

RULES AND CONSTITUTION OF MILDURA CHAMBER OF COMMERCE INC.

(Proposed Changes – December 2007)

OLD	NEW
<p>NAME:</p> <p>1. The name of the incorporated Association is Mildura Chamber of Commerce Incorporated (in these rules called “M.C.C.”)</p>	<p>NAME:</p> <p>1. The name of the incorporated Association is Mildura Chamber of Commerce Incorporated (in these rules called “M.C.C.”)</p> <p align="center">(No Change)</p>
<p>INTERPRETATION:</p> <p>2.</p> <p>a) In these rules, unless the contrary intention appears:-</p> <ul style="list-style-type: none"> • “Committee” means the Committee of management of the M.C.C. • “Financial Year” means the year ending on 30 June. • “General Meeting” means a general meeting of members conversant in accordance with Rule 11. • “Members” means a member of the M.C.C. • “Ordinary member of the Committee” means a member of the committee who is not an officer of the M.C.C. under Rule 21. • “The Act” means the Associations Incorporation Act 1981. • “The Regulations” means regulations under the Act. • “Rules” shall mean the rules and constitution and all supplementary, substituted or amending rules and constitution for the time being in force. <p>b) In these rules, a reference to the Secretary of the M.C.C. is a reference:-</p> <ol style="list-style-type: none"> I. where a person hold office under these rules as secretary of the M.C.C. – to that person; and II. in any other case, to the public officer of the M.C.C <p>c) In these rules, a reference to the members of the executive is a reference including a</p>	<p>INTERPRETATION:</p> <p>2.</p> <p>(1) In these rules, unless the contrary intention appears:-</p> <ul style="list-style-type: none"> • “Committee” means the Committee of management of the M.C.C. • “Financial Year” means the year ending on 30 June. • “General Meeting” means a general meeting of members conversant in accordance with Rule 11. • “Member” means a business that has been approved as a member of the M.C.C. • “Representative” means a person that has been nominated to act on behalf of the member business under the rules of the M.C.C. • “Affiliate Member” is a person approved for membership as a non-voting member of the M.C.C. • A “Business” means any business approved. as eligible for membership by the Committee of the M.C.C. • “Ordinary member of the Committee” means a member of the committee who is not an officer of the M.C.C. under Rule 21. • “The Act” means the Associations Incorporation Act 1981. • “The Regulations” means regulations under the Act. • “Rules” shall mean the rules and constitution and all supplementary, substituted or amending rules and constitution for the time being in force. <p>(2) In these rules, a reference to the Secretary of the M.C.C. is a reference:-</p> <ol style="list-style-type: none"> I. where a person hold office under these rules as secretary of the M.C.C. – to that person; and II. in any other case, to the public officer of the M.C.C <p>(3) In these rules, a reference to the members of the executive is a reference including a</p>

person acting from time to time as a member of the executive.

- d) Words or expressions contained in these rules shall be interpreted in accordance with provisions of the Acts Interpretation Act 1958. Further reference to any Act of Parliament or regulations made thereunder shall be deemed to include any modification, amendment or re-enactment thereof for the time being in force or any subsequent Act or regulation and any reference to any provision as so modified, amended, re-enacted or contained in the new subsequent Act or regulation.

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(Amended 16/05/07)

OBJECTS:

3.

The object o the M.C.C shall be as follows:-

- (1) To Act as a body to represent professional, commercial, industrial and primary interests of Mildura 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 put forward projects for the betterment of Mildura and District
- (5) To develop civic pride
- (6) To conduct and research and to publish reports or other information which the executive may consider desirable to promote its objectives
- (7) To appoint staff occupying positions that are required in the opinion of the executive to carry out the aims or any other activities consistent with above mentioned aims
- (8) To enter into any contracts for the acquisition, lease, rental, purchase and for the disposal of real estate, office equipment, motor vehicles or facilities suitable in the pursuit of the abovementioned aims
- (9) To obtain any materials or services or enter into any contracts of insurance, necessary to maintain, service and operate any property or facilities as set out herein
- (10) To open and conduct a bank account in all usual ways and to make, endorse, issue,

OBJECTS:

3.

