

CONSTITUTION OF THE FREMANTLE CHAMBER OF COMMERCE

**Fremantle Chamber
of Commerce**



This is the annexure of 20 pages marked "A" referred to in Form 5 signed by me and dated 24th November 2009

A handwritten signature in black ink, appearing to read 'Ray Glickman', with a horizontal line underneath.

Mr. Ray Glickman, President



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Constitution

of

The Fremantle Chamber of Commerce

1. TITLE

The name of the organisation is “The Fremantle Chamber of Commerce” referred to in these Rules as “the Chamber”.

2. LOCATION

The office of the Chamber shall be located in Fremantle.

3. INTERPRETATION

In the event of any question arising as to the interpretation or application of these Rules, the Board shall decide the matter, subject to an appeal for a final decision to a General Meeting of the Chamber.

3.1 Definitions

In this Constitution, unless the context otherwise requires:

- (a) “Annual General Meeting” means the annual general meeting of the Chamber convened pursuant to Rule 19.1;
- (b) “Auditor” means the auditor of the Chamber’s financial affairs and records appointed pursuant to Rule 25;
- (c) “Board” means the Board of the Chamber for the time being duly constituted as such in accordance with Rule 11;
- (d) “Chamber” means The Fremantle Chamber of Commerce;
- (e) “Chief Executive Officer” means the person appointed by the Board to that position, charged with the management of the activities of the Chamber, but subject to the overall supervision of the Board;
- (f) “Committee” means a committee of the Chamber formed and operating pursuant to Rule 12;
- (g) “Corporate Body” means an incorporated body or an unincorporated body;
- (h) “Division” means a Category of Membership of the Chamber based on interest or type;



- (i) “Firm” means a partnership within the meaning of the Partnership Act 1895;
- (j) “General Meeting” means a general meeting of the Chamber convened pursuant to Rule 19.2;
- (k) “Member” means any member of the Chamber for the time being;
- (l) “Objects of the Chamber” or “Objects” mean the objectives of the Chamber as set out in Rule 4;
- (m) “Officers” means President, Vice President, Treasurer of the Chamber;
- (n) “Powers” means the powers as set out in Rule 5;
- (o) “Rule” means a rule of this Constitution, and “Rules” means all of the rules of this Constitution;
- (p) “Special General Meeting” means a special General Meeting of the Chamber convened pursuant to Rule 19.3.

3.2 Number & Gender

In these Rules, unless the context otherwise requires, the singular includes the plural and vice versa and the masculine gender includes the female gender and vice versa.

4. **OBJECTS**

The Objects of the Chamber shall be:

- (a) to effectively represent the commercial, industrial and professional community of Fremantle in its broadest sense and to promote the economic, tourist, retail, cultural and environmental development of the district;
- (b) to take an active interest in all matters of the moment affecting the City of Fremantle and State of Western Australia with the view to improving, promoting and protecting the interests of Members;
- (c) to undertake an educative role to promote to Members of the Chamber and to the community, the need to strive for excellence in all commercial undertakings;
- (d) to promote within the community the ideals of hard work and achievement;
- (e) to aid the community in the development of a commercial environment in which entrepreneurship can flourish;
- (f) to establish a rapport with civic, business, ethnic and other sectors of the community and be recognised as representing and presenting the view of commerce to the community;



