

# Constitution of the

# **Slovenian Australian**

# **Chamber of Commerce**

## **About this constitution**

This constitution forms the structure within which the association operates.

This constitution has been modelled from the model constitution prepared by Fair Trading NSW which covers the matters required by law Under the Associations Incorporation Act 2009

## Contents

### Part 1 - Preliminary

1.1	Definitions .....	4
1.2	Name .....	4
1.3	Objects .....	4
1.4	Attaining Objects.....	5
1.5	Property of the Chamber .....	6
1.6	Powers of the Chamber .....	6

### Part 2 - Membership

2.1	Membership generally .....	7
2.2	Application for membership .....	7
2.3	Membership Categories.....	8
2.4	Cessation of membership .....	8
2.5	Membership entitlements not transferable .....	9
2.6	Resignation of membership .....	9
2.7	Register of members .....	9
2.8	Fees and subscriptions .....	10
2.9	Members' liabilities.....	10
2.10	Resolution of disputes.....	10
2.11	Disciplining of members .....	11
2.12	Right of appeal of disciplined member .....	12

### Part 3 - The Committee

3.1	Powers of the Committee .....	13
3.2	Composition and membership of Committee .....	13
3.3	Election of Committee members .....	14
3.4	Secretary .....	14
3.5	Treasurer .....	15
3.6	Casual vacancies.....	15
3.7	Removal of Committee members .....	16
3.8	Committee meetings and quorum.....	16
3.9	Delegation by Committee to sub-Committee.....	17
3.10	Voting and decisions .....	17

### Part 4 - General meetings

4.1	Annual general meetings - holding of.....	19
4.2	Annual general meetings - calling of and business at.....	19
4.3	Special general meetings - calling of.....	20
4.4	Attendance	
4.5	Notice .....	20
4.6	Quorum for general meetings.....	21

4.7 Presiding member .....	21
4.8 Adjournment .....	21
4.9 Making of decisions.....	22
4.10 Special resolutions .....	22
4.11 Voting .....	22
4.12 Proxy votes not permitted .....	23
4.13 Postal ballots .....	23
<b>Part 5 - Miscellaneous</b>	
5.1 Insurance .....	24
5.2 Funds - source .....	24
5.3 Funds - management .....	24
5.4 Financial year .....	25
5.5 Change of name, objects and constitution .....	25
5.6 Custody of books etc.....	25
5.7 Inspection of books etc.....	25
5.8 Common Seal .....	26
5.9 Service of notices .....	26
5.10 Alterations to the Consitution and By-Laws .....	26
5.11 Dissolution .....	27
<b>Appendix 1 Application for membership of association .....</b>	<b>28</b>

## Part 1 – Preliminary

### 1.1 Definitions

1. In this constitution:

**Director-General** means the Director-General of the Department of Services, Technology and Administration.

**Committee** means the management committee, also known as the executive committee

**Common seal** means a rubber stamp on which is engraved the Chamber's name

**ordinary Committee member** means a member of the Committee who is not an office-bearer of the association.

**Secretary** means: the person holding office under this constitution as secretary of the association, or if no such person holds that office - the public officer of the association.

**Special general meeting** means a general meeting of the association other than an annual general meeting.

**the Act** means the *Associations Incorporation Act 2009*.

**the Regulation** means the *Associations Incorporation Regulation 2010*.

2. In this constitution:

- a. a reference to a function includes a reference to a power, authority and duty, and

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

3. The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

### 1.2 Name

1. The name of the Chamber is "Slovenian Australian Chamber of Commerce". Hereinafter referred to as the "Chamber".

### 1.3 Objects

1. The objects of the Chamber are:
  - to promote friendship, goodwill and understanding between the business communities of Australia and Slovenia.