The object o the M.C.C shall be as follows:-

- (1) To Act as a body to represent professional, commercial, industrial and primary interests of **the Mildura Business Community**
- (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 put forward projects for the betterment of **the Mildura Business Community**
- (5) To develop civic pride
- (6) To conduct and research and to publish reports or other information which the executive may consider desirable to promote its objectives
- (7) To appoint staff occupying positions that are required in the opinion of the executive to carry out the aims or any other activities consistent with above mentioned aims
- (8) To enter into any contracts for the acquisition, lease, rental, purchase and for the disposal of real estate, office equipment, motor vehicles or facilities suitable in the pursuit of the abovementioned aims
- (9) To obtain any materials or services or enter into any contracts of insurance, necessary to maintain, service and operate any property or facilities as set out herein
- (10) To open and conduct a bank account in all usual ways and to make, endorse, issue,

negotiate and otherwise deal in cheques, bills or exchange, promissory notes and other transferable and negotiable instruments

(11) The assets and the income of the M.C.C. shall be applied solely in furthering its members except as a bona fide compensation for services rendered or expenses incurred on behalf of the M.C. C.

(12) That local government be invited where appropriate to contribute to the aforesaid services as a manifestation of a shared financial responsibility aimed at fulfilling the objects of M.C.C.

(13) To do anything lawful as deemed by the Executive to be in the interests of and beneficial to the advancement of M.C.C.

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(Amended 16/05/07)

APPLICATION FOR MEMBERSHIP:

4.

- (1) A natural person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Association of payment of the annual subscription payable under these rules.
- (2) Persons eligible for membership shall be any adult person of good character who is a proprietor, manager, partner, resident, agent or the representative of any legitimate business or profession or agricultural undertaking or practice.
- (3) A person who is not a member of the M.C.C. at the time of the incorporation of the M.C.C. (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership:-
 - a) unless he is nominated as provided by sub-clause (4); and
 - b) his admission as a member is approved by the committee.
- (4) A nomination of a person for membership of the M.C.C.:-
 - a) shall be made in writing in the form set out in appendix 1; and
 - b) shall be lodged with the Secretary of the Association.
- (5) As soon as is practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Committee.
- (6) Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination.

APPLICATION FOR MEMBERSHIP:

4.

- (1) Any business as provided for in these rules is eligible to be a member of the Chamber on payment of the annual subscription payable under these rules.
- (2) A representative shall be nominated by the business to act on behalf of the business.
- (3) Any adult person, as approved by the Committee of the M.C.C. may be accepted as an Affiliate Member of the M.C.C., on payment of the annual subscription payable under these rules.
- (4) An application for membership or affiliate membership to the M.C.C.:-
 - a) shall be made in writing in the form set out in appendix 1; and
 - b) shall be lodged with the Secretary of the Association.
- (5) As soon as is practicable after the receipt of a nomination, the Secretary shall refer the application to the Committee.
- (6) Upon an application being referred to the Committee, the Committee shall determine

<p>(7) Upon a nomination being approved by the Committee, the Secretary shall with as little delay as possible, notify the nominee in writing that he is approved for membership of the Association and request payment within the period of 28 days after receipt of the notification of the sum payable under these rules as the first year's annual subscription.</p> <p>(8) The secretary shall, upon payment of the amounts referred to in sub-clause (7), within the period referred to in that sub-clause, enter the nominees name in the register of members kept by him and, upon the name being so entered, the nominee becomes as member of the M.C.C.</p> <p>(9) a right, privilege, or obligation of a person by reason of his membership of the M.C.C:- a) is not capable of being transferred or transmitted to another person; b) terminates upon the cessation of his membership whether by death, resignation or otherwise</p>	<p>whether to approve or to reject the application.</p> <p>(7) Upon an application being approved by the Committee, the Secretary shall with as little delay as possible, notify the applicant in writing that the application has been approved and request payment within the period of 28 days after receipt of the notification of the sum payable under these rules as the first year's annual subscription.</p> <p>(8) The secretary shall, upon payment of the amounts referred to in sub-clause (7), within the period referred to in that sub-clause, enter the applicants name in the register of members and upon the name being so entered, the applicant becomes a member or affiliate member of the M.C.C.</p> <p>(9) A right, privilege, or obligation of a business or individual by reason of their membership to the M.C.C:- a) is not capable of being transferred or transmitted to another person; b) terminates upon the cessation of membership</p> <p>(Amended 16/05/07)</p>
<p>ANNUAL SUBSCRIPTION:</p> <p>5.</p> <p>a) The annual subscription shall be calculated on the total number of employees working in the business.</p> <p>Rates: 1 employees..... 15 Unit 2-5 employees 35 Unit 6-15 employees 45 Unit 16-30 employees 70 Unit 30 and over employees 90 Unit</p> <p>b) The rates of the annual subscription unit rate shall be reviewed and determined by the elected Committee of the M.C.C.</p>	<p>ANNUAL SUBSCRIPTION:</p> <p>5.</p> <p>The annual subscription rate of members and affiliate members shall be determined by the Committee of the M.C.C.</p> <p>(Amended 16/05/07)</p>
<p>REGISTER OF MEMBERS:</p> <p>6.</p> <p>The secretary shall keep and maintain a register of members in which shall be entered the full name of each member and the register shall be available for inspection by members at the address of the Public Officer.</p>	<p>REGISTER OF MEMBERS:</p> <p>6.</p> <p>(1) The secretary shall keep and maintain a register of members in which shall be entered: a) the name of each Member and name of the Representative of each Member; and</p>

