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PART 1 - OBJECTS

1. DEFINITIONS

1.4 In this constitution:

Act means the *Associations Incorporation Act* (NSW, 2009).

ABN means an Australian Business Number

AGM mean the annual general meeting held each year as required by this Constitution.

Board means the Committee of this Chamber.

Business Member means a person admitted as a Business Member pursuant to the Constitution.

Business Operations means involvement in regular, organized, legal, substantial trading or commercial activity, whether by way of financial exchange or barter

Chamber means Nimbin Chamber of Commerce Inc.

Committee means the Committee of this Chamber, elected or appointed pursuant to amended from time to time.

Director means a member of the Board.

Director-General means the Director-General of the Department of Services, Technology and Administration or its successors.

District means the Nimbin Valley bounded in the north by Murwillumbah-Kyogle road (including Mount Burrell & Burrellea), south from Midginbil through Nightcap National Park including Tuntable but excluding Terania & Channon to Rose Road and Coffee Camp, thence west to Murwillumbah-Kyogle road so as to include Georgica, Larnook & Cawongla (together with Mountain Top & Stoney Chute) and Wadeville, Lillian Rock & Blue Knob, which area is bounded in black in the *Map comprised at Appendix 1 of this Constitution*.

Honorary Member means a person admitted as an Honorary Member pursuant to this Constitution.

Member means a member of this Chamber.

Ordinary committee member means a member of the committee who is not an office-bearer of the Chamber.

Regulation means the *Associations Incorporation Regulation 2010*.

Secretary means: the person holding office under this Constitution as Secretary of the Chamber, or if no such person holds that office - the public officer of the Chamber.

Special General Meeting means a general meeting of the Chamber other than an annual general meeting.

1.4 In this Constitution:

1.2.1 a reference to a function includes a reference to a power, authority and duty, and

1.2.2 a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

1.3 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.

2. OBJECTS

2.4 The general objects of the Chamber are:

2.1.1 to promote, encourage, maintain, support and assist businesses in the District on a not-for-profit basis;

2.1.2 to promote and encourage cooperation among local businesses;

2.1.3 to provide services to support members of the Chamber;

2.1.4 to engage in other business activities as opportunities present themselves, as decided by the Board;

2.1.5 to engage with members with a view to providing the business community with a strong voice;

2.1.6 to lobby on behalf of businesses in the District;

2.1.7 to apply for grants;

2.1.8 to foster knowledge of the District nationally and internationally;

2.1.9 to support and encourage tourism initiatives that meet the aims of the Chamber;

2.1.10 to support initiatives that provide employment for our youth

2.1.11 to offer and provide unified representation for business in the District;

2.1.12 to engage and cooperate with government, whether local, regional, state or federal;

- 2.1.13 to promote and maintain co-operation, collaboration and close relations with other like- minded organizations;
- 2.1.14 to affiliate and promote liaison and co-operation with other groups representing business interests within the District;
- 2.1.15 to create opportunities for members to share knowledge, expertise and resources, and to develop productive business relationships to achieve the objects;
- 2.1.16 to grow industry trade and commerce and the development of new business and industry for the District;
- 2.1.17 to encourage and promote sustainable and energy efficient business practices;
- 2.1.18 to undertake such other measures for the assistance and advancement of business in the District as the management committee may determine from time to time;
- 2.1.19 to work towards beautification of Nimbin’s main street and the preservation & improvement of its murals;
- 2.1.20 to support initiatives including training & mentoring that provide employment for our youth;
- 2.1.21 to establish, maintain, operate and back a currency or medium of exchange to the maximum extent allowed by law;
- 2.1.22 to pursue, maintain and assist the Global Aim stated in clause 2.2.

2.2 Global Aim of the Chamber

- 2.2.1 The Chamber recognizes that Nimbin District is a unique area which is known & recognised globally for its exploration of a low-impact low-demand sustainable lifestyle based in such aspirational endeavours as co-operative intentional communities, self-management, self-sufficiency, permaculture, respect for indigenous culture, harmony with nature, practice of consciousness and natural therapies including medical marijuana.
- 2.2.2 The Global Aim of the Chamber is to advance the healing and the financial, cultural & spiritual success of our members, the District and the wider community both nationally & internationally through encouragement, development and dissemination by all methods, including actual lifestyle example, of the said aspirational endeavours of Nimbin District.

2.3.1 Not-For-Profit

- 2.3.1.1 The association shall not conduct its operations with a view to making a financial profit for the purpose of paying any salary or honorarium to its management committee, or for paying any dividend to members.
- 2.3.1.2 The association may raise funds from membership fees, events it organizes, raffles and similar low-level endeavours, but all funds raised shall be applied to its necessary administration and achievement of its Objects.
- 2.3.1.3 The association may not pay any dividend, in cash or in kind, to its membership.

2.3.2 Assets On Winding-Up

- 2.3.2.1 In the event that the Association winds up, either upon special resolution by its members or due to force of law, then its assets shall be liquidated, its debts paid, and any surplus paid to a registered non-profit Incorporated Association, based in and supplying community services to the District, for application to its purposes.
- 2.3.2.2 Subject to any special resolution to the contrary, half the assets shall be paid to Nimbin Community Centre Incorporated and half to Nimbin Environment Centre Incorporated.

PART 2 - MEMBERSHIP

3. MEMBERSHIP

- 3.4 A person cannot be a member unless he or she is:
 - 3.1.1 a Business Member;
 - 3.1.2 a Community Member; or
 - 3.1.3 an Honorary Member.
- 3.2 An incorporated entity may be a Member but may only speak or vote at a General Meeting via a personal representative who is nominated in writing pursuant to clause 4 and delivered to the secretary at least 14 days prior to that General Meeting.