- to maintain, promote and extend industrial and commercial relations between individuals, firms, companies, corporations, institutions and Chambers of Australia and Slovenia.
- to promote agreements between Slovenia, Australia and Australian firms to cooperate in joint ventures, transfer of know-how, licensing agreements and establishment of third country projects.
- to maintain liaison with the Government of Australia, Australia and Slovenia in order to promote any of the above objectives and to ensure that the concerns, views and plans of the Australia, Australian and Slovenian business communities are clearly conveyed to the governments of both countries so as to develop economic, industrial and commercial cooperation between the two countries.
- to establish working groups to achieve any of the above objectives, including in particular the encouragement of trade, investment and technology.
- to promote and encourage trade, investment, technical and economic cooperation between Australia and Slovenia and the establishment of joint ventures in Australia and Slovenia
- by arranging regular and effective consultation between business enterprises in Australia and Slovenia;
- by organising various business and industry sectors networking events, business and trade missions, and integrated marketing and media campaigns;
- in any other manner authorised by the rules of the Chamber.
- to facilitate access to business opportunities available in Slovenia
- by facilitating networking activities between Slovenian and firms located in all states and territories across Australian (NSW, Victorian, South Australia, Queensland, Tasmania, Western Australian, ACT and Northern Territory) ;
- to encourage public and private partnership with Australian Government and business involvement and carry endorsement from the respective peak business bodies.
- establish and maintain relationships with the European Union, European Commission and Member States Chambers of Commerce
- Provide business , government and business chambers in Australia and other countries with links to central Europe (Croatia, Serbia, Bosnia and Herzegovina, Macedonia, Montenegro and Albania)
- Promote the Chamber and Slovenia's economic interests into South East Asia.

#### **1.4 ATTAINING OBJECTS**

1. The Chamber shall be empowered to do all things necessary which are incidental to and necessary for the attainment of the objects of the Chamber.

#### **1.5 PROPERTY OF THE CHAMBER**

1. The Chamber must apply all property and income of the Chamber towards the promotion of the objects or purposes of the Chamber. No part of that

property or income to be paid or otherwise distributed, directly or indirectly, to members of the Chamber, except in good faith in the promotion of those objects or purposes.

#### **1.6 POWERS OF THE CHAMBER**

1. To appoint Members to transact any business of the Chamber on its behalf for reward or otherwise;
2. To maintain, alter, repair and hire any premises building or other structure of any kind and to furnish equip and improve the same for use by the Chamber;
3. Accept donations and gifts in accordance with the objects of the Chamber;
4. Print and publish any information by any media for promotion of the Chamber;
5. Organise social and business events for Members and the promotion activities of the Chamber; and
6. To open and operate bank accounts;
7. To enter into any other contract the Chamber considers necessary or desirable.

## **Part 2 – Membership**

### **2.1 . Membership generally**

1. A person is eligible to be a member of the association if:
  - a. the person is a natural person, and
  - b. the person has applied to and been approved for membership of the association by the Committee.
2. A person who has been appointed an Honorary Consul or Honorary Vice Consul of Slovenia in Australia will during their appointment be an Honorary Member of the Chamber

### **2.2. Application for membership**

1. An application by a person for membership of the association:
  - c. must be made by the applicant in writing in the form set out in Appendix 1 to this constitution, and
  - d. must be lodged with the secretary of the association.
2. As soon as practicable after receiving an application for membership, the secretary must refer the application to the Committee which is to determine whether to approve or to reject the application.
3. As soon as practicable after the Committee makes that determination, the secretary must:
  - a. notify the applicant, in writing, that the Committee approved or rejected the application (whichever is applicable), and
  - b. if the Committee approved the application, request the nominee to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
4. The secretary must, on payment by the applicant of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the applicants name in the register of members and, on the name being so entered, the applicant becomes a member of the association.
5. Each person admitted to membership shall be;
6. Bound by the Constitution and By-laws of the Chamber.
7. Become liable for such fees and subscriptions as may be fixed by the Chamber.