	<p>b) the full name of each Affiliate Member</p> <p>(2) The register shall be available for inspection by members at the address of the Public Officer</p> <p>(For Approval)</p>
<p>RESIGNATION AND EXPULSION OF MEMBERS:</p> <p>7.</p> <p>(1) A member of the M.C.C who has paid all moneys due and payable by him to the M.C.C may resign from the M.C.C by first giving one months notice in writing to the secretary of his intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.</p> <p>(2) upon the expiration of a notice given under sub-clause (1), the secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.</p>	<p>RESIGNATION AND EXPULSION OF MEMBERS:</p> <p>7.</p> <p>(1) A member of the M.C.C who has paid all moneys due and payable by the member to the M.C.C may resign from the M.C.C by first giving one month’s notice in writing to the secretary of the intention to resign and upon the expiration of that period of notice; the member shall cease to be a member.</p> <p>(2) upon the expiration of a notice given under sub-clause 7 (1), the secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.</p> <p>(For Approval)</p>
<p>8.</p> <p>(1) Subject to these rules, the Committee may by resolution:-</p> <p>(a) expel a member from the M.C.C.</p> <p>(b) suspend a member from membership of the M.C.C. for a specified period; or</p> <p>(c) fine a member in accordance with The Regulations, if the Committee is of the opinion that the member has;</p> <p>(1) refused or neglected to comply with these rules; or</p> <p>(2) been guilty of conduct unbecoming a member or prejudicial to the interests of the M.C.C.</p> <p>(2) A resolution of the Committee under sub-clause (1.):-</p> <p>(a) does not take effect unless the Committee, at a meeting held not earlier that 14 and not later than 28 days after the service on the member of a notice under sun-clause (3) confirms the resolution in accordance with this clause; and</p> <p>(b) where the member exercise a right of appeal to the M.C.C. under this clause does not take effect unless the M.C.C. confirms the resolution in accordance with this</p>	<p>8.</p> <p>(1) Subject to these rules, the Committee may by resolution:-</p> <p>a) expel a member from the M.C.C.</p> <p>b) suspend a member from membership of the M.C.C. for a specified period; or</p> <p>c) fine a member in accordance with The Regulations, if the Committee is of the opinion that the member has:</p> <p>I. refused or neglected to comply with these rules; or</p> <p>II. been guilty of conduct unbecoming a member or prejudicial to the interests of the M.C.C.</p> <p>(2) A resolution of the Committee under sub-clause (1.):-</p> <p>a) does not take effect unless the Committee, at a meeting held not earlier that 14 and not later than 28 days after the service on the member of a notice under sub-clause 8 (3) confirms the resolution in accordance with this clause; and</p> <p>b) where the member exercises a right of appeal to the M.C.C. under this clause does not take effect unless the M.C.C. confirms the resolution in accordance with</p>

clause.

