

**CONSTITUTION OF
BALLINA CHAMBER OF COMMERCE AND INDUSTRY INCORPORATED**

UPDATED 14 October 2025

ASSOCIATIONS INCORPORATION ACT 2009 NSW

CONSTITUTION

BALLINA CHAMBER OF COMMERCE and INDUSTRY INCORPORATED

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The name of the Association shall be the Ballina Chamber of Commerce and Industry Incorporated.

Objectives of the Association

The objectives of the Association are:

1. promote business in Ballina and the positive role businesses play in Ballina's overall success.
2. manage the chamber effectively to ensure its sustainability and growth
3. support growth and excellence in the Ballina shire business community
4. serve our members through a valuable membership program
5. advocate for the interests of businesses in Ballina shire
6. partner with the community and other organisations in advancing Ballina shire

Part 1: Definitions

1. Definitions

(1) In this constitution:

“Board” means the committee referred to in The Act, constituted pursuant to Part 3.

“Director-General” means the Director-General of the Department of Services Technology and Administration.

“Ordinary board member” means a member of the Board who is not an office-bearer of the Association.

“Secretary” means:

the person holding office under this constitution as Secretary of the Association,
or

if no such person holds that office—the public officer of the Association.

“Special general meeting” means:

a general meeting of the Association other than an annual general meeting.

“The Act” means the Associations Incorporation Act 2009.

“The Association” means the Ballina Chamber of Commerce and Industry Incorporated.

“The Regulation” means the Associations Incorporation Regulation 2010.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
 - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2: Membership

2. Membership generally

- (1) A person is eligible to be a member of the Association if:
 - (a) the person is a natural or legal person, and
 - (b) the person has been nominated and approved for membership of the Association in accordance with clause 3.
- (2) A person is taken to be a member of the Association if the person is a natural or legal person and that person's membership has been approved by the Board in accordance with this constitution.

3. Nomination for membership

- (1) A nomination of a person for membership of the Association:
 - (a) must be made by a member of the association in writing in the form set out in Appendix 1 to this constitution, and
 - (b) must be lodged with the Secretary of the Association.
- (2) As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Board which is to determine whether to approve or to reject the nomination. As soon as practicable after the Board makes that determination, the Secretary must:
 - (a) notify the nominee, in writing, that the Board approved or rejected the nomination (whichever is applicable), and
 - (b) if the Board approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the

sum payable under this constitution by a member as entrance fee and annual subscription.

- (3) The Secretary must, on payment by the nominee of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.
- (4) The Board, may, acting in the best interests of the Association, accept or reject an application for membership. The Association is not required to provide any reason for rejecting or accepting an application for membership.
- (5) There is no right of appeal where the Board rejects an application for membership, whether a new application or a renewal application.

4. Cessation of membership

A person ceases to be a member of the Association if the person:

- (a) dies or ceases to be a legal person;
- (b) resigns membership;
- (c) is expelled from the Association; or
- (d) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.

5. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

6. Resignation of membership

- (1) A member of the Association, who has paid all arrears of subscriptions and fees payable to the Association, may resign from membership of the Association by first giving to the Secretary written notice of at least one month (or such other period as the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the Association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7. Register of members

- (1) The public officer of the Association must establish and maintain a register of members of the Association specifying the name and postal or residential address of each person who is a member of the Association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the Association, or
 - (b) if the Association has no premises, at the Association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.

- (4) A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) a purpose agreed by the Board, or
 - (c) any other purpose necessary to comply with a requirement of the Act or the Regulation.

8. Fees and subscriptions

- (1) A member of the Association must, on admission to membership, pay to the Association a fee of \$1 or, if some other amount is determined by the Board, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member of the Association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the Board, that other amount:
 - (a) except as provided by paragraph (b), before 1 January in each calendar year, or
 - (b) if the member becomes a member on or after 1 July in any calendar year—on becoming a member and before 1 July in each succeeding calendar year.
- (3) From time to time, the Board may determine categories of membership and any other fees and levies payable by members, the benefits which apply, as well as the time for, and manner of payment.
- (4) The Board is empowered to prevent any member whose annual subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Association, including the right to vote at general meetings. There is no right of appeal where the Board exercises this power.

