

GREATER FRANKSTON BUSINESS CHAMBER RULES

1 Name

- 1.1 The name of the incorporated association is **Greater Frankston Business Chamber Incorporated** (in these Rules called "the Association").
- 1.2 The purposes of the Association are set out in the Statement of Purposes in Appendix 3 to these Rules.

2 Definitions

- 2.1 In these Rules, unless the contrary intention appears—

"**Act**" means the Associations Incorporation Act 1981;

"**committee**" means the committee of management of the Association;

"**financial year**" means the year ending on 31 December;

"**general meeting**" means a general meeting of members convened in accordance with rule 12.

"**member**" means a member of the Association;

"**Office Bearer**" means a member of the committee who is an office bearer of the Association such as the President, Vice President, Secretary and Treasurer;

"**ordinary member of the committee**" means a member of the committee who is not an Office Bearer of the Association;

"**Regulations**" means regulations under the Act;

- 2.2 In these Rules, a reference to the Secretary of the Association is a reference—

- (a) if a person holds office under these Rules as Secretary of the Association—to that person; and

- (b) in any other case, to the public officer of the Association.

3 Alteration of the rules

- 3.1 These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

4 Membership and subscription

- 4.1 A person, partnership, firm, company, institution or other entity carrying on business in the City of Frankston is an eligible business and may apply for membership.
- 4.2 An eligible business that is not a member at the time of incorporation of the Association (or that was a member at that time but has ceased to be a member) must not be admitted to membership unless —
- (a) an application for membership is made under rule 4.3; and
 - (b) the application for membership is approved by the committee.
- 4.3 An application for membership must—
- (a) be made in writing in the form approved by the committee; and
 - (b) be lodged with the Secretary of the Association.
- 4.4 As soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.
- 4.5 The committee may determine, in its absolute discretion, to approve or reject the application.
- 4.6 If an applicant is approved for membership, the Secretary must as soon as practicable—
- (a) ensure that the applicant is notified in writing of the approval for membership; and
 - (b) request payment of the first annual subscription within 28 days.
- 4.7 The Secretary must enter the applicant's name in the register of members within 28 days after receipt of the first annual subscription.
- 4.8 An applicant becomes a member and is entitled to exercise the rights of membership when the applicant's name is entered in the register of members.
- 4.9 If the Officers of the Association reject an application, the Secretary must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- 4.10 A right, privilege, or obligation by reason of membership of the Association—
- (a) is not capable of being transferred or transmitted; and
 - (b) terminates upon the cessation of membership whether by death, resignation or otherwise.

- 4.11 The Association introduces a new category of membership; Associate Membership. Such Associate membership shall
- (a) Only be available to business already holding a current Full Membership.
 - (b) Be held in the Business name holding the full membership, and will entitle a single individual benefit.
 - (c) Carry no voting rights
 - (d) Be entitled to be transferred to individuals within the Business of the Full member on an event by event basis
 - (e) In the event of termination of the related Full membership, be immediately terminated.
 - (f) The Associate membership fee will be 70% of the Full Member.

5 Annual Subscription

- 5.1 The annual subscription will be fixed by the committee prior to the commencement of each financial year.
- 5.2 If the annual subscription is not fixed by the committee prior to the commencement of any financial year, the annual subscription for that financial year will be the same amount as the annual subscription for the previous financial year.
- 5.3 Annual subscription notices will be issued approximately 1 month before the commencement of the new financial year, for payment by the commencement of the new financial year.
- 5.4 If a member's annual subscription is not paid by the date of the Annual General Meeting, the member will not be entitled to vote at the Annual General Meeting and will not be entitled to any right or privilege of membership.
- 5.5 If a member's annual subscription remains unpaid 30 days after the date of the Annual General Meeting:
- (a) the member ceases to be a member on that date; and
 - (b) the Secretary must as soon as practicable record in the register of members that the membership ceased on that date.
- 5.6 The first annual subscription for a person or organisation which becomes a member after 31 January in any year will be calculated on a pro rata basis so that the member only pays the same proportion of the annual subscription as the number of months remaining in that financial year bears to 12 months.

6 Register of members

- 6.1 The Secretary must keep and maintain a register of members containing:
- (a) the name and address of each member; and
 - (b) the date on which each member's name was entered in the register.
- 6.2 A member may inspect the register free of charge upon request to the Secretary.
- 6.3 A member may make a copy of any entry in the register with the approval of the Secretary.
- 6.4 Other than for the purpose of carrying out the business of the Association, a member must not use, sell or distribute the register or any information contained in the register without the prior approval of the committee.