- (3) Where the committee passes a resolution under sub-clause (1), the secretary shall, as soon as practicable, cause to be served on the member a notice in writing:-
- (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after the service of the notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the member that he may do one or more of the following:-
 - (1) attend that meeting
 - (2) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution
 - (3) not later than 24 hours before the date of the meeting, lodge with the secretary a notice to the effect that he wishes to appeal to the Association in general meeting against the resolution.
- (4) At the meeting of the Committee held in accordance with sub-clause (2), the Committee:-
- (a) shall give to the member an opportunity to be heard.
 - (b) shall give due consideration to any written statement submitted by the member;
 - (c) shall be resolution determine whether to confirm or to revoke the resolution.
- (5) Where the secretary receives a notice under sun-clause (3), he shall notify the Committee and the Committee shall convene a general meeting of the M.C.C. to be held within 21 days after the date on which the Secretary received the notice.
- (6) At a general meeting of the M.C.C. convened under sub-clause (5):-
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution.
 - (c) the member shall be given an opportunity to be heard; and
 - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at a general meeting:-
- (a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

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 - b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after the service of the notice;
 - c) stating the date, place and time of that meeting;
 - d) informing the member that he may do one or more 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
 - III. not later than 24 hours before the date of the meeting, lodge with the secretary a notice to the effect that he wishes to appeal to the Association in general meeting against the resolution.
- (4) At the meeting of the Committee held in accordance with sub-clause 8 (2), the Committee:-
- a) shall give to the member an opportunity to be heard.
 - b) shall give due consideration to any written statement submitted by the member;
 - c) shall be resolution determine whether to confirm or to revoke the resolution.
- (5) Where the secretary receives a notice under sun-clause 8 (3), he shall notify the Committee and the Committee shall convene a general meeting of the M.C.C. to be held within 21 days after the date on which the Secretary received the notice.
- (6) At a general meeting of the M.C.C. convened under sub-clause 8 (5):-
- a) no business other than the question of the appeal shall be transacted;
 - b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution.
 - c) the member shall be given an opportunity to be heard; and
 - d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at a general meeting:-
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(No Change – formatting only)

ANNUAL GENERAL MEETING:

- 9.**
- (1) The M.C.C shall in each calendar year convene an annual general meeting of its members.
 - (2) The annual general meeting shall be held on such day as the Committee determines.
 - (3) The annual general meeting shall be specified as such in the notice convening it.
 - (4) The ordinary business of the annual general meeting shall be:-
 - (a) to confirm the minutes of the last proceeding annual general meeting and of any annual general meeting held since that meeting
 - (b) to receive from the Committee reports upon the transactions of the Association during the last proceeding financial year
 - (c) to elect officers of the association and the ordinary members of the Committee; and
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30 (3) of the Act.
 - (5) The annual general meeting may transact special business of which notice is given in accordance with the rules.
 - (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

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 - b) to receive from the Committee reports upon the transactions of the Association during the last proceeding financial year
 - c) to elect officers of the association and the ordinary members of the Committee;
 - d) to elect a public officer and auditor; and**
 - e) to receive and consider the statement submitted by the Association in accordance with section 30 (3) of the Act.
 - (5) The annual general meeting may transact special business of which notice is given in accordance with the rules.
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(For Approval)

SPECIAL GENERAL MEETING:

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All general meetings other than the annual general meeting shall be called special general meetings.

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(No Change – formatting only)

11.
(1) The Committee may, whenever it deems necessary, convene a special general meeting of the M.C.C. and where, but for this sub-clause, more than 15 months would lapse between the annual general meetings, shall convene a special general meeting before the expiration of

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<p>that period.</p> <p>(2) The Committee shall, on the requisition in writing of members representing not less than 5% of the total number or members, convene a special general meeting of the M.C.C.</p> <p>(3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.</p> <p>(4) If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.</p> <p>(5) A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expense.</p>	<p>(2) The Committee shall, on the requisition in writing of members representing not less than 5% of the total number or members, convene a special general meeting of the M.C.C.</p> <p>(3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.</p> <p>(4) If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.</p> <p>(5) A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expense.</p> <p>(No Change – formatting only)</p>
<p>NOTICE OF MEETING:</p> <p>12.</p> <p>(1) The secretary of the M.C.C shall, at least 14 days before the date fixed for holding a general meeting of the M.C.C., cause to be sent to each member of the M.C.C. at his address appearing in the register of members, a notice pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.</p> <p>(2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.</p> <p>(3) A member desiring to bring any business before a meeting may give notice of that business in writing to the secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.</p>	<p>NOTICE OF MEETING:</p> <p>12.</p> <p>(1) The secretary of the M.C.C shall, at least 14 days before the date fixed for holding a general meeting of the M.C.C., cause to be sent to each member of the M.C.C. at the address appearing in the register of members, a notice pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.</p> <p>(2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.</p> <p>(3) A member desiring to bring any business before a meeting may give notice of that business in writing to the secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.</p> <p>(For Approval)</p>
<p>PROCEEDINGS AT MEETINGS:</p>	<p>PROCEEDINGS AT MEETINGS:</p>

13.