9. Members' liabilities

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 8.

10. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

11. Disciplining of members

- (1) A complaint may be made to the Board by any person that a member of the Association:

- (a) has refused or neglected to comply with a provision or provisions of this constitution or the Act, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Association, or
 - (c) has used their position or information obtained through the Association (whether as a Board member or not) with the intention of gaining an advantage for himself or herself or for any other person.
- (2) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Board decides to deal with the complaint, the Board:
- (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Board may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Board expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 12, whichever is the later.

12. Right of appeal of disciplined member

- (1) A member may appeal to the Association in general meeting against a resolution of the Board under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the Secretary must notify the Board which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Association.

Part 3: The Board

13. Powers of the Board

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Association in general meeting, the Board:

- (a) is to control and manage the affairs of the Association, and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association,
- (c) 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 management of the affairs of the Association,
- (d) shall have the power to appoint, engage or employ a 'Business and Promotions' manager and/or an 'Executive Officer' and any such further staff member as required, and
- (e) shall have the power to appoint up to two (2) Board members in addition to the Board members elected at the Annual General meeting.

14. Composition and membership of Board

- (1) The Board is to consist of up to nine members, comprising of:
 - (a) the office-bearers of the Association (as set out in clause 14(2)),
 - (b) at least three ordinary members, each of whom is to be elected at the annual general meeting of the Association under clause 15, and
 - (c) ordinary members appointed in accordance with clause 18.
- (2) The office-bearers of the Association are as follows:
 - (a) the President,
 - (b) the Vice-President,
 - (c) the Treasurer, and
 - (d) the Secretary.
- (3) A Board member may hold up to two offices (other than both the President and Vice President offices).
- (4) Each member of the Board is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election but is eligible for re-election.
- (5) There is no maximum number of consecutive terms for which a member of the Board may hold office.

15. Election of Board members

- (1) Nominations of candidates for election as office-bearers of the Association or as ordinary Board members:
 - (a) must be made in writing, signed by two members of the Association, and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the Secretary of the Association at least seven days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual

general meeting.

- (3) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary Board members of the Board is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary Board member of the Association must be a member of the Association.

16. Secretary

- (1) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the Secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the Board, and
 - (b) the names of members of the Board present at a Board meeting or a general meeting, and
 - (c) all proceedings at Board meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

17. Treasurer

It is the duty of the Treasurer of the Association to ensure:

- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

18. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Board occurs if a member:
 - (a) dies or ceases to be a legal person, or
 - (b) ceases to be a member of the Association, or
 - (c) becomes bankrupt or an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - (d) resigns office by notice in writing given to the Secretary, or
 - (e) is removed from office under clause 19, or

- (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the Board from three consecutive meetings of the Board, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth, or
 - (j) in the reasonable opinion of the Board (but subject to the constitution) has:
 - (i) acted in a manner unbecoming or prejudicial to the objectives of the Association,
 - (ii) brought themselves, other members or the Association into disrepute, or
 - (k) would otherwise be prohibited from being a member of an Association or commits an offence under the Act or Regulations.
- (3) A member appointed to fill a casual vacancy must, where possible, have the skills to address any identified gap and complement the existing Board's composition which will assist the Board in meeting the Association's objectives.

19. Removal of Board members

- (1) The Association in general meeting may by resolution remove any member of the Board from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Board to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. Board meetings and quorum

- (1) The Board must meet at least three times in each period of 12 months at such place and time as the Board may determine.
- (2) Additional meetings of the Board may be convened by the President or by any member of the Board.
- (3) Oral or written notice of a meeting of the Board must be given by the Secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- (5) Any three members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (6) No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time

appointed for the meeting, the meeting is to be dissolved.

