (as applicable).

### **Business to be Conducted at AGM**

- (d) Subject to Rule 30(a), the AGM of the Chamber is to be convened on a date, time and place as the Chamber decides.
- (e) At each AGM of the Chamber, the Chamber:
- (i) must confirm the minutes of the last preceding AGM and of any Special General Meeting held since that meeting if the minutes of that Special General Meeting have not yet been confirmed;
  - (ii) must put to the meeting any resolutions required to approve payments to Committee Members pursuant to Rule 25(b);
  - (iii) must receive (and if required by law approve) the Financial Statements of the Chamber for the preceding Financial Year;
  - (iv) must appoint an Auditor in accordance with the Act, provided that the Auditor shall not be a member or the spouse, parent or child of a Committee Member;
  - (v) must present a copy of the Auditor's report to the Chamber; and
  - (vi) must transact any other business which it may be lawful for the members to consider.





## **Notice of General Meeting**

### 31. Notice of General Meeting

- (a) Notice of a General Meeting shall be written and shall be given by the EO/CEO as directed and determined by the Chamber, with such notice being not less than seven (7) days prior to the meeting.
- (b) All members of the Chamber are entitled to receive notice of and to attend any General Meeting of the Chamber.
- (c) The accidental omission to give notice of a General Meeting to or the non-receipt of such notice by any person entitled to receive notice shall not invalidate the proceedings at that General Meeting.

## **Special General Meetings**

32. The President or Executive Committee may whenever he or it thinks fit, and shall upon requisition in writing from not less than 5% of the total number of members of the Chamber and stating the objects for which the meeting is to be called, convene a Special General Meeting of the Chamber. If in the case of a requisition for a Special General Meeting, notice convening of the same shall be given to all members within twenty-one (21) days of receipt of the requisition.

## **Quorum**

33. Except where otherwise in these Rules provided, at all General Meetings of the Chamber, twenty (20) members present or by duly appointed representative and entitled to vote, shall form a quorum.

## **Vote of Members**

34. At all General Meetings each member being a person and each firm and each corporate body being a member shall have one (1) vote.
- (a) All members of a firm which is a member of the Chamber shall be entitled to be present and speak at any General Meeting of the Chamber but such firm shall be entitled to only one (1) vote as a member of the Chamber. No prior notice shall be required in indication of which of the firm's members is to cast its vote.
  - (b) A corporation or incorporated body which is a member shall be entitled to be present and to vote at all General Meetings of the Chamber by a representative to be appointed by it, by notice lodged with the EO/CEO.
  - (c) At all Meetings of the Chamber, the President and in his absence the Vice-President shall be entitled to take the chair and in the absence of both the President and Vice-President the meeting shall elect the Chairman.
  - (d) The Chairman of a meeting shall, in the case of an equality of votes, have a casting as well as a deliberate vote.





## **Special Resolution**

35. A resolution made pursuant to these Rules is a Special Resolution if:
- (a) Seven (7) days written notice has been given to members specifying the intention to propose the resolution as a special resolution; and
  - (b) The resolution has been passed by a majority of not less than 75% of the members who are entitled under these Rules to vote and vote at the meeting in person or by proxy.

## **Representation of Members**

36. Representation of Members
- (a) 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 hereunder. A representative shall be appointed in writing in such form as the Committee may from time to time prescribe. A member shall be at liberty from time to time to remove any representative appointed by him and may appoint another in his place. Where an Office Bearer is a representative of a member he shall cease to hold office upon the revocation of his appointment as a representative.
  - (b) All members of the Chamber entitled to a vote and unable to be present and vote at any General Meeting of the Chamber shall be entitled to vote by proxy on any matter or resolution of the General Meeting, by the lodgement with the EO/CEO prior to the commencement of the General Meeting their vote in writing.

## **Member Matters**

37. Any member having a matter he wishes to submit for consideration by the Committee, shall be entitled if he shall have given the EO/CEO no less than three (3) days' notice of his desire in that behalf and of the nature of the matter, to attend the next meeting of the Committee and bring forward the matter for discussion but shall not be entitled to remain present and shall, if requested, withdraw from the meeting while the Committee deliberate and decide upon the matter. The Committee shall have the power at any time before making a decision on the matter to require the further attendance of such member at the meeting or an adjourned meeting to answer such questions as the Committee may see fit to ask him and in default of attendance by such member may if it see fit allow the matter to lapse.

## **Management of Funds**

38. (a) The funds of the Chamber shall be used in such a manner as the Committee determines but solely pursuant to the objects of the Chamber.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by suitable persons who are authorised by the Committee to operate the bank account or accounts. The transacting of electronic banking shall be conducted by persons authorised by the Committee to operate bank accounts.