- (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being ordinary business of the annual general meeting shall be deemed to be special business.
- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the times when the meeting is considering that item.
- (3) Ten members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction for the business of a general meeting.
- (4) If within half an hour of the appointed time for commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman 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 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 being present (being not less than 5) shall be a quorum.

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(No Change – formatting only)

14.

- (1) The President, or in his absence, one of the two vice-presidents, shall preside as chairman at each general meeting of the M.C.C.
- (2) If the President and the Vice-Presidents are absent from a general meeting, the members present shall elect one of their number to preside as Chairman of the meeting.

14.

- (1) The President, or in **their** absence, **the Vice-President**, shall preside as chairman at each general meeting of the M.C.C.
- (2) If the President and **the Vice-President** are absent from a general meeting, the members present shall elect one of their number to preside as Chairman of the meeting.

(For Approval)

15.

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

15.

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

<p>(2) where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.</p> <p>(3) expect as provided in sub-clause (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>	<p>(2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.</p> <p>(3) Expect as provided in sub-clause 15 (1) and 15 (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.</p> <p>(No Change – formatting only)</p>
<p>16. A question arising at a general meeting of the M.C.C. shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the M.C.C. is evidence of the fact, without proof of the member or proportion of the votes recorded in favour of, or against, that resolution.</p>	<p>16. A question arising at a general meeting of the M.C.C. shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the M.C.C. is evidence of the fact, without proof of the member or proportion of the votes recorded in favour of, or against, that resolution.</p> <p>(No Change – formatting only)</p>
<p>17. (1) Upon any question arising at a general meeting of the M.C.C., a member has one vote only.</p> <p>(2) All votes shall be given personally or by proxy.</p> <p>(3) In case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.</p>	<p>17. (1) Upon any question arising at a general meeting of the M.C.C., a member has one vote only.</p> <p>(2) All votes shall be given personally by the member’s representative or by proxy.</p> <p>(3) In case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.</p> <p>(For Approval)</p>
<p>18. (1) If at a meeting a poll on any question is demanded by not less than five members, it shall be taken at that meeting in such a manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.</p> <p>(2) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.</p>	<p>18. (1) If at a meeting a poll on any question is demanded by not less than five members, it shall be taken at that meeting in such a manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.</p> <p>(2) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.</p>

	(No Change – formatting only)
<p>19. A member is not entitled to vote at any general meeting unless all moneys due and payable by him to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.</p>	<p>19. A member is not entitled to vote at any general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.</p> <p>(For Approval)</p>
<p>20. (1) Each member shall be entitled to appoint another member as his 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.</p> <p>(2) The notice appointing the proxy shall be in the form set out in appendix 2</p>	<p>20. (1) Each member shall be entitled to appoint an alternative 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.</p> <p>(For Approval)</p>
<p>COMMITTEE OF MANAGEMENT: 21. (2) The affairs of the M.C.C. shall be managed by a Committee of Management constituted as provided in Rule 22.</p> <p>(3) The Committee:-</p> <ul style="list-style-type: none"> (a) shall control and manage the business and affairs of the M.C.C. (b) may, subject to these rules, the regulations and the Act, exercise all such 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 regulations and the Act, 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. 	<p>COMMITTEE OF MANAGEMENT: 21. (1) The affairs of the M.C.C. shall be managed by a Committee of Management constituted as provided in Rule 22.</p> <p>(2) The Committee:-</p> <ul style="list-style-type: none"> a) shall control and manage the business and affairs of the M.C.C. b) may, subject to these rules, the regulations and the Act, exercise all such 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 regulations and the Act, 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. <p>(No Change – formatting only)</p>
<p>22. (1) The officers of the M.C.C. shall be:-</p> <ul style="list-style-type: none"> (1) a President (2) a Vice-President (3) a Treasurer, and /or (4) a Secretary 	<p>22. (1) The officers of the M.C.C. shall be:-</p> <ul style="list-style-type: none"> a) a President b) a Vice-President c) a Treasurer, and /or d) a Secretary