8. Entitled to all advantages and privileges of membership.

### **2.3. Membership Categories:**

1. ORDINARY MEMBER - Any person who is a financial member of the Chamber is entitled to actively participate in the promotion of the objects of the Chamber. Any person who is a financial member of the Chamber is entitled to hold any office and enjoy the privileges of the Chamber.
2. SOCIAL MEMBER - Persons other than ordinary members who are interested in promoting the Chamber, but who do not wish to participate in the playing activities of the Chamber, may become a Social Member.
3. JUNIOR MEMBER - Any person under the age of 18 years may become a Junior Member. Junior Members shall have no voting rights nor be entitled to hold any office.
4. LIFE MEMBER - The Management Committee may elect any member who has given outstanding service to the Chamber as a Life Member. Any member may nominate a person to the Management Committee for consideration for Life Membership.
5. PATRON - The Chamber may, at its discretion, elect a patron/s or vice patron/ s of the Chamber for such period as may be deemed necessary. Such patron/s or vice patron/s shall not be eligible to vote unless they are current members of the Chamber under another category of membership.
6. HONORARY MEMBERSHIP - Honorary members of the Chamber are those institutions and individuals who will through their position and/or outstanding reputation support and promote the goals and activities of the Chamber. They are nominated by the Chamber Committee. Honorary members are not required to pay membership fees. Honorary members can not be involved in the decision making process or hold any office. They can not enjoy the privileges of the Chamber.

### **2.4. Cessation of membership**

1. A person ceases to be a member of the association if the person:
  - a. dies, or
  - b. resigns membership, or
  - c. is expelled from the association, or
  - d. fails to pay the annual or other membership fee when due under clause 8 (2) within 3 months after the fee is due.



## **2.5. Membership entitlements not transferable**

1. A right, privilege or obligation which a person has by reason of being a member of the association:
  - a. is not capable of being transferred or transmitted to another person, and
  - b. terminates on cessation of the person's membership.

## **2.6. Resignation of membership**

1. A member of the association may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
2. If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **2.7. Register of members**

1. The public officer of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.
2. The register of members must be kept in New South Wales:
  - a. at the main premises of the association, or
  - b. if the association has no premises, at the association's official address.
3. The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
4. A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
5. If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
6. A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- a. the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
- b. any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **2.8. Fees and subscriptions**

1. A member of the association must, on admission to membership, pay to the association an Admission Membership Fee of \$0 or, if some other amount is determined by the Committee, that other amount.
2. In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association a membership fee,
  - a. 3 Year Membership of \$80
  - b. 5 Year Membership of \$120.
  - c. 3 Year Corporate Membership of \$300
  - d. Or, if some other amount is determined by the Committee, that other amount:
3. Except as provided by paragraph 2.8.3.e.ii, membership renewal fees are due and payable before 1 July in each calendar year or
  - ii. if the member becomes a member on or after 1 Jan in any calendar year, the renewal fee will not be payable until 1 July in the following calendar year if a 1 year membership, or the year immediately prior to the expiry of their 3 or 5 year membership.

## **2.9. Members' liabilities**

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

## **2.10. Resolution of disputes**

1. A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.

2. If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
3. The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

### **2.11. Disciplining of members**

1. A complaint may be made to the Committee by any person that a member of the association:
  - a. has refused or neglected to comply with a provision or provisions of this constitution, or
  - b. has wilfully acted in a manner prejudicial to the interests of the association.
2. The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
3. If the Committee decides to deal with the complaint, the Committee:
  - a. must cause notice of the complaint to be served on the member concerned, and
  - b. must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
  - c. must take into consideration any submissions made by the member in connection with the complaint.
4. The Committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
5. If the Committee 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 Committee for having taken that action and of the member's right of appeal under clause 12.
6. The expulsion or suspension does not take effect:
  - a. until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - b. if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12, whichever is the later.

## **2.12. Right of appeal of disciplined member**

1. A member may appeal to the association in general meeting against a resolution of the Committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
2. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
3. On receipt of a notice from a member under subclause 2.12.1, the secretary must notify the Committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
4. At a general meeting of the association convened under subclause 2.12.1:
  - a. no business other than the question of the appeal is to be transacted, and
  - b. the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - c. the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
5. The appeal is to be determined by a simple majority of votes cast by members of the association.