- (8) At a meeting of the Board:
 - (a) the President or, in the President's absence, the Vice-President is to preside if the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.
- (9) Board meetings may be held in person or by video or audio link and Board members may attend in person or by video or audio link or a combination of any of these provided that all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously.
- (10) Any meeting held where one or more Board members is not physically present but attends by video or audio link is deemed to be held at the place specified in the notice of the meeting, provided a member is present there. If no member is present there, the meeting shall be deemed to be held at the place where the President, or if not present, the nominated chairperson of the meeting is located.

21. Delegation by Board to sub-committee

- (1) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

22. Voting and decisions

- (1) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5), the Board may act despite any vacancy on the Board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that

may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

23. Resolutions without meetings – email resolutions

- (1) The Board may pass a resolution without a meeting being held, if all of the members entitled to vote on the resolution receive an email sent by the President of the Association to that Board Member's usual email address, copied to all Board Members, and each Member replies to the President's email and that reply email contains a statement that they are in favour of the resolution set out in the document.
- (2) For the purposes of rule 23(1) the resolution is passed when the last Member replies and a majority of Members support the resolution.
- (3) Where an email is sent and replied to in accordance with this provision and the resolution is passed the emails as received by the President is taken as a minute of the passing of the resolution.

23A. Conflict of interest

- (1) A Board member shall declare their interest in any contractual, selection, disciplinary or financial matter in which a conflict of interest arises, may arise or may be perceived to arise. The remainder of the Board members will determine the extent of the conflict in the matter and the relevant Board member shall, unless otherwise determined by the remainder of the Board members, absent themselves from discussions of such matters and shall not be entitled to vote in respect of such matters. If the Board member in question casts a vote, the vote shall not be counted. If there is any uncertainty as to whether it is necessary for a Board member to absent themselves from discussions and refrain from voting, the issues should be immediately determined by the remaining Board members. If it is not possible, the matter shall be adjourned or deferred.
- (2) The nature of the interest of a Board member must be declared at the meeting of the Board at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be disclosed to the Board at the next meeting of the Board. If a Board member becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Board held after member's interest has arisen.
- (3) A general notice stating that a Board member is a member of any specified firm or company and that they are 'interested' in all transaction with that firm or company is sufficient declaration under clause 24(2).
- (4) Any declaration made, any disclosure or general notice given by a Board member under clause 24(1), (2) or (3) must be recorded by the Secretary in accordance with the Act.

Part 4: General meetings

24. Holding of Annual general meetings

- (1) The Association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
 - (a) within six months after the close of the association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

25. Calling of and business at Annual general meetings

- (1) The annual general meeting of the Association is, subject to the Act and to clause 23, to

be convened on such date and at such place and time as the Board thinks fit.

- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the Board reports on the activities of the Association during the last preceding financial year,
 - (c) to elect office-bearers of the Association and ordinary Board members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.
- (4) A general meeting may be held virtually by video or audio link or a combination of physical location and virtual link using any technology approved by the Board that gives each of the members a reasonable opportunity to participate.
- (5) A member who participates virtually is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

26. Calling of Special General Meetings

- (1) The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (2) The Board must, on the requisition in writing of at least five per cent of the total number of members, convene a Special General Meeting of the Association.
- (3) A requisition of members for a Special General Meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the Secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Board fails to convene a Special General Meeting to be held within one month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (5) A Special General Meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

27. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special

resolution.

(3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24 (2).

(4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

28. Quorum for general meetings

(1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.

(2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

(3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

(a) if convened on the requisition of members, is to be dissolved, and

(b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least three) are to constitute a quorum.

29. Presiding member

(1) The President or, in the President's absence, the Vice-President, is to preside as chairperson at each general meeting of the Association.

(2) If the President and the Vice-President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

30. Adjournment

(1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31. Making of decisions

(1) A question arising at a general meeting of the association is to be determined by either:

(a) a show of hands, or

(b) if on the motion of the chairperson or if five or more members present at the meeting

decide that the question should be determined by a written ballot—a written ballot.

- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

32. Special resolutions

A special resolution may only be passed by the Association in accordance with section 39 of the Act.

33. Voting

- (1) On any question arising at a general meeting of the Association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.
- (4) A member is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.

34. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

Note. Schedule 1 of the Act provides that an Association's constitution is to address whether members of the Association are entitled to vote by proxy at general meetings.