7 Member's Representatives

- 7.1 Where a member is an individual, the individual member may participate in the business of the Association in its own right.
- 7.2 Where a member is a partnership, firm, company, institution or other entity, the member may participate in the business of the Association through a member's representative.

8 Ceasing membership

- 8.1 A member who has not paid the annual subscription will cease to be a member as provided in Rule 5.5.
- 8.2 A member of the Association who has paid all moneys due and payable to the Association may resign from the Association by giving one month's notice in writing to the Secretary of the intention to resign.
- 8.3 After the expiry of the one month's notice period the member ceases to be a member and the Secretary must record in the register of members the date on which the membership ceased.
- 8.4 A member that ceases to be a member is not entitled to any refund or reimbursement of any part of the annual subscription.

9 Discipline, suspension and expulsion of members

- 9.1 Subject to these Rules, if the committee is of the opinion that: a member or a member's representative has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or conduct prejudicial to the interests of the Association, the committee may by resolution decide to take one or more of the following actions —
- (a) fine that member an amount not exceeding \$500; or
 - (b) suspend that member from membership of the Association for a specified period; or
 - (c) expel that member from the Association.
- 9.2 A resolution of the committee under Rule 9.1 does not take effect unless—
- (a) at a meeting held in accordance with Rule 9.3, the committee confirms the resolution; and
 - (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.

- 9.3 A meeting of the committee to confirm or revoke a resolution passed under Rule 9.1 must be held not earlier than 14 days, and not later than 28 days after notice has been given to the member in accordance with Rule 9.4.
- 9.4 For the purposes of giving notice in accordance with Rule 9.3, the Secretary must, as soon as practicable, cause to be given to the member a written notice—
- (a) setting out the resolution of the committee and the grounds on which it is based; and
 - (b) stating that the member or the member's representative may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do one or both of the following—
 - (i) attend that meeting;
 - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) informing the member that, if at that meeting, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that the member wishes to appeal to the Association in general meeting against the resolution.
- 9.5 At a meeting of the committee to confirm or revoke a resolution passed under Rule 9.1, the committee must—
- (a) give the member or the member's representative an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- 9.6 If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- 9.7 If the Secretary receives a notice under Rule 9.6, the Secretary must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

9.8 At a general meeting of the Association convened under Rule 9.7 —

- (a) no business other than the question of the appeal may be conducted; and
- (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for passing the resolution; and
- (c) the member or the member's representative must be given an opportunity to be heard; and
- (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

9.9 A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy in favour of the resolution. In any other case, the resolution is revoked.

10 Disputes and mediation

10.1 The grievance procedure set out in this rule applies to disputes under these Rules between—

- (a) a member and another member; or
- (b) a member and the Association.

10.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

10.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

10.4 The mediator must be—

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement—
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

10.5 A member of the Association can be a mediator.

10.6 The mediator cannot be a member who is a party to the dispute.

- 10.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 10.8 The mediator, in conducting the mediation, must—
- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 10.9 The mediator must not determine the dispute.
- 10.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

11 Annual general meetings

- 11.1 The Association must hold its annual general meeting within the period set out in the Act.
- 11.2 The committee may determine the date, time and place of the annual general meeting of the Association.
- 11.3 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 11.4 The ordinary business of the annual general meeting shall be—
- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year;
 - (c) to elect the Committee of the Association;
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act; and
 - (e) to appoint an auditor who meets the requirements of the Act.
- 11.5 The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.
- 11.6 In the event that the newly elected committee does not meet straight away, the Office Bearers at the time of the AGM, will remain in place in caretaker mode until the new Office Bearers are appointed.

12 Special general meetings

- 12.1 In addition to the annual general meeting, any other general meetings may be held in the same year.
- 12.2 All general meetings other than the annual general meeting are special general meetings.
- 12.3 The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 12.4 If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- 12.5 The committee must, on the request in writing of any 6 members, convene a special general meeting of the Association.
- 12.6 The request for a special general meeting must—
- (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the Secretary .
- 12.7 If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 12.8 If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

13 Special Business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

14 Notice of General Meetings

- 14.1 The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

14.2 Notice may be sent—

- (a) by prepaid post to the address in the register of members; or
- (b) if the member requests, by facsimile or electronic transmission.

14.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

14.4 A member intending to bring any business before a meeting may give notice in writing of that business to the Secretary, who must include that business in the notice calling the next general meeting.

15 Quorum at general meetings (AGM and Special)

15.1 No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.

15.2 Ten members personally present, including at least two Office Bearers and one ordinary member of the committee constitute a quorum for the conduct of the business of a general meeting.