- (g) to assist in the promotion of trade, whether imports or exports and to keep Members informed of trade opportunities;
- (h) to keep Members informed on important matters affecting trade, commerce and industry, or retail and tourism, and to render a varied and comprehensive service to its Members according to their requirements from time to time;
- (i) to provide clerical assistance to any Member or organisation having similar objects to the Chamber;
- (j) to consider, respond to and advocate the amendment of Commonwealth or State legislation, regulations and policies and the by-laws, regulations and policies of local government bodies and other corporations directly or indirectly affecting commercial interest and for such purposes to take all such steps or proceedings as may be expedient;
- (k) to establish and maintain relations with bodies having similar objects throughout the world;
- (l) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and rights or privileges which the Chamber may think necessary or convenient for any of the purposes given;
- (m) to improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the real and personal property of the Chamber and in particular to let out any land or buildings or both of which the Chamber is owner or over which it has any control, so that it may be used for all or any of the purposes given;
- (n) to borrow, raise or secure the payment of money in such a manner as the Chamber thinks fit and in particular by the sale of debentures or debenture stock, charged upon all or any or the Chamber's property both present and future and to purchase, redeem or pay off any such debentures;
- (o) to draw, make, accept, endorse, discount and issue promissory notes and bills of exchange. To enter into and bind all or any part of the assets and undertaking of the Chamber by guarantees, indemnities or similar obligations in any case where it is thought that the objects of the Chamber can be more fully realised or attained by such obligations;
- (p) to sell or dispose of any or all of the real and personal property of the Chamber for such consideration as the Chamber may think fit;
- (q) to invest and deal with the moneys of the Chamber not immediately required in such manner as may from time to time be determined; and,



- (r) to do all lawful things as are incidental or conducive to the attainment of these Objects.

5. POWERS

In carrying out 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 construct, remove, rebuild, alter, repair, improve and maintain any building for the purposes of the Chamber or otherwise;
- (c) to let any part or parts of any land or buildings in such manner as may be deemed expedient;
- (d) to borrow or raise money from Members or otherwise for the purposes of the Chamber and to secure the repayment of money, to create, execute and issue mortgages, debentures or notes with or without a charge upon all or any to the property of the Chamber;
- (e) to conduct bank accounts that are deemed necessary by the Chamber;
- (f) to invest the moneys of the Chamber in such securities as may from time to time be necessary or convenient;
- (g) to sell, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Chamber;
- (h) to amalgamate, affiliate or co-operate with any institution, society or association having objects similar to those of the Chamber;
- (i) to subscribe or guarantee money for charitable or benevolent objects or for any public, general or useful objects;
- (j) to undertake and execute any trusts for the purpose of carrying out the objects of the Chamber as set out in this Constitution;
- (k) to engage professional assistance of any kind and remunerate any person for services rendered or to be rendered in or about the formation, reconstruction or promotion of the Chamber or the conduct of its affairs;
- (l) to print and publish electronically or non-electronically, all or any of newspapers, periodicals, pamphlets, circulars, bulletins, web pages or newsletters. To use or cause to be used, any form of media, radio or television, e-mail or facsimile to promote to the community or to Members any of the objects of the Chamber;
- (m) to promote, undertake and carry on research and every type of investigation with respect to industrial, commercial, economic, fiscal, social, education, legal, environmental or any other



matters thought necessary or desirable in the promotion of the objects of the Chamber;

- (n) to enter into any arrangement with any Government or Authority that is incidental or conducive to the attainment of the Objects and the exercise of the powers of the Chamber;
- (o) to obtain from any such Government or Authority any rights, privileges and concessions which the Chamber may think it desirable to obtain and to carry out, exercise and comply with such arrangements, rights, privileges and concessions;
- (p) to employ Executive Staff and Employees and to pay them salaries, wages, gratuities, and superannuation; and,
- (q) to do all such other things in pursuit of the Objects of the Chamber as may be deemed necessary or desirable.

6. INCOME AND PROPERTY

The income and property of the Chamber will be applied solely towards the promotion of the Objects of the Chamber. No portion of the income or property will be paid, transferred or distributed directly, or indirectly to the Members of the Chamber by way of dividend, bonus, or otherwise by way of pecuniary profits to the Members.

Payments of remuneration made in good faith to any Officers or employees of the Chamber or to any person in return for services rendered to the Chamber, are not affected by this rule.

7. MEMBERSHIP

- 7.1 Applicants for Membership must apply in writing in the manner that the Board prescribes from time to time.