## Seal

39. The Chamber shall have a Common Seal which shall be kept in the custody of the EO/CEO at the office for the time being of the Chamber. Such seal shall only be used and affixed in each case pursuant to a resolution of the Committee of the Chamber and then in the presence of any two of the following: namely the President, the Vice-President and the Treasurer. Both persons present at the using and affixing of such seal shall thereupon counter-sign the document to which it has been affixed.

## Interpretation

40. In the event of any question arising as to the interpretation or application of these Rules, the Committee shall decide the same, subject to an appeal to a final decision by a General Meeting of the Chamber.

## Alteration of Constitution

41. (a) These Rules shall not be altered except by Special Resolution at a General Meeting pursuant to section 30 of the Act.
- (b) Within one month of the passing of a Special Resolution altering its Constitution, or such further time as may be allowed pursuant to section 30 of the Act, the EO/CEO shall lodge as required by section 30 of the Act notice of the Special Resolution setting out particulars of the alteration together with a certificate given by a member of the Committee. That certificate shall certify that the resolution was duly passed as a Special Resolution and that the Constitution as so altered conform with the requirements of the Act.
- (c) In accordance with section 30 of the Act, an amendment to the Constitution shall not take effect until the provisions of Rule 41(b) above have been complied with.

## Service of Notices

42. Any notice to be given under these Rules must be in writing and shall be deemed to be duly given if handed to the person to whom the notice is to be given personally or if left at his address.

## Winding Up or Dissolution

43. (a) The Chamber may at any time be dissolved, at a General Meeting called for that purpose with the consent of 75% of those who are entitled to vote and are present at the General Meeting or have submitted a proxy. 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 must not be paid or distributed among members, or former members.
- (b) If, upon the winding up or any dissolution of the Chamber, there remains any Surplus Property of the Association, that Surplus Property can only be distributed in accordance with section 24 of the Act to one or more of the following:







- (i) an incorporated association;
- (ii) a company limited by guarantee that is registered as mentioned in the Corporations Act section 150;
- (iii) a company holding a licence that continues in force under the Corporations Act section 151;
- (iv) a body corporate that at the time of the distribution is the holder of a licence under the Charitable Collections Act 1946;
- (v) a body corporate that:
  - (1) is a member or former member of the incorporated association; and
  - (2) at the time of the distribution of surplus property, has rules that prevent the distribution of property to its members;
- (vi) a trustee for a body corporate referred to in Rule 43(b)(v),

and which association shall be determined by a Special Resolution of the members of the Chamber.



## **APPENDIX 1**

### ***Election of Office Bearers***

For the election of Office Bearers and members of Committee the following methods shall apply

#### **1. SINGLE ELECTIONS**

Where there are multiple candidates for one position on the Committee, members mark their ballot paper with the number 1 alongside their preferred candidate. The candidate with the highest number of number 1 votes will be elected.

#### **2. SINGLE ELECTIONS for MULTIPLE POSITIONS**

- (i) A minimum of 10 candidates will be nominated across all available positions on the Committee, with nine (9) positions available on the Committee.
  - (ii) The positions on the Committee include President, Vice President, Treasurer and six (6) general Committee Members.
  - (iii) The voting for election of members to these positions shall be conducted by a secret preferential ballot whereby votes are cast for all candidates in order of preference.
  - (iv) For the executive positions of President, Vice President and Treasurer, members will be required to mark their ballot paper with the number 1 alongside their preferred candidate for each position. The candidate with the highest number of number 1 votes for each position will be elected.
  - (v) For those candidates who have been nominated for the position of general Committee Member, the votes cast for each candidate shall be aggregated and the candidate with the lowest number of votes shall be the first elected and the candidate with the second lowest number of votes shall be the second elected and so on until all of the general Committee Member positions are filled.
  - (vi) Any ballot paper not completed will be declared invalid.
3. The candidates' name will appear on the ballot paper in such order as shall be determined by lot.
  4. On completion of the counting of the votes cast at a ballot the Chairman shall declare the result of the ballot.
  5. Any member can nominate for dual positions on the Executive and/or Committee.
  6. Any member who has been the subject of disciplinary action under Division 2 of Appendix 2 by the Committee or has otherwise been removed by the Committee from their position as a Committee Member cannot re-nominate for a position on the Committee for a period of 24 months from the date of action or removal.





### APPENDIX 2

### *Disciplinary Action, Disputes and Mediation*

#### Division 1 - Term used

##### 1. Term used:

In this Part -

**Member**, includes a Committee Member and, in relation to a member who is expelled from the Chamber, a former member.

#### Division 2 - Disciplinary action

##### 1. Suspension or expulsion

The Committee may decide to suspend a member's membership, to expel a member from the Chamber or remove a Committee Member from their position on the Committee if:

- (a) the member contravenes any of these Rules; or
- (b) the member refuses or neglects to comply with these Rules; or the member's conduct or behaviour is detrimental to the interests of the Chamber, including any abusive or offensive behaviour.