<p>(2) The provisions of Rule 24, so far as they are applicable and with the necessary modifications apply to and in relation to the election of persons to any of the officers mention in sub-clause (1).</p> <p>(3) Each officer of the Association shall hold office until the Annual General Meeting next after the date of his election, but is eligible for re-election.</p> <p>(4) In the event of a casual vacancy in any office referred to in sub-clause (1), the Committee may appoint one of its members to the vacant office and including the conclusion of the Annual General Meeting next following the date of the appointment.</p>	<p>(2) The provisions of Rule 24, so far as they are applicable and with the necessary modifications apply to and in relation to the election of persons to any of the officers mention in sub-clause 22 (1).</p> <p>(3) Each officer of the Association shall hold office until the Annual General Meeting next after the date of his election, but is eligible for re-election.</p> <p>(4) In the event of a casual vacancy in any office referred to in sub-clause 22 (1), the Committee may appoint one of its members to the vacant office and including the conclusion of the Annual General Meeting next following the date of the appointment.</p> <p style="text-align: center;">(No Change – formatting only)</p>
<p>23.</p> <p>(1) Subject to Section 23 of the Act, the Committee shall consist of :-</p> <p style="margin-left: 20px;">(a) the officers of the M.C.C., and</p> <p style="margin-left: 20px;">(b) 8 ordinary members, each of whom shall be elected at the Annual General Meeting of the M.C.C. each year.</p> <p>(2) Each ordinary member of the Committee shall, subject to these rules, hold office until the Annual General Meeting next after the date of his election, but is eligible for re-election.</p> <p>(3) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of his appointment.</p> <p>(4) SUB-COMMITTEES The Committee shall appoint such sub-committees as it sees fit, and determine their formation and terms of reference according to the objects of the Chamber.</p>	<p>23.</p> <p>(1) Subject to Section 23 of the Act, the Committee shall consist of :-</p> <p style="margin-left: 20px;">a) the officers of the M.C.C., and</p> <p style="margin-left: 20px;">b) 8 ordinary members, each of whom shall be elected at the Annual General Meeting of the M.C.C. each year.</p> <p>(2) Each ordinary member of the Committee shall, subject to these rules, hold office until the Annual General Meeting next after the date of his election, but is eligible for re-election.</p> <p>(3) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of his appointment.</p> <p>(4) SUB-COMMITTEES The Committee shall appoint such sub-committees as it sees fit, and determine their formation and terms of reference according to the objects of the Chamber.</p> <p style="text-align: center;">(No Change – formatting only)</p>
<p>ELECTION OF OFFICERS AND VACANCY:</p> <p>24.</p> <p>(1) Nominations of candidates for election as officers of the M.C.C or as ordinary members of the Committee:-</p> <p style="margin-left: 20px;">(a) Shall be made in writing, signed by two members of the association and</p>	<p>ELECTION OF OFFICERS AND VACANCY:</p> <p>24.</p> <p>(1) Nominations of candidates for election as officers of the M.C.C or as ordinary members of the Committee:-</p> <p style="margin-left: 20px;">a) Shall be of a Representative of a Member of the M.C.C.</p>