## **Part 3 - The Committee**

### ***3.1. Powers of the Committee***

1. Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the Committee:
  - a. is to control and manage the affairs of the association, and
  - b. may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
  - c. has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the association.
2. Will administer the finances and direct the opening of banking accounts for specific purposes
3. May fix fees and subscriptions payable by members and decide such levies, fines and charges as is deemed necessary and advisable, and to enforce payment thereof;
4. Will Adjudicate on all matters brought before it which in any way affect the Chamber.
5. Will Cause minutes to be made of all proceedings at meetings of the Committee and General Meetings of members;
6. May make, amend and rescind rulings and By-laws;
7. Will have the power to form and appoint any sub Committee/s as required for specific purposes;
8. Should a vacancy occur on the Committee during the season, the Committee shall appoint a successor until the next Annual General Meeting.
9. Must appoint an officer/s or agent of the Committee to have custody of the Chamber's records and documents.

### ***3.1. Composition and membership of Committee***

1. The Committee is to consist of:
  - a. the office-bearers of the association,
  - b. the Honorary Consuls,
  - c. the total number of Committee members is to be a minimum of 3 and a maximum of 8.
2. The office-bearers of the association are as follows:

- a. the president (chairperson),
  - b. the treasurer,
  - c. the secretary
3. No person shall hold more than two positions on the Committee at any one time.
  4. Each member of the Committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

### ***3.2. Election of Committee members***

1. Nominations of candidates for election as office-bearers of the association or as ordinary Committee members can be made at the annual general meeting or delivered to the secretary of the association before commencement of the annual general meeting at which the election is to take place. If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
2. If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
3. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
4. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
5. The ballot for the election of office-bearers and ordinary Committee members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
6. A person nominated as a candidate for election as an office-bearer or as an ordinary Committee member of the association must be a member of the association.

### ***3.3. Secretary***

1. The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
2. It is the duty of the secretary to keep minutes of:
  - a. all appointments of office-bearers and members of the Committee, and

- b. the names of members of the Committee present at a Committee meeting or a general meeting, and
  - c. all proceedings at Committee meetings and general meetings.
3. Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

### **3.4. Treasurer**

1. It is the duty of the treasurer of the association to ensure:
  - a. that all money due to the association is collected and received and that all payments authorised by the association are made, and
  - b. that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

### **3.5. Casual vacancies**

1. In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
2. A casual vacancy in the office of a member of the Committee occurs if the member:
  - a. dies, or
  - b. ceases to be a member of the association, or
  - c. becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
  - d. resigns office by notice in writing given to the secretary, or
  - e. is removed from office under clause 19, or becomes a mentally incapacitated person, or
  - f. is absent without the consent of the Committee from 3 consecutive meetings of the Committee, or
  - g. is found not to be a financial member or
  - h. is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or

- i. is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

### ***3.6. Removal of Committee members***

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

### ***3.7. Committee meetings and quorum***

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



7. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
8. The president is to preside as chairperson at each Committee meeting of the association, however if the president is absent, the members present must elect one of their number to preside as chairperson at the meeting.

### ***3.8. Delegation by Committee to sub-committee***

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

### ***3.9. Voting and decisions***

1. Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.
2. Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

3. Subject to clause 20 (5), the Committee may act despite any vacancy on the Committee.
4. Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

## **Part 4 - General meetings**

### ***4.1. Annual general meetings - holding of***

1. The association must hold its first annual general meeting within 6 months after its registration under the Act.
2. The association must hold its annual general meetings:
  - a. within 4 months after the close of the association's financial year, or
  - b. within such later time as may be allowed by the Director-General or prescribed by the Regulation.

### ***4.2. Annual general meetings - calling of and business at***

1. The annual general meeting of the association is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the Committee thinks fit.
2. In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - a. Opening of Meeting
  - b. Apologies
  - c. Confirmation of Minutes of previous Annual General Meeting
  - d. Presentation of Annual Report
  - e. Adoption of Annual Report
  - f. Presentation of Treasurer's statement
  - g. Election of Office Bearers
  - h. Appointment of Auditor
  - i. Vote of thanks to outgoing Executive
  - j. Determination of Membership Fees
  - k. Notice/s of Motion
  - l. Urgent general business
  - m. Closure
3. An annual general meeting must be specified as such in the notice convening it.