##### 2. The EO/CEO must give the member written notice of the proposed suspension or expulsion at least seven (7) days before the Committee meeting at which the proposal is to be considered by the Committee.

##### 3. The notice given to the member must state;

- (a) When and where the committee meeting is to be held; and
- (b) The grounds on which the proposed suspension or expulsion is based; and
- (c) That the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion

##### 4. At the Committee meeting, the Committee must;

- (a) Give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion; and
- (b) Give due consideration to any submissions so made; and
- (c) Decide -
  - (i) Whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
  - (ii) Whether or not to expel the member from the Chamber.





5. A decision of the Committee to suspend the member's membership or to expel the member from the Chamber takes immediate effect.
6. The Committee must give the member written notice of the Committee's decision, and the reasons for the decision, within seven (7) days after the Committee meeting at which the decision is made.
7. A member whose membership is suspended or who is expelled from the Chamber may, within 14 days after receiving notice of the Committee's decision under sub-rule (6), give written notice to the EO/CEO requesting the appointment of a mediator under sub-rule (4) in Division 3 of this Appendix.
8. If notice is given under sub-rule (7), the member who gives the notice and the Committee are the parties to the mediation.

## **2. Consequences of suspension**

1. During the period a member's membership is suspended, the member;
  - (a) Loses any rights (including voting rights) arising as a result of membership; and
  - (b) Is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Chamber;
  - (c) May not attend any Chamber events or Chamber functions during the period of the member's suspension.
2. When a member's membership is suspended, the EO/CEO must record in the register of members;
  - (a) That the member's membership is suspended; and
  - (b) The date on which the suspension takes effect; and
  - (c) The period of the suspension.
3. When the period of the suspension ends, the EO/CEO must record in the register of members that the member's membership is no longer suspended.
  - (a) Who is a party to the dispute; and
  - (b) Who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.
    - (i) Between members; or
    - (ii) Between one or more members and the Chamber.



## Division 3 - Resolving disputes

### 1. In this Division -

**Grievance Procedure** means the procedures set out in this Division;

**Member**, includes any former member whose membership ceased not more than six (6) months before the dispute occurred; and

**Party to a Dispute** includes a person.

#### 1. Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes —

#### 2. Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

#### 3. How grievance procedure is started

- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 2 above, any party to the dispute may start the grievance procedure by giving written notice to the EO/CEO of;
  - (i) The parties to the dispute; and
  - (ii) The matters that are the subject of the dispute.
- (b) Within 28 days after the EO/CEO is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (c) The EO/CEO must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (d) At the committee meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.
- (e) If any party to the dispute is dissatisfied with the decision of the Committee, they may elect to initiate further dispute resolution procedures as set out in Rules 4 and 5 below.

#### 4. Mediation

- (a) This Rule applies:
  - (i) where a person is dissatisfied with a decision made by the Committee under Rule 3 above; or
  - (ii) where a dispute arises between members or a member (or members) and the Chamber under or relating to these Rules, and any party to the dispute elects not to have the matter determined by the Committee.





- (b) Where the dispute relates to a proposal for the suspension or expulsion of a Member this Rule does not apply until the procedure under Rule 3 above in respect of the proposed suspension or expulsion has been completed.
- (c) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 2 above, or a party to the dispute is dissatisfied with a decision made by the Committee under Rule 3 above a party to a dispute may:
  - (i) Provide written notice to the EO/CEO of the parties to, and the details of, the dispute; and
  - (ii) Agree to, or request the appointment of, a mediator.
- (d) The party, or parties requesting the mediation must pay the costs of the mediation.
- (e) The mediator must be:
  - (i) a person chosen by agreement between the parties; or
  - (ii) in the absence of agreement:
    - (1) if the dispute is between a Member and another Member, then a person appointed by the Committee; or
    - (2) if the dispute is between a Member (or more than one Member) and the Chamber, the Committee or a Committee Member, then an independent person appointed by the company known as the "Resolution Institute" or, if that company no longer exists, an entity which, as resolved by the Committee, closely carries out the functions previously conducted by that company.
- (f) A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least five (5) days before the mediation session.
- (i) The mediator, in conducting the mediation, must:
  - (i) give the parties to the mediation process every opportunity to be heard;
  - (ii) allow all parties to consider any written statement submitted by any party; and
  - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (j) The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.



**PORT HEDLAND**



**Chamber of Commerce Inc**

5. Inability to Resolve Disputes

If a dispute cannot be resolved under the procedures set out in these Rules, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

**Office** 1/6 Anderson Street, Port Hedland, WA 6721

**Postal** PO Box 95, Port Hedland, WA 6721

**Phone** 08 9173 1737 **Fax** 08 9173 1022

**Email** [info@phcci.com.au](mailto:info@phcci.com.au)

**[www.phcci.com.au](http://www.phcci.com.au)**