<p>accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination) and</p> <p>(b) Shall be delivered to the secretary of the M.C.C. not less than 7 days before the date fixed for the holding of the Annual General Meeting.</p> <p>(2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received a the Annual General Meeting.</p> <p>(3) If the number of nominations received is equal to the number of vacancies to be filled, the persons shall be deemed to be elected.</p> <p>(4) If the number of nominations exceeds the number of vacancies to be filled a ballot shall be held.</p> <p>(5) The ballot for the election of officers and ordinary members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.</p> <p>(6) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.</p>	<p>b) Shall be made in writing, signed by two representatives of members of the M.C.C. and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination) and</p> <p>c) Shall be delivered to the secretary of the M.C.C. not less than 7 days before the date fixed for the holding of the Annual General Meeting.</p> <p>(2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received a the Annual General Meeting.</p> <p>(3) If the number of nominations received is equal to the number of vacancies to be filled, the persons shall be deemed to be elected.</p> <p>(4) If the number of nominations exceeds the number of vacancies to be filled a ballot shall be held.</p> <p>(5) The ballot for the election of officers and ordinary members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.</p> <p>(6) In addition to the election of those officers and ordinary members of the committee, a ballot for election shall be held at the Annual General Meeting in such usual and proper manner as the Committee may direct, for:</p> <p>a) A Public Officer as required by the Act. The nomination of a candidate for this election is to be subject to the requirements of nomination of other officers.</p> <p>b) An Auditor as required by the Act.</p> <p>(7) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.</p> <p>(For Approval)</p>
<p>25. For the purposes of these rules, the office of an officer of the M.C.C. or of an ordinary member of the Committee becomes vacant if the officer or member:-</p> <p>(a) ceases to be a member of the M.C.C.</p> <p>(b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or</p> <p>(c) resigns his office by notice in writing given to the secretary.</p>	<p>25. For the purposes of these rules, the office of an officer of the M.C.C. or of an ordinary member of the Committee becomes vacant if:-</p> <p>(a) the member whom the Officer represents ceases to be a member of the M.C.C.</p> <p>(b) the member whom the Officer represents withdraws the nomination for the Officer to represent</p> <p>(c) the member whom the Officer represents becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or</p>

(d) the Officer resigns their office by notice in writing given to the secretary.

(For Approval)

PROCEEDINGS OF THE COMMITTEE OF MANAGEMENT:

26.

- (1) The Committee shall meet at least 6 times in each year at such place and such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any 4 of the members of the committee.
- (3) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) Any 4 members of the Committee constitute a quorum for the transaction of a meeting of the Committee.
- (5) No business shall be transacted 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 shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (6) At meetings of the Committee:-
 - (a) the president or in his absence, the Vice-President shall preside or;
 - (b) if the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- (7) Questions arising at a meeting of the Committee or of any subcommittee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such as the person presiding at the meeting may determine.
- (8) 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 and, in the event of an equality of votes on any question; the person presiding may exercise a second or casting vote.
- (9) Written notice of each committee meeting shall be served on each member of the

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- (6) At meetings of the Committee:-
 - a) the president or in **their** absence, the Vice-President shall preside or;
 - b) if the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- (7) Questions arising at a meeting of the Committee or of any subcommittee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such as the person presiding at the meeting may determine.
- (8) 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 and, in the event of an equality of votes on any question; the person presiding may exercise a second or casting vote.
- (9) **Written notice of each committee meeting shall be served on each member of the**

<p>committee by delivering it to him at a reasonable time before the meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode at least two business days before the date of the meeting.</p> <p>(10) Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.</p>	<p>committee by delivering it to each member in the proscribed manner at least two business days before the date of the meeting.</p> <p>(10) Subject to sub-clause 26 (4) the Committee may act notwithstanding any vacancy on the Committee.</p> <p>(For Approval)</p>
<p>THE SECRETARY: 27.</p> <p>The secretary of the M.C.C. shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.</p>	<p>THE SECRETARY: 27.</p> <p>The secretary of the M.C.C. shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.</p> <p>(No Change – formatting only)</p>
<p>THE TREASURER: 28.</p> <p>(1) The Treasurer of the M.C.C.:-</p> <ul style="list-style-type: none"> (a) Shall collect and receive all moneys due to the M.C.C. and make all payments authorized by the Association; and (b) Shall keep correct accounts and books showing the financial affairs of the M.C.C. with full details of all receipts and expenditure connected with the activities of the M.C.C. <p>(2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.</p>	<p>THE TREASURER: 28.</p> <p>(1) The Treasurer of the M.C.C.:-</p> <ul style="list-style-type: none"> a) Shall collect and receive all moneys due to the M.C.C. and make all payments authorized by the Association; and b) Shall keep correct accounts and books showing the financial affairs of the M.C.C. with full details of all receipts and expenditure connected with the activities of the M.C.C. <p>(2) The accounts and books referred to in sub-clause 28 (1) shall be available for inspection by members.</p> <p>(No Change – formatting only)</p>
<p>REMOVAL OF MEMBER OF COMMITTEE: 29.</p> <p>(1) The M.C.C. in general meeting may by resolution remove any member of the committee before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of the first-mentioned member.</p> <p>(2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the secretary or President of the M.C.C. (not exceeding a reasonable time length) and requests that they be notified to the members of the M.C.C.,</p>	<p>REMOVAL OF MEMBER OF COMMITTEE: 29.</p> <p>(1) The M.C.C. in general meeting may by resolution, remove any member of the committee before the expiration of their term of office and appoint another member in their stead to hold office until the expiration of the term of the first-mentioned member.</p> <p>(2) Where the member to whom a proposed resolution referred to in sub-clause 29 (1) makes representations in writing to the Secretary or President of the M.C.C. (not</p>