Any reputable person, Firm, company, corporation, authority or association of high ethical standards engaged or interested in commerce is eligible as a candidate for Membership. Candidates for membership of the Chamber become Members of the Chamber after election in the manner described in these rules and after payment of the entrance fee and subscription.

- 7.2 Every candidate for Membership must complete an application form and pay the appropriate fees. A properly constituted meeting of the Board will have the power to elect a Member by ballot of a majority of Members present at the meeting held subsequent to the receipt of the application.



- 7.3 All Firms, companies, corporations, authorities or associations must submit in writing to the Chief Executive Officer, the name of the representatives or nominees who are to act on their behalf at meetings, etc. of the Chamber. No Firm, company, corporation, authority or association will be allowed to have more than 2 nominees, of whom only 1 may vote.
- 7.4 Representatives or nominees of Firms, companies, corporations, authorities or associations must be employees of, or associates of, the nominating institutions, and must be approved by the Board.
- 7.5 Written notice of the revocation of power as nominee or representative must be given by an institution to the Chief Executive Officer of the Chamber along with the name of the proposed succeeding nominee or representative.
- 7.6 The Board may, from time to time, create or rescind Categories of Membership that reflect the interests of its members or the Objects of the Chamber. In doing so, the Board may define the name, privileges, conditions of membership and membership fees, if any, associated with those Divisions.
- 7.7 Members who wish to form a Special Interest Group as a sub set of a Committee may do so with the approval of the Board.
- 7.8 Honorary Membership
The Board may elect to Honorary Membership of the Chamber persons distinguished in public affairs, commerce, education, finance, consular officials or any person that the Board considers desirable to admit to Honorary Membership. Honorary Members are not entitled to vote at meetings.
- 7.9 Honorary Life Membership
- (a) The Board may nominate for appointment as Honorary Life Member:
 - (i) any person being a past or current Member, or a representative of a Member company who has served the Chamber in any official capacity for at least 10 years and who has been a Member of the Chamber for at least 15 years; or,
 - (ii) any Chamber staff member who has been employed by the Chamber for at least 15 years in total.
 - (b) In considering whether to nominate a person as an Honorary Life Member, the Board shall take into account and give due consideration to the following matters:



- (i) the length and quality of service given by the proposed nominee of the Chamber; and,
 - (ii) the benefits likely to flow to the Chamber from the election of the proposed nominee.
- (c) Once a person's nomination has been approved by the Board as an Honorary Life Member, the Board shall:
 - (i) give notice of the nomination in the notice calling the next Annual General Meeting; and
 - (ii) place a motion before the Annual General Meeting to appoint the nominee to Honorary Life Membership.
- (d) A person appointed as an Honorary Life Member at an Annual General Meeting will become an Honorary Life Member of the Chamber.
- (e) An Honorary Life Member will:
 - (i) not be required to pay any subscription;
 - (ii) be accorded the courtesy, respect and honour due to them, as the holder of that position at the meetings and functions of the Chamber;
 - (iii) have the same rights and privileges as an Individual Member; and,
 - (iv) be bound by the Constitution and Rules of the Chamber.

7.10 Register of Members

- (a) the Board will keep and maintain a Register of Members recording the preferred name and residential or postal address of each Member;
- (b) the Register may include particulars of deaths, resignations, terminations, reinstatement of membership and any further particulars as the Board or the Members at any General Meeting may require from time to time; and,
- (c) the Register will be available for inspection at all reasonable times by any Member who previously applies to the Board for inspection.



8. TERMINATION

8.1 Member or Honorary Member shall cease to be a Member if they:

- (a) do not pay outstanding debts owed to the Chamber within 3 months of the debt becoming due, unless the Board resolves to extend the period for a further 3 months in which case the amount must be paid within 6 months;
- (b) resign;
- (c) as a natural person:
 - (i) become bankrupt;
 - (ii) become of unsound mind; or,
 - (iii) are convicted of an indictable offence;
- (d) as a corporation, association, authority or a Firm become defunct or are wound up; or,
- (e) are expelled by motion at a Special General Meeting as outlined in Rule 9.