- 3.3 Every person who has been elected or appointed pursuant to this clause shall:
- 3.3.1 become a Member and will be bound by this Constitution and the by-laws of the Chamber in force from time to time; and
- 3.3.2 have all the rights granted to a Member under this Constitution and the Act.
- 3.4 A Member's rights and obligations are personal and are not transferable.
- 3.5 If the Board approves an application for **Business Membership**, the applicant will be admitted as a Business Member upon payment of the membership fee. A reference to the Board in regard to the consideration of Membership applications includes a reference to a Membership sub-committee appointed by the Board from time to time.
- 3.6 The Board may reject any application for Business Membership without providing any reasons for that rejection.
- 3.7 Every applicant for Business Membership must:
- 3.7.1 conduct, or be involved in, business operations within the Nimbin area;
- 3.7.2 have an ABN, save that upon request the Board may waive this requirement in respect of a genuine but small business;
- 3.7.3 submit an application form to the Chamber, such form to be as per *Appendix 2 to this Constitution*; and
- 3.7.4 provide such other information or do such other things necessary in support of their application as required by the Board from time to time.
- 3.7.5 For the avoidance of doubt, a person may be involved in business in the Nimbin District if the locale of that business is based there, or if its trading there equates to 50% or more of its activity, or if the person genuinely resides there (wherever the business is situated), but the mere registration of a business or trading name including the word 'Nimbin' shall not of itself suffice.
- 3.8 Business Members have voting rights and they or their representatives may propose a nominee or fill the office of Director.
- 3.9 The Board may by majority resolution appoint any person as an **Honorary Member** for such term as is determined by the Board.
- 3.10 Honorary Members have no voting rights.
- 3.11 Honorary Members are exempt from paying membership fees for the period of their appointment.
- 3.12 The Board may revoke the appointment of an Honorary Member at any time, including prior to the expiry of the term specified under clause 3.9, without providing reasons for revocation.
- 3.13 Any person, whether or not engaged in business or commercial enterprise, may apply to be a **Community Member** of the Chamber in the form nominated by the Board from time to time, such form to be as per *Appendix 2 to this Constitution*.
- 3.14 The Board may reject any application to be a Community Member without providing any reasons for that rejection.
- 3.15 If the Board has approved an application to be a Community Member, the applicant will become a Community Member upon payment of the applicable membership fees (if any) that are relevant to that class of membership.
- 3.16 The Board may revoke the appointment of a Community Member without providing reasons for revocation.
- 3.17 Community Members have no voting rights and cannot propose or be a nominee to fill the office of Director.
- 4. REPRESENTATIVES OF MEMBERS**
- 4.4 If a Member is not a natural person, it must appoint a natural person (being a partner, director or officer of the member or such other person approved by the member) to represent the Member and otherwise enable the Member to carry out its powers under this Constitution, including voting at general meetings.
- 4.4 The Member:
- 4.2.1 must give written notice to the Secretary of the appointment of a representative under this clause 4.1; such notice to be as per *Appendix 3 to this Constitution*, and
- 4.2.2 may revoke the appointment of a representative by giving written notice to the Secretary.
- 4.3 A Member shall be bound by its representative appointed under this clause 4.1 and the Board's opinion of the scope of the representative's authority to bind the member is final and conclusive.

5. ENTRANCE FEES, MEMBERSHIP FEES AND LEVIES

- 5.4 Entrance fees, Membership fees and other payments payable by members shall be as the Board may from time to time prescribe.
- 5.4 All Membership fees will be due and payable annually on each anniversary of commencement of current Membership, or at such other time or times as the Board may determine.
- 5.4 If any fee remains unpaid for 3 months after it is due, the Chamber may serve notice of the default on the defaulting Member and if payment is not received within 14 days after the date of service of the notice, the Board may resolve to:
 - 5.3.1 suspend the defaulting Member from all privileges of membership granted to Members by this Constitution or otherwise; and
 - 5.3.2 remove the defaulting member name from the register,
 - 5.3.3 provided that the Board may reinstate the Member and restore their name on the register upon payment of all Membership fees in arrears if the Board thinks fit to do so.
- 5.4 Nothing in clause 5.3 prevents the Board from granting an extension for the payment of Membership fees in an individual case if the Board sees fit to do so.
- 5.5 The Board:
 - 5.5.1 may at any time suspend the payment of an entrance fee or membership fee either generally or in an individual case; and
 - 5.5.2 have the discretionary power to fix, determine or waive the entrance fee payable by any person.

6. CESSATION OF MEMBERSHIP

- 6.4 Membership held by a natural person ceases on the death of that Member.
- 6.4 Any Member may, by giving notice in writing to the Secretary, resign from Membership of the Chamber and such resignation will take effect from the date on which the notice is received by the Secretary.
- 6.4 Any Member who has resigned, or has had their Membership terminated pursuant to this clause 6, will not be entitled to any refund of any Membership fees unless the Board considers that there are circumstances warranting the payment of the unexpired portion of the member's membership fees from the date of resignation.
- 6.4 The Board may terminate a Member's Membership:
 - 6.4.1 pursuant to clause 5.3 in regard to the failure of a Member to pay any fee;
 - 6.4.2 if it is of the opinion that the Chamber has lost contact with that Member and no current valid address is available for that Member; or
 - 6.4.3 pursuant to clause 9 for reasons of a Member's behaviour.

7. REGISTER OF MEMBERS

- 7.4 The Chamber must establish and maintain a register of Members specifying the name and postal or residential address of each person who is a Member, together with the date on which the person became a Member.
 - 7.4 The register of Members must be kept in New South Wales:
 - 7.2.1 at the main premises of the Chamber, or
 - 7.2.2 if the Chamber has no premises, at the Chamber's official address.
 - 7.3 The register of Members must be open for inspection, free of charge, by any Member of the Chamber at any reasonable hour.
 - 7.4 A Member may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
 - 7.5 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.
 - 7.6 A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - 7.6.1 the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Chamber or other material relating to the Chamber, or
 - 7.6.2 any other purpose necessary to comply with a requirement of the Act or the Regulation.

8. VOTES OF MEMBERS

Entitlement to vote at general meetings

8.4 Subject to clause 8.2, every Business Member in person is entitled to 1 vote at any general meeting of the Chamber.

8.4 No Member is entitled to vote at any general meeting if his, her or its entrance fee is unpaid or Membership fees are more than 3 months in arrears at the date of the meeting.

8.4 Each Member who is eligible to vote shall be entitled to vote both on a show of hands and by poll.

8.4 No member may vote by proxy.

Postal or electronic ballots

(1) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 10).

(2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

9. MEMBERSHIP DISCIPLINARY PROCEEDINGS

Power to reprimand, suspend or expel

9.4 Subject to this clause 9, the Board may reprimand, suspend, expel or accept the resignation of any Member if that Member, in the reasonable opinion of the Board:

9.1.1 has willfully refused or neglected to comply with any of the provisions of this Constitution;

9.1.2 is guilty of any conduct prejudicial to the interests of the Chamber; or

9.1.3 is guilty of conduct which is unbecoming of a Member.

9.2 The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

Notification of conduct

9.3 The Chamber must promptly give written notice to a Member of:

9.3.1 any complaint against the Member pursuant to clause 9.1

9.3.2 the substance and circumstances of the complaint (including the date of the conduct the subject of the complaint); and

9.3.3 the date, time and place of the hearing of the complaint, and the hearing must take place within 30 days of the date of the alleged offence or the date on which the complaint is made, whichever is the latest.

Right of appearance at conduct meeting

9.4 The Member charged will be entitled to:

9.4.1 make submissions to the Board in connection with the complaint;

9.4.2 attend the hearing and make oral submissions for the purpose of answering the complaint;

9.4.3 be in attendance at the hearing to hear any evidence of others in relation to the complaint; and

9.4.4 submit to the meeting written representations for the purpose of answering the complaint,

9.4.5 and the Board must make a decision based on any written, visual or oral evidence put before it.