### **4.3. Special general meetings - calling of**

1. The Committee may, whenever it thinks fit, convene a special general meeting of the association.
2. The Committee must, on the requisition in writing of at least 10 per cent of the total number of members, convene a special general meeting of the association.
3. A requisition of members for a special general meeting:
  - a. must state the purpose or purposes of the meeting, and
  - b. must be signed by the members making the requisition, and
  - c. must be lodged with the secretary, and
  - d. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
4. If the Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
5. A special general meeting convened by a member or members as referred to in subclause 4.3.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

### **4.4. Attendance**

1. Members may attend general meetings by video or telephone conference, but only if those facilities are available and a request has been made to the President three (3) business days prior to the meeting.

### **4.5. Notice**

1. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
2. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause

notice to be given to each member specifying, in addition to the matter required under subclause 4.5.1, the intention to propose the resolution as a special resolution.

3. No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 4.2.2.
4. A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

#### ***4.6. Quorum for general meetings***

1. No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
2. Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
3. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - a. if convened on the requisition of members, is to be dissolved, and
  - b. in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
4. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

#### ***4.7. Presiding member***

1. The president is to preside as chairperson at each general meeting of the association or nominate a committee member to chair the meeting. However, if the president is absent, the members present must elect one of their number to preside as chairperson at the meeting.

#### ***4.8. Adjournment***

1. The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
2. If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
3. Except as provided in subclauses 4.8.1 and 4.8.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

#### ***4.9. Making of decisions***

1. A question arising at a general meeting of the association is to be determined by either:
  - a. a show of hands, or
  - b. if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
2. If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
3. If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

#### ***4.10. Special resolution***

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

#### ***4.11. Voting***

1. On any question arising at a general meeting of the association a member has one vote only.

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

#### **4.12. Proxy votes not permitted**

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

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

#### **4.13. Postal ballots**

1. The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 2.12).
2. A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **Part 5 – Miscellaneous**

### **5.1. Insurance**

1. The association may effect and maintain insurance.

### **5.2. Funds – source**

1. The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the Committee determines.
2. All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
3. The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **5.3. Funds – management**

1. Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the Committee determines.
2. All accounts due by the Chamber shall be paid by cheque or bank transfer after having being passed for payment at the Committee Meeting, and when immediate payment is necessary, account/s shall be paid and the action endorsed at the next Committee Meeting.
3. The Secretary shall not spend more than a set amount Petty Cash without the consent of the Committee, and shall keep a record of such expenditure in a Petty Cash Book.
4. A statement showing the financial position of the Chamber shall be tabled at each Committee Meeting by the Treasurer.
5. A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the Annual General Meeting. The auditor's report shall be attached to such financial report.
6. The accounts, books and all financial records of the Chamber shall be audited when a motion to do so is passed at an annual general meeting.
7. The signatories and authorities to the Chamber's account/s will be the Treasurer and any one (1) from the following;



- a. a Committee member designated to do so by the Committee
8. All property and income of the Chamber will apply solely to the promotion of the objects of the Chamber and no part of that property or income shall be paid or otherwise distributed, directly, or indirectly, to members, except in good faith in the promotion of these objects.

#### **5.4. Financial year**

1. The financial year of the association is:
  - a. the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
  - b. each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

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

#### **5.5. Change of name, objects and constitution**

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

#### **5.6. Custody of books etc**

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

#### **5.7. Inspection of books etc**

1. The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
  - a. records, books and other financial documents of the association,
  - b. this constitution,
  - c. minutes of all Committee meetings and general meetings of the association.

2. A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

#### **5.8. Common Seal**

1. The common seal of the Chamber shall be kept in the care of the Secretary.
2. The seal shall not be used or affixed to any deed or document except pursuant to a resolution of the Management Committee and in the presence of at least the President and one member of the Committee, both of whom shall subscribe their names as witnesses.