8.2 Resignation

Members wishing to resign must give 1 month's written notice to the Chief Executive Officer.

Resignation or termination of membership does not clear debts owed to the Chamber. Upon resignation or termination of membership for whatever reason, Members must immediately pay any outstanding debts including arrears of subscriptions, owed to the Chamber.

8.3 Reinstatement

The Board may reinstate the membership of any former Member to the Chamber once that Member has cleared all debts owed to the Chamber in accordance with Rule 8.

9. EXPULSION

The Chamber reserves its right to expel any Member and may do so by:

- (a) calling a Special General Meeting to expressly consider the question of "a motion of expulsion";
- (b) giving the Member who is the subject of the motion, written notice setting out the grounds for complaint, 7 days before the scheduled Special General Meeting; and,
- (c) securing the votes of at least three quarters of the Members present and voting at the Special General Meeting.



10. SUBSCRIPTIONS

10.1 Annual Subscriptions

The amount of and time for payment of annual subscriptions payable by a Member will be determined by the Board from time to time. In making its determinations, the Board may prescribe different rates for different Divisions of Membership or any other basis of differentiation that the Board decides or these Rules may require.

10.2 Levies

The Board may impose a levy on any one or more of the Divisions of Members provided that the total of the levies imposed on a Member during any year does not exceed the amount of the annual subscription of that Member or Division for that year.

10.3 Nomination Fee

The Board may determine, from time to time, the amount and time for payment of nomination fees payable by Members.

11. BOARD

11.1 Policies of the Chamber

Apart from any determinations made by a General Meeting of Members, the policies of the Chamber are to be determined by the Board. The Board is responsible for the governance policy, conduct, management and finances of the Chamber as well as all other matters provided for by this Constitution.

The Board may from time to time co-opt any persons with suitable qualifications to a committee to review policy and report back.

11.2 Composition of Board

The Board will consist of not less than 9 Members, including the President, all of whom will be elected at an Annual General Meeting of the Chamber for a term of office as defined by this Constitution.

At the end of the stipulated term, the positions of Board members whose term has expired pursuant to Rule 11.4 must be declared vacant immediately prior to the Annual General Meeting. Board members whose terms have expired may nominate for subsequent terms.

11.3 The President shall be elected directly by the Members and the Board shall appoint, by simple majority, 2 of its members to the positions of Vice President and Treasurer.



11.4 Term of Office for Board Members

Board members are elected for a term of 2 years. The terms are staggered, with the terms of half of the Board (at least 4) expiring and being open for election each year.

11.5 Vacancies on Board

A position on the Board, other than that of President, will be deemed vacant if a Member:

- (a) resigns their Membership of the Board by notice in writing sent to the President;
- (b) fails to attend 3 consecutive meetings of the Board for which they have had due notice, unless they have been granted leave of absence by a resolution of the Board;
- (c) is removed from office at a Special General Meeting of Members of the Chamber; or,
- (d) dies, or departs for more than 6 months from the State of Western Australia.

In the event of death, disqualification, or resignation of the President, the Board will elect by ballot, another member of the Board to hold the position subject to ratification by Members at the next Annual General Meeting for a 2 year term.

11.6 Filling Casual Vacancies on the Board

The Board may from time to time fill casual vacancies on the Board as they become open arising from circumstances outlined in Rule 11.5 and Rule 13.5.

Casual Board members are subject to confirmation by election at the next Annual General Meeting for a 2 year term.

12. COMMITTEES OF THE CHAMBER

The Board may, from time to time, form or disband Committees of the Chamber to undertake the work of the Board in a more efficient and effective manner.

The name, structure, terms of reference and composition of such Committees will be determined by resolution of the Board.

The Board may delegate authority to these Committees under these Rules in order for them to fulfill their terms of reference.