35. Postal ballots

- (1) The Association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.
- (3) The Association may hold an electronic ballot to determine any issue or proposal (other than an appeal under clause 12), as decided by the Board.

Part 5 : Miscellaneous

36. Insurance

The Association may effect and maintain insurance.

37. Source of Funds

- (1) The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution

account.

- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

38. Management of funds and formal instruments

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Board, being members authorised to do so by the Board.
- (3) All contracts, deeds and other legal instruments must be signed by any two members of the Board being authorised to do so by the Board.
- (4) All electronic payments (Bpay, bank transfers etc) must be authorised by any 2 members of the Board of the Association, being members authorised to do so by the Board.

39. Change of name, objects and constitution

An application to the Director-General for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Board member.

40. Custody of books etc.

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

41. Inspection of books etc.

- (1) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
 - (a) records, books and other financial documents of the Association,
 - (b) this constitution,
 - (c) minutes of all Board meetings and general meetings of the Association.
- (2) A member of the Association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

42. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and

- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

43. Financial year

The financial year of the Association is:

- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 31 December, and
- (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 January and ending on the following 31 December.

Note. Schedule 1 of the Act provides that an Association's constitution is to address the Association's financial year.

44. Distribution of property on winding-up of Association

If the Association is wound up, any surplus property of the Association is to be transferred to another organisation with similar objects and which is not carried on for the profit of its individual members.

45. Auditor

- (1) A suitably qualified auditor (or alternatively a qualified accountant that has not been responsible for the preparation of the accounts) shall be formally appointed by the Association in a general meeting. The auditor's duties shall be regulated in accordance with the Act, and generally accepted principles and / or applicable code of conduct. The auditor may be removed by the Board.
- (2) The accounts of the Association shall be examined, and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor at the conclusion of each financial year.

46. Indemnity

- (1) Every member and employee of the Association will be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as a member or an employee in defending any proceedings, civil or criminal, in which judgment is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.
- (2) The Association shall indemnify its members and employees against all damages and losses (including legal costs) for which any such member or employee may be or become liable to any third party in consequence of any act or omission, except wilful misconduct:
- (3) In the case of a member, performed or made while acting on behalf of and with the authority, express or implied, of the Association; or
- (4) In the case of an employee, performed or made in the course of, and within the scope of, their employment by the Association.

Appendix 1: Application for membership of association

(Clause 3 (1))

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

Ballina Chamber of Commerce and Industry Incorporated (incorporated under the Associations Incorporation Act 2009)

I,.....

[full name of applicant]

of

.....

[address]

.....

[occupation]

hereby apply to become a member of the abovenamedincorporated association. In the event of my admission as a member, I agree to be bound by the constitution of the association for the time being in force.

.....

Signature of applicant

Date:

NOMINATOR and SECONDER

I,

[full name]

a member of the association, nominate the applicant formembership of the association

.....

Signature of proposer

Date:

I,

.....

[full name] a member of the association, second the nomination of the applicant for membership of the association.

.....

Signature of seconder

Date:

OPT-IN AFFILIATE MEMBERSHIP

Upon successfully applying for membership with Ballina Chamber of Commerce and Industry Incorporated you may also opt to become a member of Business NSW, if you choose to do so you agree to the following term.

Such a membership may provide you with entitlements that arise through the affiliation between 'Ballina Chamber of Commerce and Industry Incorporated' and 'Business NSW'.

"You agree to become a member of Business NSW (within the Local Chamber membership class) and be bound by the Business NSW Constitution which is published at <https://www.businessnsw.com/about/Governance/constitution>, the Business NSW Membership Terms and Conditions which are published at <https://www.businessaustralia.com/membership-terms-and-conditions> and the Business NSW Privacy Policy which is published at <https://www.businessaustralia.com/privacypolicy>.

Please Note: If you are already a member of Business NSW in a membership class other than the Local Chamber membership class and would like to move to the Local Chamber membership class, then you must first resign your existing membership."

Please sign alongside your choice below:

AGREE _____

DISAGREE _____