Suspension pending conduct hearing

9.5 If a notice of complaint is issued to a Member pursuant to clause 9.3, the Board may, by resolution, suspend that Member from all rights and privileges as a Member of the Chamber:

9.5.1 until the complaint is heard and determined; or

9.5.2 for 5 weeks,

9.5.3 whichever is the earlier, and the must promptly notify the Member of the suspension.

Failure by Member to appear at conduct meeting

9.6 If the Member fails to attend the conduct meeting:

9.6.1 the complaint may be heard and dealt with by the Board; and

9.6.2 the Board may make a decision based on the evidence before it, having regard to any representations which may have been made to it in writing by the relevant Member.

Decision of the Board

9.7 The Board may, by resolution, expel the Member from the Chamber or suspend the Member from Membership of the Chamber 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.

9.8 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 10.

- 9.9 The expulsion or suspension does not take effect:
9.9.1 until the expiration of the period of 30 days following the Board's determination within which the Member is entitled to appeal against the resolution concerned; or
9.9.2 if within that period the Member exercises the right of appeal, unless and until the Chamber confirms the resolution under clause 10, whichever is the later.

Liabilities will remain

- 9.10 Any Member who has had their membership terminated pursuant to this clause 9 will:
9.10.1 remain liable for any unpaid Membership fees or other amounts which are due and unpaid as at the date of termination; and
9.10.2 not be entitled to any refund of any Membership fees unless the Board considers that there are circumstances warranting the payment of the unexpired portion of the Member's Membership fees from the date of termination.

10. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 10.4 A Member may appeal to the Chamber in general meeting against a determination of the Board under clause 9.7 by lodging with the Secretary a notice to that effect within the period specified in clause 9.9.
10.4 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.
10.4 On receipt of a notice from a member under subclause 10.1, the Secretary must notify the committee which is to convene a general meeting of the Chamber to be held within 28 days after the date on which the secretary received the notice.
10.4 At a general meeting of the Chamber convened under subclause 10.3:
10.4.1 no business other than the question of the appeal is to be transacted, and
10.4.2 the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both, and
10.4.3 the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
10.5 The appeal is to be determined by a simple majority of votes cast by Members.

11. RESOLUTION OF DISPUTES

- 11.4 A dispute between a Member and another Member (in their capacity as Members of the Chamber), or a dispute between a Member or Members and the Chamber, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act* 1983.
11.4 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.
11.4 The *Commercial Arbitration Act* 1984 applies to any such dispute referred to arbitration.

PART 3 - THE BOARD

12. POWERS OF THE BOARD

General powers

- 12.4 The Board shall:
12.1.1 manage the business and affairs of the Chamber and the custody and control of its property and funds; and
12.1.2 exercise its powers and do all such things that the Chamber is by this Constitution or otherwise authorized to exercise and do and which is not required to be exercised by the Chamber in a general meeting.

Specific powers

- 12.2 Without limiting the general powers in clause **12.1**, the Board will have the following powers from time to time:
12.2.1 to make, amend and repeal any by-laws not inconsistent with this constitution as, in the opinion of the board, are necessary or desirable for the proper conduct and management of the company;
12.2.2 to enforce or procure the enforcement of all by-laws by suspension from enjoyment of the company privileges or any of them or otherwise as the board thinks fit;

- 12.2.3 to purchase or otherwise acquire for the company any property rights or privileges which the company is authorized to acquire at such price and generally on such terms and conditions as it shall think fit;
- 12.2.4 to secure the fulfilment of any contract or arrangement entered into by the company by mortgaging or charging all or any of the property of the company as it shall think fit;
- 12.2.5 to institute, conduct, defend, compound or abandon any legal proceedings by or against the company or its officers or otherwise concerning the affairs of the company and also to compound or allow time for payment and satisfaction of any debts due to any claims by or against the company and to refer any claims by or against the company to mediation or arbitration and to observe and perform the determination or judgment;
- 12.2.6 to determine who is entitled to sign, draw, accept or endorse on the company's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments;
- 12.2.7 to invest and deal with any of the moneys of the company not immediately required for the purposes of the company upon such securities and in such manner as the board may think fit and from time to time to vary or realize such investments;
- 12.2.8 from time to time at its discretion to borrow or secure the payment of any sum of money for the purposes of the company and raise or secure the payment of such sum in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge on or over all or any part of the company's property, both present and future;
- 12.2.9 to sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods, land, buildings or other property rights belonging to the company or to which the company may be entitled from time to time, to appoint, discharge and arrange the duties and powers of the secretary, to determine the remuneration and terms of employment of the secretary, and to specify and define the duties of the secretary;
- 12.2.10 to set the entrance fees and membership fees payable by all members;
- 12.2.11 to fix the maximum number of persons who may be admitted as members of the company in accordance with this constitution;
- 12.2.12 to engage, appoint, control, remove, suspend and dismiss such managers, officers, representatives, agents and employees as it may from time to time think fit and determine the duties, pay remuneration or other entitlements;
- 12.2.13 to impose any restriction or limitation on the rights and privileges of a member;
- 12.2.14 to repay reasonably incurred actual out of pocket expenses incurred by any member of the board; and
- 12.2.15 to fix a charge for the use of the property or services of the company by its members and may at any time amend or remove such charges.

Acts of the Board

- 12.3 All acts done by any meeting of the Board shall, even if it is subsequently discovered that there was some defect in the appointment of the Board or a member of the Board, be valid as if every such person had been duly appointed and was qualified to be a member of the Board.

Member submissions

- 12.4 Any member shall, by written submission addressed to the president through the Secretary, be permitted to submit advice, counsel, comments, feedback and express concerns regarding any governance control and strategic direction policy matters dealt with by the Board.

Delegations

- 12.5 The Board may delegate any of its powers or functions to the extent permitted by the Constitution and to impose such rules and conditions of the delegation as the Board sees fit.

13. COMPOSITION AND MEMBERSHIP OF BOARD

- 13.4 The Board is to consist of:

- 13.1.1 the office-bearers of the Chamber, and
- 13.1.2 between three (3) and seven (7) ordinary Board members, each of whom is to be elected at the annual general meeting of the Chamber under clause 14.

- 13.2 The total number of Board members is to be between seven (7) and eleven (11)).

- 13.3 The office-bearers of the Chamber are as follows:

- 13.3.1 the President;
- 13.3.2 the Vice President;

- 13.3.3 the Treasurer;
- 13.3.4 the Secretary.
- 13.4 A Board member may hold up to 2 offices (other than both the President and vice-president offices).
- 13.5 Subject to this Constitution, each member of the Board is 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.