13. ELECTIONS

- 13.1 Elections for President and the Board will take place at the Annual General Meeting of the Chamber according to the procedure set out in Rule 13.8.
- 13.2 A candidate for election must be a member in good standing of the Chamber and be nominated, in writing, by a Member of the Chamber and seconded by another. The nomination papers must include the candidate's signed consent to the nomination.
- 13.3 The nomination papers must be lodged at the office of the Chamber at least 21 days before the day of the election. If the number of candidates is equal to the number of vacancies, the Chair of the Annual General Meeting will declare the candidates duly elected.
- 13.4 If the required number of nominations is not received 21 before the meeting, nominations will be accepted, at the discretion of the Board, up until the time of elections at the Annual General Meeting.
- 13.5 If the number of candidates is less than the number of vacancies, the Chair of the Annual General Meeting will declare the candidates duly elected.
- As soon as it is convenient after the meeting, the Board will fill the remaining vacancy or vacancies pursuant to the power vested in it by Rule 11.6.
- 13.6 If the number of candidates nominated exceeds the number of vacancies to be filled, an election by ballot will be conducted pursuant to the procedure in Rule 13.8.
- 13.7 Any candidate may withdraw their nomination any time prior to the meeting by notifying the Board in writing.
- 13.8 Procedure for election by ballot:
- (a) The Board will appoint 3 Members who are not candidates to be the scrutineers for the election.
 - (b) If the appointed Member is unable or unwilling to act as a scrutineer, the Board will appoint another Member in their place.
 - (c) The decision of a majority of the scrutineers will be deemed to be the decision of them all and will be final.
 - (d) Members must vote for the exact number of candidates required to fill each position.
 - (e) Immediately after the close of the ballot, the Chair or their nominee that is responsible for distributing and collecting the ballots will give the completed ballot papers to the scrutineers.



- (f) The candidate receiving the greatest number of votes will be elected.
- (g) If there is an equal number of votes for candidates vying for the same position, the Chair will have the casting vote.
If the Chair is the candidate that is tied with another candidate for a position, they shall vacate the chair at a convenient time during the meeting and the meeting will elect another Chair to exercise the casting vote.
- (h) To be eligible to become the President a person must have been a Member of the Chamber for at least 3 months prior to the Annual General Meeting at which the election takes place.

14. PROCEDURES OF BOARD MEETINGS

14.1 Monthly and Special Meetings

The Board will, unless otherwise determined by the Chamber in General Meeting, meet at least once every month except December, on a day that the Board determines from time to time. Special meetings of the Board may be convened by the President, or by any other 6 Members of the Board.

14.2 Notice of Meeting

Notice of a meeting of the Board, stating the business of the meeting must be given by the Chief Executive Officer to each Member of the Board at least 3 days prior to the meeting.

14.3 Chair of Meetings

The President, or in their absence, a Vice President, shall be the Chair of all meetings of the Board, or in their absence, the Board may elect a Member to chair the meeting.

14.4 Quorum

No business will be transacted at any Board meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Unless otherwise determined by the Board, 5 Members of the Board present and voting constitutes a quorum.

15. POWERS OF THE BOARD

- 15.1 The Board may perform and exercise all of the Objects, functions and Powers that may be exercised by the Chamber, other than those Objects, functions and Powers that are required by these Rules to be performed and exercised by a General Meeting of Members of the Chamber. Furthermore, the Board has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper conduct and management of the affairs and business of the Chamber.



- 15.2 The Board may, from time to time, appoint or dismiss any Officer and staff as it deems to be necessary for the purpose of carrying out the Objects of the Chamber and may pay or allow salaries, allowances, superannuation and recompenses that the Board, from time to time, deems appropriate.
- 15.3 The Board may enter into contracts on behalf of the Chamber that it deems advisable and at all times may dispose of funds of the Chamber that it deems to be in the best interest of and for carrying out the Objects of the Chamber.
- 15.4 The Board may refer questions of general importance to the Members at a General Meeting.
- 15.5 The Board may appoint at its first meeting after the Annual General Meeting, a solicitor for the ensuing year.