<p>the secretary or the President may send a copy of the representations to each member of the M.C.C. or, if they are not sent, the member may require that they be read out at the meeting.</p>	<p>exceeding a reasonable time length) and requests that they be notified to the members of the M.C.C., the Secretary or the President may send a copy of the representations to each member of the M.C.C. or, if they are not sent, the member may require that they be read out at the meeting.</p> <p>(For Approval)</p>
<p>CHEQUES: 30. All cheques, drafts, bills, promissory notes and other negotiable instruments shall be signed by two members of the Committee.</p>	<p>CHEQUES: 30. All cheques, drafts, bills, promissory notes and other negotiable instruments shall be signed by two members of the Committee.</p> <p>(No Change – formatting only)</p>
<p>SEAL: 31. (1) The Common Seal of the M.C.C. shall be kept in the custody of the Secretary. (2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and the Public Officer of the M.C.C.</p>	<p>SEAL: 31. (1) The Common Seal of the M.C.C. shall be kept in the custody of the Secretary. (2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and the Public Officer of the M.C.C.</p> <p>(No Change – formatting only)</p>
<p>ALTERATION OF RULES AND STATEMENT OF PURPOSES: 32. These rules and statement of purposes of the M.C.C. shall not be altered except in accordance with the Act.</p>	<p>ALTERATION OF RULES AND STATEMENT OF PURPOSES: 32. These rules and statement of purposes of the M.C.C. shall not be altered except in accordance with the Act.</p> <p>(No Change – formatting only)</p>
<p>NOTICES: 33. (1) A notice may be served by or on behalf of the M.C.C. upon any member either personally or by sending it by post to the member at his address shown in the Register or Members. (2) Where a document is properly addressed pre—paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of</p>	<p>NOTICES: 33. (1) A notice may be served by or on behalf of the M.C.C. upon any member either personally or by sending it by post to the member at address shown in the Register of Members. (2) Where a document is properly addressed pre-paid (if applicable) and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to</p>

<p>the post.</p>	<p>have been given to the person at the time at which the letter would have been delivered in the ordinary course of the post.</p> <p>(3) Throughout these rules, the use of the word "mail" will include the utilization of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness, except:</p> <ul style="list-style-type: none"> a) In the case of Notice of Meeting for a General Meeting; or b) Where in the rules, "in writing" is stated, when a written, signed notice is required <p>(For Approval)</p>
<p>WINDING UP OR CANCELLATION: 34. In the event of the winding up or the cancellation of the incorporation of the M.C.C., the assets of the M.C.C. shall be disposed of in accordance with the provision of the Act.</p>	<p>WINDING UP OR CANCELLATION: 34. In the event of the winding up or the cancellation of the incorporation of the M.C.C., the assets of the M.C.C. shall be disposed of in accordance with the provision of the Act.</p> <p>(No Change – formatting only)</p>
<p>CUSTODY OF RECORDS: 35. Except as otherwise provided in these rules, the secretary shall keep in his custody or under his control all books, documents and securities of the M.C.C.</p>	<p>CUSTODY OF RECORDS: 35. Except as otherwise provided in these rules, the secretary shall keep in his custody or under his control all books, documents and securities of the M.C.C.</p> <p>(No Change – formatting only)</p>
<p>FUNDS: 36. The funds of the M.C.C. shall be derived from annual subscriptions, donations and such other sources as the Committee determines.</p>	<p>FUNDS: 36. The funds of the M.C.C. shall be derived from annual subscriptions, donations and such other sources as the Committee determines.</p> <p>(No Change – formatting only)</p>