14. ELECTION OF THE BOARD

Procedure for election

- 14.4 Nominations for the election to the Board (board nominations) will close on the day that is seven (7) clear days prior to the date fixed for the AGM and board nominations must be delivered to the secretary on or before that day.
- 14.4 Board nominations must be in writing in the form prescribed by the Board from time to time, such form comprising *Appendix 4 to this Constitution*, and signed by at least 2 Business Members.
- 14.4 Notice of the date and time of the last day for receiving Board nominations shall be posted in a conspicuous place on the Chamber's website and emailed to members at least 28 days prior to the date fixed for the AGM and shall remain posted at the website until nominations close.
- 14.4.1 If there are less board nominations than corresponding available positions on the Board:
 - (a) those candidates who are nominated shall be declared elected and the chairperson of the AGM shall at the AGM declare the candidates nominated duly elected; and
 - (b) all unfilled positions will be casual vacancies on the Board; or
 - (c) there is an equal amount of board nominations to corresponding available positions on the Board, then those candidates who are nominated shall be elected and the chairperson of the AGM shall at the AGM declare the candidates nominated duly elected; or
- 14.4.2 If there are more Board nominations than corresponding available positions on the board, then
 - (a) the election shall be by secret ballot of Business Members.
 - (b) A ballot under cl.14.4.2(a) shall elect the entire number of directors required as a single block using the Hare-Clark voting method.
- 14.5 An election by the Hare-Clark method shall take place in the following manner:
 - 14.5.1 a list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted on the Chamber's website in a conspicuous place and emailed to members for at least 4 days immediately preceding the AGM;
 - 14.5.2 any such ballot shall be conducted under the sole control and supervision of a committee comprising 3 members, being 2 honorary members (or if there are none, such independent persons who may be appointed by the Board) and a member of the Chamber's auditors or accountants, (or if there are none, such independent person as is appointed by the Board), none of whom may be a Director or a candidate for election to that office (**election committee**);
 - 14.5.3 the election committee shall be appointed by the Board, which shall also appoint one of the members of such committee to preside over the committee (**presiding officer**);
 - 14.5.4 balloting lists shall be prepared (if necessary) containing the names of the candidates only in an order drawn at random from a hat or box. Each member eligible to vote shall be entitled to vote for any number of such candidates not exceeding the number of vacancies. If directed by the Board all continuing candidates' attendance records at Board and committee meetings shall be circulated to members;
 - 14.5.5 each candidate shall verbally address the AGM briefly in support of his or her credentials and plans to develop the Chamber and attain its objects;
 - 14.5.6 the election committee shall issue by hand to each Business Member whose membership fee for the then current financial year of the Chamber shall have been paid, 1 ballot paper (and candidate's information) initialed by the presiding officer;
 - 14.5.7 a member shall vote by placing a mark in the square opposite the names of the candidates for whom the member desires to vote, and shall vote for the number of candidates required to fill the vacancies (or less);
 - 14.5.8 the ballot paper so marked shall be deposited in a sealed ballot box at the AGM;
 - 14.5.9 the election committee, together with such other scrutineers as may be appointed by the board shall thereupon proceed to count the votes according to the Hare-Clark system and shall report the result to the President who, at the AGM if practicable but otherwise after same, shall declare the candidates who have received the largest number of votes duly elected Directors, such candidates so declared as elected not to exceed in number the Directors to be elected at such general meeting; and

- 14.5.10 as between candidates who receive an equal number of votes the returning officer shall determine which candidate is elected by lot; and
- 14.5.11 the relevant appointed returning officer's decision on the validity of any ballot papers shall be final.

President and Vice President and other officeholders

- 14.6 At the first meeting of the Board after its election at the AGM, the Board itself shall elect from the elected Directors a President, Vice President, Secretary and Treasurer.
- 14.7 The President and Vice President can hold office in each of these positions for a maximum term of two (2) continuous years and ending at the earlier of:
 - 14.7.1 the date that they cease to be a Director; and
 - 14.7.2 in respect of the President, the end of the second AGM after election to the position under clause 14.6; and
 - 14.7.3 in respect of the vice president, the beginning of the second AGM after election to the position under clause 14.6;
 - 14.7.4 with the intention that the President & Vice President shall each hold that office for two (2) continuous years, and each shall stand for re-election (if at all) in separate intervening years.
- 14.7.5 For the purposes of rule 14.7.4, the Vice President elected in the year this constitution is adopted shall hold office for one (1) year only.
- 14.8 Notwithstanding rule 13.5, for every year that the Vice President and President is in office, his or her term as Director is extended by a year.
- 14.9 If the office of President or Vice President becomes vacant for any reason, the Board must elect a new President or Vice President from amongst their number.
- 14.10 A casual vacancy in the office of President shall be filled by the Vice President and a casual vacancy in the office of vice President shall be filled by a Director determined by the Board, with such casual vacancy position held until the election of President and Vice President by the Directors at the first Board meeting after the next occurring AGM.
- 14.11 The Board will determine the procedure for election of the positions of President and Vice President under this clause 14.6.

Casual Board members

- 14.12 The Board may, from time to time, appoint any Member who is an individual or any employee, director or office holder of a Business Member as a Director to fill a casual vacancy of an elected Director, provided that the number of Directors does not exceed the total prescribed in 13.2.
- 14.13 Any director appointed in accordance with this clause 14.12 shall hold office only until the next AGM.

15. BOARD MEETINGS

- 15.4 The Board may organize, adjourn and otherwise regulate its meetings as it sees fit for the transaction of business of the Chamber, provided that all Board meetings are held in the District.
- 15.4 Subject to clause 15.1, the Board may conduct their meetings by telephone or other form of electronic communication without a Director being in the physical presence of another Director provided all Directors agree and may hear and be heard by each other.
- 15.4 A Director may at any time, and the Secretary shall, on the requisition of a Director, convene a meeting of the Board by giving reasonable notice to every other Director.
- 15.4 A Director may call a meeting by giving reasonable notice individually to every other Director, which may include by telephone.
- 15.4 The Board may (but are not obliged to) invite any person to attend a meeting of the Board to speak on an item by permission of the president and to provide reports, advice, counsel and other information on matters requested by Directors.
- 15.4 The quorum for Board meetings shall be a majority plus one of the total number of Directors at the time of the meeting, or such greater number as may be fixed by the Directors.
- 15.4 The Board may act despite any vacancy in the Board, so long as the number of Directors is not reduced below 4 Directors, however, Directors may act where the quorum is not met for the purposes of:
 - 15.7.1 increasing the number of Directors to the quorum of the Board; or
 - 15.7.2 convening a general meeting of the Chamber, but for no other purpose.
- 15.8 The President shall chair every meeting of the Board.
- 15.9 If the President is not present or is unwilling or unable to act, then a vice president shall chair the Board meeting.