15.3 If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present—

- (a) in the case of a meeting convened upon the request of members—the meeting must be dissolved; or
- (b) in any other case—the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place; and
- (c) written notice will be given to all members notifying them of the adjournment

15.4 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present being not less than 5 and including one Office Bearer and one ordinary member of the committee shall be a quorum.

16 Presiding at general meetings

- 16.1 The President, shall preside as Chairperson at each general meeting of the Association.
- 16.2 If the President is absent from a general meeting or unable to preside, the Vice-President shall preside as Chairperson.
- 16.3 If the President and the Vice-president are absent from a general meeting or unable to preside, the members present must select one of their number to preside as Chairperson.

17 Adjournment of meetings

- 17.1 The Chairperson may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- 17.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 17.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 14.
- 17.4 Except as provided in Rule 17.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

18 Voting at general meetings

- 18.1 Upon any question arising at a general meeting of the Association, a member has one vote only.
- 18.2 A member may vote personally, by the member's representative or by proxy.
- 18.3 A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association, other than the amount of the annual subscription payable in respect of the current financial year, have been paid.
- 18.4 Subject to these Rules, voting will be by show of hands.
- 18.5 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

18.6 If a question is determined by show of hands—

- (a) a declaration by the Chairperson that a resolution has been—
 - (i) carried;
 - (ii) carried unanimously;
 - (iii) carried by a particular majority; or
 - (iv) lost; and
- (b) 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.

19 Polls

19.1 If at a meeting a poll on any question is demanded by not less than 2/3 of the members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

19.2 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

20 Proxies

20.1 Each member is entitled to appoint another member or member's representative as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

20.2 The notice appointing the proxy must be—

- (a) for a meeting of the Association convened under Rule 9.7, in the form set out in Appendix 1; or
- (b) in any other case, in the form set out in Appendix 2.

21 Committee of Management

21.1 The affairs of the Association shall be managed by the committee of management.

21.2 Subject to section 23 of the Act, the committee shall consist of—

- (a) the Officer Bearers; and
- (b) up to 3 additional committee members.

All members are eligible to be Office Bearers or ordinary members of the committee.

21.3 The committee—

- (a) shall control and manage the business and affairs of the Association;
- (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
- (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.

22 Officers

22.1 The Officer Bearers shall be—

- (a) the President;
- (b) Vice-President;
- (c) Treasurer; and
- (d) Secretary

22.2 The provisions of rule 24 apply to and in relation to the election of Officers of the Association.

22.3 In the event of a casual vacancy for any Officer position, the committee may appoint one of its members to the vacant office and the member appointed may continue in office until the next annual general meeting.

23 Ordinary committee members

- 23.1 There shall be up to 3 ordinary committee members.
- 23.2 The provisions of rule 24 apply to and in relation to the election of ordinary committee members of the Association.

24 Election of officers and ordinary committee members

- 24.1 At the first Committee meeting following the annual general meeting, the elected Committee members shall meet and among them elect the Office Bearers of the Association. The Office Bearers will hold their office until the first committee meeting after the next AGM and may be re-elected to their position.
- 24.2 At the 2009 AGM all Committee positions will be vacated and a new Committee elected in accordance with Rule 24.3. Until the 2009 AGM, the Rules governing the election of the Committee as they were immediately prior to the introduction of these Rules shall continue to apply.
- 24.3 Commencing in 2009 the seven Committee members elected at the 2009 AGM shall be divided into 3 groups. There will be 2 groups of 2 and 1 group of 3 positions, designating groups 'A', 'B' and 'C' respectively.

At the 2009 AGM current Committee Members will be allocated by lot to the grouped positions. Members in group 'A' shall retire at the end of that year, members of group 'B' shall retire at the end of the next year and members of group 'C' will retire after the end of the next year after that.

Subsequent elections to all positions as they become vacant will be for three year terms.

Nominations of candidates for election as a committee member must be—

- (a) 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 nomination); and
- (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- 24.4 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- 24.5 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

- 24.6 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 24.7 The ballot for the election of committee members must be conducted at the annual general meeting in such manner as the committee may direct.

25 Casual Vacancies

- 25.1 The office of a committee member becomes vacant if the committee member —
- (a) is a member or member's representative for a member that ceases to be a member of the Association; or
 - (b) is a member or member's representative for a member that becomes an insolvent under administration within the meaning of the Corporations Act; or
 - (c) resigns from office by notice in writing given to the Secretary.
 - (d) is removed from office pursuant to these Rules.
- 25.2 The committee may elect a member or representative of a member of the Association to fill a position as an Office Bearer or ordinary member of the committee which is vacated. Such a person holds that position until the next AGM and may be re-elected.