16. CHIEF EXECUTIVE OFFICER

The Board is empowered to appoint or remove a Chief Executive Officer (Chief Executive/CEO) from the Chamber and to decide upon his or her remuneration and duties.

The Board may delegate to the CEO any of the Powers, as it sees fit, from time to time, by resolution of the Board.

17. FINANCE

- 17.1 The financial year for the Chamber will be from 1 July to 30 June.
- 17.2 The Board will establish a system for sound financial management.
- 17.3 The Board will approve the annual budget.
- 17.4 Any expense or capital expenditure outside of the delegated authority of the CEO must be approved by the Board.
- 17.5 The Board will be responsible for keeping a correct and up to date accounting record with full details of all receipts and expenditure connected with the work of the Chamber.
- 17.6 The Treasurer will present to each meeting of the Board, a true and correct financial statement.
- 17.7 The financial statement, or summary of the financial statement, will form a part of the minutes of the meeting at which it is presented.
- 17.8 The accounts of the Chamber may be published from time to time as the Board determines or otherwise made available to Members.



18. MINUTES

18.1 Minutes to be kept

Proper minutes must be kept of all proceedings of General Meetings and meetings of the Board, and any other meetings of the Chamber, if so determined by the Board.

18.2 Circulation of minutes

Copies of minutes of the last General Meeting or meeting of the Board will be circulated with or prior to the notice summoning the next General Meeting or meeting of the Board, as the case may require.

Minutes will be taken as read unless a majority of those present at the subsequent meeting decide to the contrary.

18.3 All minutes of General Meetings or meetings of the Board must be signed by the Chair of that meeting at which the proceedings took place or by the Chair or the next succeeding meeting.

18.4 Evidence

Duly signed minutes are prima facie evidence of the proceedings to which they relate.

19. MEETINGS

19.1 Annual General Meeting

The Annual General Meeting of the Chamber is to be held not later than 4 months after the end of the financial year in each year for the purpose of:

- (a) receiving the President's Annual Report;
- (b) receiving CEO's Annual Report;
- (c) receiving the statement of accounts for the year duly audited by the Auditor for the time being;
- (d) the election to fill the vacant seats of the Board for a new term;
- (e) the appointment of a firm of Auditors for the Chamber; and,
- (f) dealing with any other business of which notice has been given at least 21 days before the meeting.

19.2 General Meetings

A General Meeting of the Chamber may be called once a year and from time to time as the Board thinks necessary.



19.3 Special General Meetings

The Board may, whenever it deems appropriate, and the President will, upon requisition of 10% of members of the Chamber or 20 members, whichever is the greater, convene a Special General Meeting of the Chamber.

The requisition must:

- (a) be in writing;
- (b) state the objects for which the meeting is being called; and,
- (c) notice must be given by circular to all Members of the Chamber entitled to attend at least 14 days prior to the meeting.

19.4 Notice of Meetings

Any notice of a meeting of the Chamber must state the business of the relevant meeting, and notice must be given at least 14 days prior to the relevant meeting, to all Members entitled to attend a General Meeting.

19.5 Quorum

No business shall be transacted at a General Meeting of the Chamber unless a quorum is present. Except where otherwise provided in these Rules, at all General Meetings of the Chamber a total of 20 Members present in person or by Representative, will constitute a quorum.

19.6 Chair

The President or in their absence, the Vice President will be the Chair of all General Meetings, or in their absence, the meeting will elect the Chair of that meeting.

19.7 Voting

Voting at all General and Special Meetings will be done by a show of hands; however, a proposer and seconder or any 2 Members may request a vote to be recorded by ballot.

19.8 Decisions

Except where otherwise required by this Constitution, decisions of the Chamber will be passed by a majority of Members present and voting. In the event of an equality of votes, the Chair of a meeting will have a casting vote as well as a deliberate vote.