- 15.10 If a vice president is not present or is unwilling or unable to act, then the Directors present shall elect a Director to chair the Board meeting.
- 15.11 Questions arising at any Board meeting shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board.
- 15.12 A record of all Directors present at each Board meeting and minutes of all resolutions and proceedings of the Board shall be entered and maintained in records kept in accordance with this document.
- 15.13 A resolution in writing signed by all of the Directors shall be as valid and effectual as if it had been passed at a Board meeting duly convened and held.
- 15.14 Any such resolution may consist of several documents in like form each signed by one or more Directors and the resolution shall be passed when the last Director signs the document containing the resolution.
- 15.15 Any Director is entitled to move a rescission motion on any previously adopted resolution provided that:
 - 15.15.1 a notice of intent to move that rescission motion is given to the secretary at least 7 days in advance;
 - 15.15.2 the notice of intent in clause 15.15.1 is seconded by another Director;
 - 15.15.3 the rescission motion is in writing explaining in detail the reasons for the motion; and
 - 15.15.4 the matter of the rescission motion is listed on the agenda for the business of the Board meeting following the date of expiry of the 7 day notice period or at a specially convened meeting as called by the chairperson.

16. SECRETARY

- 16.4 It is the duty of the Secretary to keep minutes of:
 - 16.1.1 all appointments of office-bearers and members of the Board, and
 - 16.1.2 the names of members of the Board present at a Board meeting or a general meeting, and
 - 16.1.3 all proceedings at Board meetings and general meetings.
- 16.2 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

- 17.4 It is the duty of the Treasurer to ensure:
 - 17.1.1 that all money due to the Chamber is collected and received and that all payments authorized by the Chamber are made, and
 - 17.1.2 that correct books and accounts are kept showing the financial affairs of the Chamber, including full details of all receipts and expenditure connected with the activities of the Chamber.

18. REMOVAL OF DIRECTORS FROM OFFICE

Removal by members in general meeting

- 18.1 The Business Members in general meeting may by ordinary resolution:
 - 18.1.1 remove from office any Director, Directors or the whole of the Board before the expiration of their term of office; and
 - 18.1.2 such resulting vacancy in the office will be a casual vacancy; and
 - 18.1.3 the Board may fill the casual vacancy in accordance with clause 14.12.
 - 18.1.4 Any person appointed pursuant to this clause 18.1 shall hold office only until the next AGM.

Notice requirements

- 18.2 Notice of the intention to move a resolution to remove a Director from office must be given to the Chamber at least 2 months before the meeting at which the resolution is to be considered and voted on.

19. VACANCIES ON BOARD

Automatic vacancy of office

- 19.1 The office of a Director shall automatically be vacated if the person holding that office:
 - 19.1.1 becomes bankrupt or insolvent;
 - 19.1.2 becomes disqualified from holding office as a director under the Corporations Act;
 - 19.1.3 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - 19.1.4 is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the board and the Board resolves that the office be vacated;
 - 19.1.5 by notice in writing given to the Secretary resigns from office as a Director;

- 19.1.6 in the case of a Director that is a member as a natural person, they cease to be a Business Member
- 19.1.7 in the case of a Director that is a member as a natural person, they are suspended from being a Member;
- 19.1.8 in the case of an elected Director, that director ceases to be a Business Member or an employee, director or office holder of a Business Member;
- 19.1.9 becomes an employee of the Chamber; or
- 19.1.10 engages in conduct that is prejudicial to the interests of the Chamber and a majority resolution of Business Members has been passed removing that Director in accordance with clause 18.1.

Suspension and removal

- 19.2 If the conduct or position of a director is such that continuance in office appears to the majority of directors to be prejudicial to the interests of the company, a majority of directors at a meeting of directors specifically called for that purpose may suspend the director.
- 19.3 Within 14 days of suspension under clause 19.2, the directors must call a general meeting, at which the members may either confirm the suspension and remove the director from office or annul the suspension and reinstate the director.
- 19.4 The Board must provide the Director against whom the allegation has been made, with at least thirty 30 days written notice of the meeting at which the allegation will be considered including:
 - 19.4.1 the time and place of the board meeting or general meeting;
 - 19.4.2 details of the allegation;
 - 19.4.3 details of the proposed resolution;
 - 19.4.4 advice that any resolution of the Board or Members (as the case may be) will be final and binding.
- 19.5 The Board must provide the Director against whom the allegation has been made with a reasonable opportunity to respond to the allegations at the meeting.

20. DELEGATION BY COMMITTEE TO SUB-COMMITTEE OR ADVISORY COMMITTEE

- 20.1 The Board shall have power from time to time to delegate any of its powers or functions to one or more:
 - 20.1.1 Sub-committees; and/or
 - 20.1.2 advisory committees, consisting of any combination of:
 - (a) Directors;
 - (b) Members;
 - (c) employees; and
 - (d) any other person who is not a member but who has a particular skill or expertise which they will contribute to a committee.
- 20.2 Any advisory committee established in accordance with clause 20.1 shall act in an advisory capacity only.
- 20.3 The Board may revoke wholly or in part any delegation to Sub-committees or advisory committees established in clause 20.1.
- 20.4 Any Sub-committee or advisory committee formed under clause 20.1 shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Board may from time to time impose.
- 20.5 The President is an *ex officio* a member of all such Sub-committees and advisory committees and may nominate a Director to represent them on such committees.
- 20.6 A function the exercise of which has been delegated to a Sub-committee (or advisory committees) under this clause may, while the delegation remains unrevoked, be exercised from time to time by the Sub-committee (or advisory committees) in accordance with the terms of the delegation.
- 20.7 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.
- 20.8 Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- 20.9 Any act or thing done or suffered by a Sub-committee (or advisory committees) 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.
- 20.10 A Sub-committee (or advisory committees) may meet and adjourn as it thinks proper.

- 20.11 Questions arising at any meeting of a Sub-committee (or advisory committees) shall be determined by a majority of votes of the members of the committee present and in the case of an equality of votes the chairperson of the meeting shall have a second and casting vote.
- 20.12 Any Sub-committee (or advisory committees) must make minutes of its meetings and will submit those minutes to the Board, who must retain those minutes as if they were minutes of the Board.
- 20.13 All acts done by any meeting of a Sub-committee (or advisory committees) will, even if it is subsequently discovered that there was some defect in the appointment of any such committee or a committee member, be valid as if every such person had been duly appointed and was qualified to be a committee member.

20. VOTING AND DECISIONS

- 20.4 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.
- 20.4 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.
- 20.4 Subject to clause 20.5, the Board may act despite any vacancy on the Board.
- 20.4 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.