26 Ordinary committee meetings

- 26.1 The committee must meet at least 8 times in each year at such place and such times as the committee may determine.
- 26.2 Written notice of each committee meeting must be given to each member of the committee at least 5 business days before the date of the meeting.

27 Special committee meetings

- 27.1 Special committee meetings may be convened by the President or by any 2 members of the committee.
- 27.2 A minimum of 24 hours written notice must be given to all members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

28 Quorum for committee meetings

- 28.1 Any 5 members of the committee including at least 2 office bearers constitute a quorum for the conduct of the business of a meeting of the committee.
- 28.2 No business may be conducted unless a quorum is present.
- 28.3 If within half an hour of the time appointed for the meeting, a quorum is not present—
- (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting shall stand adjourned to the same place and the same time and day in the following week.
- 28.4 The committee may act notwithstanding any vacancy on the committee.

29 Presiding at committee meetings

- 29.1 At meetings of the committee—
- (a) the President presides or in the President's absence the Vice-President presides; or
 - (b) if the President and the Vice-President are absent, or are unable to preside, the committee members present must choose one of their number to preside.

30 Voting at committee meetings

- 30.1 Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if 4 committee members request, by a poll taken in such manner as the person presiding at that meeting may determine.

Each member present at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

31 Duty to Disclose Financial Interest

- 31.1 Any member of the Committee (or their business associate, or family) who has a financial interest in any contract or arrangement made or proposed to be made with the Association shall disclose the interest at the first meeting of the committee at which the contract or arrangement is first taken into consideration
- 31.2 If a member becomes interested in a contract or arrangement with the Association after it is made or entered into, the member shall disclose the interest at the first meeting after becoming so interested.
- 31.3 An interest so disclosed shall be recorded by the Secretary.
- 31.4 No member of the Committee shall vote as a member of the Committee in respect of any contract or arrangement with the Association in which the committee has determined that the member has a financial interest and if the member does vote in those circumstances the vote shall not be counted.
- 31.5 No member of the Committee shall be appointed to or retain any paid office of the Association whilst a member of the Committee, except for bona fide payment for services rendered.

32 Removal of committee member

- 32.1 The Association in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- 32.2 A member who is the subject of a proposed resolution referred to in Rule 32.1 may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- 32.3 The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

33 Secretary

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting and each committee meeting together with a record of the names of persons present at committee meetings.

34 Treasurer

- 34.1 The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the committee determines.
- 34.2 The Treasurer of the Association shall ensure that the financial affairs of the Association are managed in accordance with its responsibilities. This includes but is not limited to;
- (a) the banking of the Association
 - (b) collection and receipt of all moneys due to the Association.
 - (c) authorised payments on behalf of the Association;
 - (d) ensure that all accounts and books are kept in such a manner that they accurately show the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association;
 - (e) prepare annual financial statements of the Association and provide them to the Association's auditor prior to the Annual General Meeting;
 - (f) the accounts and books referred to in sub-rule 34.2 (d) shall be available for inspection by members; and
 - (g) the Treasurer or their delegate shall lodge moneys due to the Association without delay and at the direction of the Committee to the credit of the Association in such investments as are authorised by law for the time being in force for the investment of trust funds, or a deposit with a bank.
- 34.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two signatories as approved in the delegations of authority instrument approved by the Committee. This instrument is to be reviewed annually and approved at a meeting of the Committee.

35 Co-opting

The committee may co-opt any person or persons onto the committee on such terms and conditions as the committee thinks fit.

36 Subcommittees

The committee may form sub-committees, with such powers and functions as the committee thinks fit.

37 Executive Officer

The Executive Officer is entitled to be present at Committee meetings unless the Committee votes to exclude him or her but has no voting rights.

38 Seal

- 38.1 The common seal of the Association must be kept in the custody of the Secretary.
- 38.2 The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of the Association.

39 Notice to members

- 39.1 Except for notice of general meetings, any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by—
- (a) delivering the notice to the member personally; or
 - (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
 - (c) facsimile transmission, if the member has provided a facsimile number to the Association.
 - (d) electronic transmission, if the member has provided an email address to the Association.

40 Winding up

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

41 Custody and inspection of books and records

- 41.1 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 41.2 All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- 41.3 A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

- 41.4 Other than for the purpose of carrying out the business of the Association, a member must not use, sell or distribute any information contained in any accounts, books, securities or any other relevant document, without the prior approval of the committee.