#### **5.9. Service of notices**

1. For the purpose of this constitution, a notice may be served on or given to a person:
  - a. by delivering it to the person personally, or
  - b. by sending it by pre-paid post to the address of the person, or
  - c. by sending it by facsimile transmission or some other form of electronic transmission to an address supplied by the person.
2. For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - a. in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - b. in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - c. in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

#### **5.10. Alternations to the constitution and by-laws:**

1. No alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting, or General Meeting, called for that purpose and notice of all motions to alter, repeal or add to the Constitution shall be given to members fourteen (14) days prior to the Annual General Meeting, or seven (7) days prior to a General Meeting called for such purpose.

2. The Secretary shall forward such notices of motion to each Committee member at least fourteen (14) days prior to the Annual General Meeting or seven (7) days prior to a General Meeting.
3. Alterations to the By-laws can be made only at Committee Meetings provided notice of the proposed alteration/s has been duly notified to Committee Members.
4. Such motions, or any part thereof, shall be of no effect unless passed by a seventy five percent (75%) majority (Special Resolution) of those present and entitled to a vote at the Annual General Meeting, General Meeting or Committee Meeting, as the case may be.
5. Within one month of the passing of a Special Resolution, the Secretary shall notify the Department of Fair Trading of the amendment.

#### **5.11. Dissolution**

6. If, on the winding up of the Chamber, any property of the Chamber remains after satisfaction of the debts and liabilities of the Chamber and the costs, charges and expenses of that winding up, that property shall be distributed:
  - a. to another incorporated Chamber having objects similar to those of the Chamber; or
  - b. for charitable purposes, which incorporated Chamber or purposes, as the case requires, shall be determined by resolution of the members.

# **Appendix 1 Application for membership of association**

## **Slovenian Australian Chamber of Commerce Incorporated**

### **Membership Application Form**

Please complete the form and return it together with payment made out to Slovenian Australian Chamber of Commerce at the address below.

*'On payment of the membership fee, this form becomes a tax invoice'*

The Admission Membership Fee is \$0, and current joining subscription options are

- \$60 for first 3 years
  - \$180 Foundation Member for first 10 years
- .....

**I hereby apply for membership of the Slovenian Australian Chamber of Commerce** and provide the following details:

### **My Personal Contact Details**

Title \_\_\_\_\_

First Name \_\_\_\_\_

Last Name \_\_\_\_\_

Company Name \_\_\_\_\_

Country \_\_\_\_\_

Email Address \_\_\_\_\_

\*this email address will be used for all communication with you

Mobile \_\_\_\_\_

Address \_\_\_\_\_

City: \_\_\_\_\_

State: \_\_\_\_\_

Country \_\_\_\_\_

Post Code \_\_\_\_\_

### **My Business Contact Details**

Work Phone \_\_\_\_\_

Work Fax \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_

State: \_\_\_\_\_

Country \_\_\_\_\_

Post Code \_\_\_\_\_

**My Business Information**

**Industry Sectors**

- Accommodation, Cafes and Restaurants
- Agriculture, Forestry and Fishing
- Communication Services
- Cultural and Recreational Services
- Education
- Electricity, Gas and Water
- Finance and Insurance
- Government Administration and Defence
- Health and Community Services
- Manufacturing
- Mining
- Personal and Other Services
- Property and Business Services
- Retail
- Transport and Storage
- Wholesale
- Other \_\_\_\_\_

**Number of Employees**

- no other employees
- 1-5
- 6-10
- 11-20
- 21-50
- 51-100
- >100

Brief Description of my business

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**I wish to apply for Membership and will pay \$0 Admission Fee plus**

- 3 Year Membership - \$60 for 3 years
- 10 Year Membership - \$180 for 10 years

In the event of my admission as a member, I agree to be bound by the Constitution of the Chamber for the time being in force.

.....

*Date*

.....

*Signature of applicant*

**Forward this form and cheque for payment to**

Slovenian Australian Chamber of Commerce  
c/o Royal Guardian Mortgage Corporation  
Level 1, 4 Railway Parade  
Burwood NSW 2134  
AUSTRALIA

**If Paying by Bank Transfer, transfer to**

Bank: National Australia Bank Limited (NAB)  
NAB SWIFT Code: NATAAU3302S.  
Account Name: Slovenian Australian Chamber  
of Commerce Incorporated  
BSB: 082-356  
Account: 731917111