PART 4 - GENERAL MEETINGS

21. GENERAL MEETINGS

General meetings

- 21.1.1 A general meeting called the AGM shall be held at least once in every calendar year at such time and place as may be determined by the Board but within 5 months of the close of the financial year.
- 21.1.2 Where a physical place cannot reasonably be secured or used as a venue due to a public health order, natural disaster or civil commotion (including, without limitation, pandemic, flood, fire, earthquake, social violence, insurrection or military activity), then the committee may nominate an electronic address to constitute the place for meeting, provided that (a) such digital address shall enable the free & open attendance of members using adequate equipment that is commonly available or accessible to see and be seen and to speak, be heard and hear, (b) all persons attending such electronic meeting may hear and be heard by each other (c) the chairperson can manage participation to enable good democratic order, and (d) all persons attending such electronic meeting shall and hereby do waive any & all entitlement to claims of privacy or copyright in respect of their personal image or utterances.

- 21.2 All meetings other than AGMs shall be called general meetings.

Business of general meetings

- 21.3 All business transacted at a general meeting including AGMs shall be special with the exception of:
 - 21.3.1 the consideration of accounts, balance sheets and Directors' and auditors' reports;
 - 21.3.2 the appointment of auditors, where necessary.

Calling of general meetings

- 21.4 The Board or any director may whenever they consider fit call and arrange to hold a general meeting of the Chamber; and
- 21.5 The Board must call and arrange to hold a general meeting of the Chamber on a request that complies with clause 22.6 of:
 - 21.5.1 Business Members with at least 10% of the votes that may be cast at the general meeting; or
 - 21.5.2 at least 30 members who are entitled to vote at the general meeting (request).

Request for general meeting

- 21.6 A request must:
 - 21.6.1 be in writing;
 - 21.6.2 state any resolution to be proposed at the general meeting;
 - 21.6.3 be signed by the Business Members making the request; and
 - 21.6.4 be given to the Secretary.

- 21.7 Separate copies of a document setting out the request may be used for signing by the Business Members if the wording of the request is identical in each copy.
- Board must call general meeting**
- 21.8 The Board must call the general meeting within 21 days after the request is given to the Secretary.
- 21.9 The general meeting is to be held not later than 2 months after the request is given to the Secretary.
- Members may call general meeting**
- 21.10 Members with more than 50% of the votes of all the members who made the request, may call and arrange to hold a general meeting if the Board do not do so within 21 days after the request is given to the secretary.
- 21.11 (1) A meeting called by the members under clause 21.10 must be called in the same way, so far as is possible, in which general meetings of the association are to be called and must be held not later than 3 months after the request is given to the secretary.
- (2) For the purposes of Article 21.11 (1)
- (a) a requisition calling a meeting under Article 21.11.1 may be in electronic form, and
- (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.
- Obligations of association when general meeting called by members**
- 21.12 If the members propose to call a general meeting under clause 22.10, the association must:
- 21.12.1 promptly provide a copy of the register without charge; and
- 21.12.2 pay the reasonable costs and expenses of the members incurred as a result of the board's failure to call and arrange the general meeting.
- Recovery from directors**
- 21.13 The Chamber
- 21.13.1 may recover the amounts paid under clause 22.12.2 from the board and the directors are jointly and severally liable for these amounts; and
- 21.13.2 cannot recover any amount paid under clause 21.12.2 from a director if that director proves that they took all reasonable steps to cause the board to comply with clause 21.8.
- Notice of general meetings**
- 21.14 At least 21 days' notice in writing of an AGM or a general meeting must be given to:
- 21.14.2 all members who are entitled to attend and vote at that meeting and have a valid and current mailing and / or emailing address on the register; and
- 21.14.3 the auditor (if there is an appointed auditor), and not any other person.
- 21.14.4 Notice may be given by email and shall be deemed to have been delivered on the day after the email is transmitted.
- Effect of failure to give notice**
- 21.15 The accidental omission to give notice of a general meeting; or the non-receipt by any person of notice of a meeting, shall not invalidate any proceedings at a general meeting unless such proceedings are declared void pursuant to the *Associations Incorporation Act*.
- Cancellation or postponement**
- 21.16 The Board shall have the power to cancel or postpone the holding of any general meeting of members other than one convened under clause 22.8 or 22.9.
- 21.17 Where a general meeting is postponed for 30 days or more then not less than 7 clear days' notice shall be sent to members of such postponed meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at such postponed meeting.
- 22 **AGM**
- Business of the AGM**
- 22.1 The business of the AGM shall be as follows:
- 22.1.1 to confirm the minutes of the previous AGM;
- 22.1.2 to receive and consider reports from office bearers;
- 22.1.3 to declare the result of the election of the Board to Members; and
- 22.1.4 to deal with any other business of which due notice has been given to the members.
- Member participation in AGM**
- 22.2 The chairperson of the AGM must allow a reasonable opportunity for the Business Members as a whole at the meeting to ask questions about or make comments on the management of the Chamber.
- Holding an AGM**
- 22.3 The Chamber must hold an AGM by 30 November of each year.

- 23 **BUSINESS MEMBERS' RESOLUTIONS**
Business Members may submit items of business for AGM
- 23.1 Business Members may submit items of business and notices of motion which they wish to have included in the business of the AGM.
- 23.2 All such items of business and notices of motion must be in writing and received by the Secretary at least 42 days prior to the date fixed for the AGM.
- Notice of items of business for AGM**
- 23.3 The Secretary shall forward all items of business and notices of motion referred to in clause 24.1 to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the notice of the AGM.
- 24 **PROCEDURE AT GENERAL MEETINGS**
President
- 24.1 The President shall, if present, chair all general meetings.
- 24.2 If the President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act then the Vice President shall chair the general meeting.
- 24.3 If the Vice President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the Business Members of the Chamber present shall elect a member of the Board to chair the general meeting, or if no member of the Board is present, then the Business Members present shall elect one of their number to chair the meeting.
- Quorum**
- 24.4 No business shall be transacted at any general meeting of members unless a quorum of Business Members is present at the commencement of business.
- 24.5 Notwithstanding any other provision of this Constitution, a quorum of Members shall be constituted by the attendance and presence at any meeting, including an AGM, of ten (10) Business Members.
- Quorum not present**
- 24.6 If a quorum is not present within 15 minutes after the time appointed for the commencement of the meeting, the meeting shall:
- 24.6.1 be dissolved if it was convened at the request of Members pursuant to clause 22.10; or
- 24.6.2 stand adjourned to the same day in the next week at the same time and place.
- Quorum at adjourned meeting**
- 24.7 If a meeting is adjourned pursuant to clause 25.6.2 and subsequently held, and at the subsequent meeting a quorum is not present, the Business Members who are present (either in person or by proxy) shall be considered a quorum, and may transact any business for which the meeting was called.
- Voting at general meeting**
- 24.8 Every question submitted to a meeting other than a special resolution shall be decided by a simple majority of votes from those members who are entitled to vote, present and voting and counted on a show of hands unless a poll:
- 24.8.1 is demanded by the chairperson of the meeting;
- 24.8.2 is demanded by at least 5 members present at the general meeting in person or by proxy; or
- 24.8.3 is otherwise required by this Constitution.
- 24.9 Each question submitted to a meeting to be decided by special resolution of Members shall be decided by a poll.
- Conduct of polls**
- 24.10 A poll duly demanded or required in accordance with clause 25.8 on a matter other than the election of a chairperson or the question of an adjournment must be taken when and in the manner the chair directs.
- 24.11 A poll demanded on the election of a chairperson or on a question of adjournment must be taken immediately.
- 24.12 Every Member except each Honorary Member or Community Member is entitled to 1 vote in a poll save as provided by this constitution in case of any equality of votes.
- Effect of polls**
- 24.13 The result of a poll shall be the resolution of the meeting at which the poll is held.