20. COMMON SEAL

- 20.1 The Chamber will have a Common Seal, which will be in the custody of the CEO at the office of the Chamber, for the time being.
- 20.2 The Seal will be affixed to all deeds, instruments and documents (collectively “documents”) that need to be executed under Seal by law, or as specified in Rule 20.3.
- 20.3 In the case of documents that pertain to matters within the Powers delegated to the CEO, defined by a policy of the Board, the CEO may affix the Seal and sign on behalf of the Chamber as required, except for documents that pertain to:
- (a) the sale or disposal of assets or property of the Chamber of a value greater than \$50,000;
 - (b) the creation, execution, issue, or any other dealings in or with regard to mortgages, debentures or notes with or without a charge upon all or any of the property or assets of the Chamber; or,
 - (c) a head lease over the Chamber Building at 16 Phillimore Street, Fremantle, or any replacement Chamber building.
- 20.4 In the case of documents specified in the exceptions to Rule 20.3, the Seal will be affixed to those documents:
- (a) pursuant to a resolution of the Board of the Chamber; and,
 - (b) in the presence of any 2 of the Trustees and Seal-holders to be appointed according to these Rules.

21. TRUSTEES AND SEAL-HOLDERS

Pursuant to clause 20.4, the Board will appoint 3 Members to be Trustees and to use the Seal of the Chamber. The appointment will continue until the resignation or cancellation of and reappointment of a new Trustee by the Board.

22. NOTICES

Any notice given under these Rules is deemed to be duly given if:

- (a) it is handed to the person to whom the notice is to be given personally; or,
- (b) it is left at the address appearing in the Chamber’s Register of Members; or,
- (c) it is posted to the Member in a prepaid envelope addressed to that Member.



23. ALTERATION OF CONSTITUTION

This Constitution may, at any time, be altered in a manner resolved by 75% of Members present and voting at the Annual General Meeting or at a Special General Meeting of the Chamber convened for that purpose.

24. AUDIT

The Auditor must audit the accounts of the Chamber once a year and is entitled to full and free access to all accounts, records, documents and papers of the Chamber relating directly or indirectly to the receipt and payment of monies or to the acquisition, receipt, custody or disposal of assets by the Chamber.

Before the Annual General Meeting, the Auditor will examine the accounts and records of the Chamber for the previous financial year and report on whether the accounts and records give a true and fair picture of the financial affairs of the Chamber, and on any other matters arising out of the records that the Auditor considers should be reported to the Members.

25. APPOINTMENT OF AUDITOR

The Chamber will, at each Annual General Meeting, appoint an Auditor for a period of 1 year, who is not a member of the Chamber. The Auditor will be eligible for reappointment by the Chamber and the Chamber has the power to fill any temporary vacancy in the office of Auditor.

26. OWNERSHIP

All property of whatever kind belonging to the Chamber will be vested in it. The Chamber will have custody of all deeds and documents of title relating to the property.

27. DISSOLUTION

27.1 The Chamber may be dissolved or wound up by a resolution at any General Meeting or at a Special General Meeting called for that purpose. Any motion to dissolve or wind up the Chamber requires the consent of 75% of members at the meeting called to so dissolve or wind up the Chamber. If upon the dissolution or winding up of the Chamber, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members but shall be given or transferred -

- (a) to another association incorporated under the Act; or,
- (b) donated for charitable purposes;



which incorporated associations or purposes, as the case requires, shall be determined by the resolution of the members when authorising and directing the Board under Section 33(3) of the *Associations Incorporation Act 1987* to prepare a distribution plan of the surplus property of the Chamber.

- 27.2 In the event of the winding up or dissolution of the Chamber, the Commissioner of Taxation shall be advised of the date of dissolution within 30 days of the dissolution.

These rules as amended were adopted as the Constitution and Rules of “The Fremantle Chamber of Commerce” on the 24th day of November 2009.

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