42 Funds

- 42.1 The assets and income of the Association shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
- 42.2 The funds of the Association shall be derived from entrance fees, annual subscription, donations and such other sources as the Committee determines.
- 42.3 The Committee shall have the power to fix and vary fees from time to time and to make rules for ensuring the collection thereof; and shall waive the payment of fees if necessary in special circumstances, particularly in circumstances of hardship.



APPENDIX 1

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF ASSOCIATION
CONVENED UNDER RULE 8**

..... (member business)

appoints

..... (proxy)

of (proxy's business)

as proxy to vote on behalf of the member at the appeal to the general meeting of the Association convened under rule 8 to be held on

..... (date of meeting)

and at any adjournment of that meeting.

Special Instructions

The proxy is authorised to vote:

in favour of

against

at their discretion in relation to

the following resolution

.....
.....
.....
.....

Member / Member's representative

Date

APPENDIX 2

FORM OF APPOINTMENT OF PROXY

..... (member business)

appoints

..... (proxy)

of (proxy's business)

as proxy to vote on behalf of the member business at:

the annual general meeting of the Association

the special general meeting of the Association

to be held on (date of meeting)

and at any adjournment of that meeting.

Special Instructions

The proxy is authorised to vote:

in favour of

against

at their discretion in relation to

the following resolution

.....
.....
.....
.....

Member / member's representative

Date

APPENDIX 3

STATEMENT OF PURPOSES

FRANKSTON CHAMBER OF COMMERCE AND INDUSTRY **INCORPORATED**

THE PURPOSES OF THE CHAMBER ARE:

1. To act as a body to represent the professional, industrial, commercial and primary interests of Frankston and District
2. To promote the advancement of the above interests.
3. To provide a meeting place where members may by friendly discussion engender good fellowship.
4. To support the objects of the Victorian Chambers of Commerce and Industry, insofar as such objects are for the betterment of Frankston and district
5. To forward projects for the betterment of Frankston and District
6. To develop civic pride.

The Chamber shall be conducted as a non profitable organisation and all income and proceeds will be devoted to the administration of the Chamber or for furtherance of the objects of the Chamber.

Solely for the purpose of furthering the purpose set out above the Chamber shall have power:

- a) To take over the funds and other assets and the liabilities of the present unincorporated association known as the Frankston Chamber of Commerce and Industry.
- b) To indemnify any person for any loss or damage incurred as a result of having on behalf of the unincorporated association become liable to pay any amount by way of damages or otherwise.

- c) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Chamber provided that the Chamber shall not subscribe to or support with its funds any club, association or organisation which does not prohibit or restrict the distribution of its income and property among its members to an extent at least as great as that imposed on the Chamber under or by virtue of the Rules.
- d) To buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Chamber or persons frequenting the Chambers premises.
- e) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of or capable of being conveniently used in connection with, any of the objects of the Chamber: Provided that in case the Chamber shall take or hold any property which may be subject to any trusts the Chamber shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- f) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Chamber; to obtain from any such Government or Authority any rights, privileges and concessions which the Chamber may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- g) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Chamber.
- h) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Chamber's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.

- i) To invest and deal with the money of the Chamber not immediately required in such manner as may from time to time be thought fit.
- j) To take, otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- k) To lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts, or obligations by any person or body corporate and otherwise to assist any person or body corporate.
- l) To borrow or raise money either alone or jointly with any other person, or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage charge, lien or other security upon the whole or any part of the incorporated Chamber's property or assets present or future and to purchase, redeem or pay-off any such securities.
- m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- n) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Chamber.
- o) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Chamber or any money due to the Chamber from purchasers and others.
- p) To take any gift of property whether subject to any special trust or not, for any one or more the objects of the Chamber but subject always to that proviso in paragraph e).
- q) To take such steps in personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Chamber, in the shape of donations, annual subscriptions or otherwise.

- r) To print and publish any newspapers, periodicals, books or leaflets that the Chamber may think desirable for the promotions of its objects.
- s) To amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit or restrict the distribution of its or their income and property among its or their members to an extent that is at least as great as that imposed upon the Chamber under or by virtue of the Rules.
- t) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Chamber is authorised to amalgamate.
- u) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- v) To make donations for patriotic, charitable or community purposes, by a 75% vote of the Committee only.
- w) To do all such other things as are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Chamber.
- x) The Chamber may raise funds, finance or conduct profitable operations or functions provided that such finance or profits are devoted to specific projects, investigations or any other purpose directly related to the furtherance of the objects of the Chamber. In no way will the Chamber be committed financially to any demand or request that is not directly attributable to the achievement of the objects of the Chamber.