- 24.14 In the case of an equality of votes whether on a show of hands or on a poll, the motion shall fail and the chairperson of the meeting shall not have a second or casting vote.
Declaration by chairperson
- 24.15 At any general meeting, a declaration by the chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the records containing the minutes of the proceedings of the Chamber shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
Adjournment of general meeting
- 24.16 The chairperson of a meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place.
No business to be transacted at adjourned meeting
- 24.17 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
Notice of adjourned meeting
- 24.18 Where a meeting has been adjourned for 30 days or more, fresh notice of the meeting must be given to all members.
- 24.19 If the meeting is adjourned to a time less than 30 days after the originally scheduled meeting, notice need not be given.
Effect of resolutions
- 24.20 A resolution passed at a meeting resumed after an adjournment shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.
- 25 **MINUTES**
Record of minutes
- 25.1 The Chamber must maintain a record of:
- 25.1.1 proceedings and resolutions of general meetings of the Chamber;
- 25.1.2 proceedings and resolutions of meetings of the Board (including meetings of a committee of Directors); and
- 25.1.3 resolutions passed by directors without a meeting.
Minutes to be signed
- 25.2.1 The Chamber must ensure that minutes of a meeting of the company or the Board are signed within a reasonable time after the meeting by the chairperson of the meeting or the chairperson of the next meeting; and
- 25.2.2 minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time of the date on which the resolution is passed.
- True record**
- 25.3 A minute that is recorded and signed under this clause is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

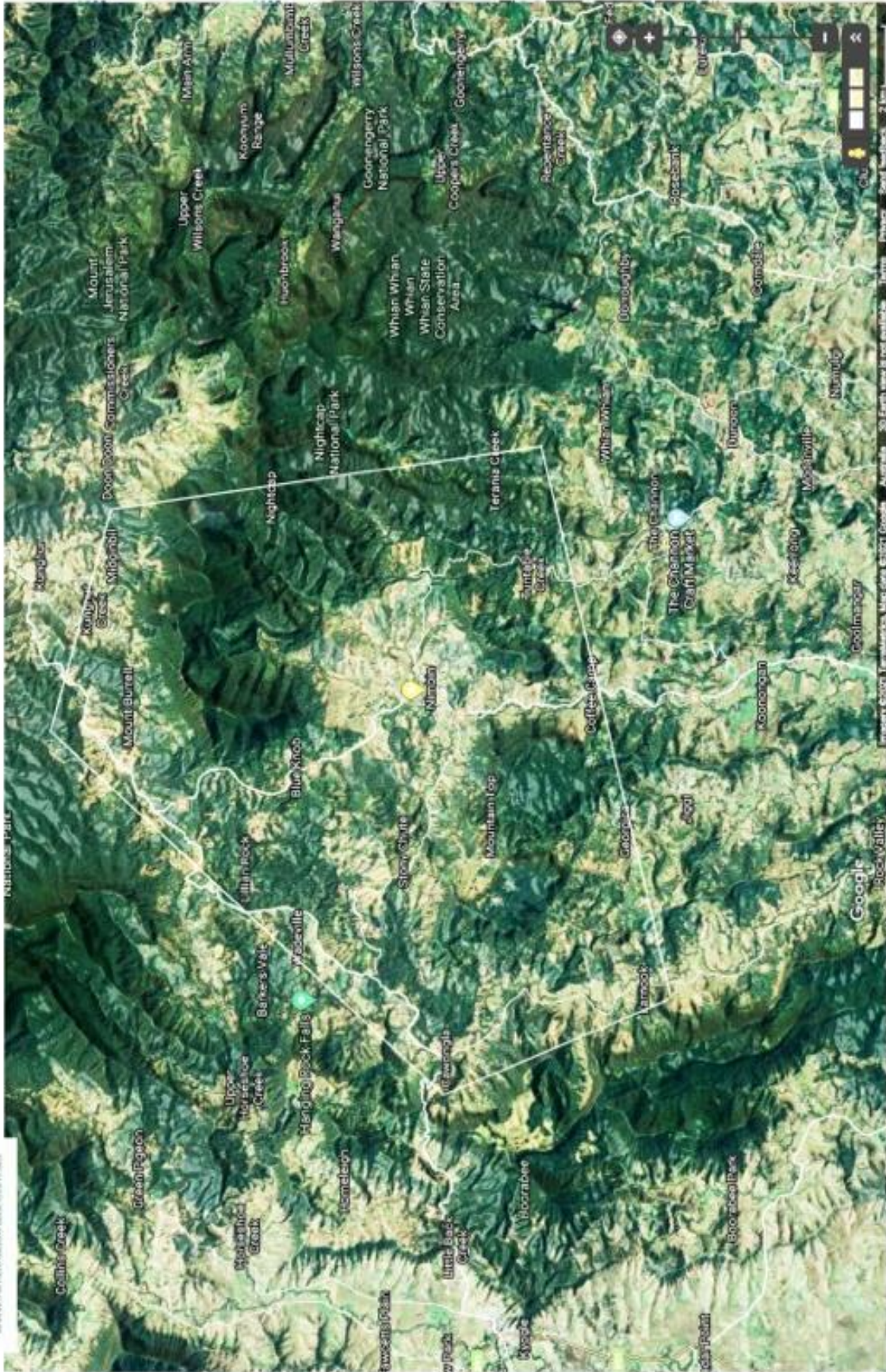
PART 5 – MISCELLANEOUS

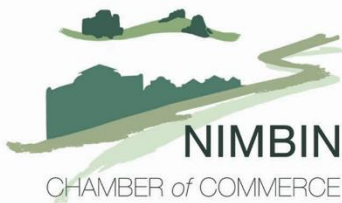
- 26 **INSURANCE**
The Chamber may effect and maintain insurance.
- 27 **FUNDS - Source**
- 27.1 The funds of the Chamber are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Chamber in general meeting, such other sources as the committee determines.
- 27.2 All money received by the Chamber must be deposited as soon as practicable and without deduction to the credit of the Chamber's bank or other authorized deposit-taking institution account.
- 27.3 The Chamber must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 27.4 **Funds - Management**
- 27.5 Subject to any resolution passed by the Chamber in general meeting, the funds of the Chamber are to be used in pursuance of the objects of the Chamber in such manner as the committee determines.

- 27.6 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the Chamber, being members or employees authorized to do so by the committee.
When procuring goods or services, the Chamber will give preference to local businesses in accordance with its Local Procurement Policy contained in the Executive Handbook.
- 28 **CHANGE OF NAME, OBJECTS AND CONSTITUTION**
An application to the Director-General for registration of a change in the Chamber's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.
- 29 **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 Chamber.
- 30 **INSPECTION OF BOOKS ETC**
- 30.1 The following documents must be open to inspection, free of charge, by a member of the Chamber at any reasonable hour:
- 30.1.1 records, books and other financial documents of the Chamber,
- 30.1.2 this constitution,
- 30.1.3 minutes of all committee meetings and general meetings of the Chamber.
- 30.2 A member of the Chamber 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.
- 31 **SERVICE OF NOTICES**
- 31.1 For the purpose of this constitution, a notice may be served on or given to a person:
- 31.1.1 by delivering it to the person personally, or
- 31.1.2 by sending it by pre-paid post to the address of the person, or
- 31.1.3 by sending it by facsimile transmission or some other form of electronic transmission including email to an address specified by the person for giving or serving the notice.
- 31.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- 31.2.1 in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- 31.2.2 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
- 31.2.3 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.
- 32 **FINANCIAL YEAR**
- 32.1 The financial year of the Chamber is:
- 32.1.1 the period of time commencing on the date of incorporation of the Chamber and ending on the following 30 June, and
- 32.1.2 each period of 12 months after the expiration of the previous financial year of the Chamber, commencing on 1 July and ending on the following 30 June.

APPENDIX 1 – MAP SHOWING NIMBIN DISTRICT

Nimbin Chamber of Commerce District





NIMBIN CHAMBER OF COMMERCE Inc
ABN: 49 142 400 194

✉ PO Box 20433, Nimbin, NSW 2480

🌐 www.nimbinaustralia.com.au

@ chamber@nimbin.nsw.au

APPENDIX 2 - APPLICATION FOR MEMBERSHIP OF CHAMBER

NIMBIN CHAMBER OF COMMERCE INC.

incorporated in 1991 under the *Associations Incorporation Act (NSW, 1984)*

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

Constitution Clause 3

I, *[full name of applicant]*
of *[address]*
..... *[email address]* *[telephone number]*
..... *[occupation]*
..... *[ABN]* *[trading name]*
..... *[Details of engagement in economic activities in the Nimbin Valley]*

hereby apply to become a Business / Community *[Strike out if inapplicable]*

member of the abovenamed incorporated 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:

I, *[full name]*

being a Business member of the Chamber, nominate the applicant for membership of the Chamber.

.....
Signature of proposer

Date:

I, *[full name]*

being a Business member of the Chamber, nominate the applicant for membership of the Chamber.

.....
Signature of seconder

Date:



NIMBIN CHAMBER OF COMMERCE Inc
ABN: 49 142 400 194

✉ PO Box 20433, Nimbin, NSW 2480

🌐 www.nimbinaustralia.com.au

@ chamber@nimbin.nsw.au

NOMINATION FOR BOARD

Constitution Clause 14.2

I understand that the election and/or declaration of office bearers will take place at the Nimbin Chamber of Commerce Inc. Annual General Meeting to be held at **6.00pm** on DATE at VENUE

WE the undersigned, being financial Business members of the Chamber, hereby nominate

.....
Name

.....
Business

As a candidate for a position on the Board of the Chamber

Proposer (Name):Business.....

Signature: Date:

Seconder (Name): Business.....

Signature: Date:

NOMINEE'S CONSENT

I hereby consent to the above nomination and am willing to accept the position in the event of my election.

Signature: Date:

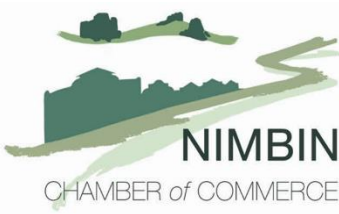
Six (6) positions are available for a board of 7 members (as the President & Vice President hold office for 2 years and rotate). These positions will be elected as a single block using the Hare-Clark voting system. Those elected will decide who holds what position. The positions are: President, Vice President, Secretary, Treasurer, Committee Members (3)

Please scan and email the completed Nomination form to the Secretary, Nimbin Chamber of Commerce

Email:
or alternatively deliver to
by 5pm on

ACKNOWLEDGMENT OF RECEIPT

Dated: *Signed:* Secretary



NIMBIN CHAMBER OF COMMERCE Inc
ABN: 49 142 400 194
✉ PO Box 20433, Nimbin, NSW 2480
🌐 www.nimbinaustralia.com.au
@ chamber@nimbin.nsw.au

DUTY DESCRIPTIONS FOR POSITIONS

President

The primary role of the President is to control and manage the Committee in its management of the affairs of the Chamber, and includes:

- Chairing meetings;

- representing the Chamber to external organizations;
- being an ex-officio member of any Chamber sub-Committees; and
- where necessary or expedient, in matters of an urgent nature, and in conjunction with the Vice-Presidents and/or the Secretary conjointly take such action or issue such directions as in the circumstances are reasonable.

Vice-President

In the absence of the President, the Vice-Presidents, in order, may act in the execution of the President's duties or responsibilities

Secretary

- the preparation and maintenance of the register of members;
- attendance at all meetings of the Chamber and of the Committee;
- the safe custody of records and minutes thereof, and the receipt of all matters relating to such meetings;
- the preparation of business for consideration at such meetings;
- the conduct of correspondence arising from and the execution of decisions of such meetings;
- processing all correspondence relevant to the Chamber's activities, and maintaining records thereof;
- responsibility for the custody and safe-keeping of all books, documents, records and papers;
- ensuring that Minutes of Chamber and Committee proceedings are available for inspection by any member of the Chamber and Committee respectively at all convenient times;
- attend to any matter considered by the Secretary to be routine and which falls within an established policy of the Chamber; and
- such other matters as may from time to time be delegated by the Committee.

Treasurer

- collect all money due to the Chamber and make all payments authorised by the Chamber;
- prepare and maintain up to date and correct books of account as may be necessary to constitute a true and fair record of the financial position and operations of the Chamber; and
- present financial statements as and when required by the Committee; and place before each Annual General Meeting a Balance Sheet for the financial year immediately preceding the date of the meeting and a Profit and Loss Account for the financial year then ended.

Committee and Subcommittee Members

Duties, responsibilities and activities of a Committee Member (including those for the Membership Member) are specified by the Committee as a whole. Duties, responsibilities and activities of a Sub-Committee Member are specified by the Committee in the process of appointment of that sub-Committee.
