

Constitution

**Sydney Hills Business Chamber
Suite 2.13, 10 Century Circuit Baulkham Hills NSW 2153**

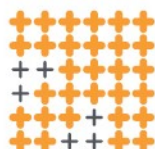
Based on model rules for incorporated associations edition 2009, Office of Fair Trading

Board reviewed: 31st January 2011

Members notified: 14th February 2011

Adopted: 28th February 2011

Constitution 1	
Sydney Hills Business Chamber	1
Suite 2.13, 10 Century Circuit Baulkham Hills NSW 2153	1
Based on model rules for incorporated associations edition 2009, Office of Fair Trading	1
Part 1 – Preliminary	3
1. Definitions	3
Part 2 - Membership	3
2. Membership qualifications	3
3. Nomination for membership	3
4. Cessation of membership	3
5. Membership entitlements not transferable	3
6. Resignation of membership	3
7. Register of members	3
8. Fees and subscriptions	4
9. Members' liabilities	4
10. Resolution of internal disputes	4
11. Disciplining of members	4
12. Right of appeal of disciplined member	5
Part 3 – The board	5
13. Powers of the board	5
14. Constitution and membership	5
15. Election of members	6
16. Secretary	7
17. Treasurer	7
18. Casual vacancies	7
19. Removal of member	7
20. Meetings and quorum	7
21. Delegation by board to sub-committee	8
22. Voting and decisions	8
Part 4 – General meeting	8
23. Annual general meetings – holding of	8
24. Annual general meetings – calling of and business at	9
25. Special general meetings – calling of	9
26. Notice	9
27. Procedure	10
28. Presiding member	10
29. Adjournment	10
30. Making of decisions	10
31. Special resolution	11
32. Voting	11
33. Appointment of proxies	11
Part 5 – Miscellaneous	11
34. Insurance	11
35. Funds – source	11
36. Funds – management	11
37. Alteration of objects and rules	12
38. Authorised Signatories	12
39. Custody of books	12
40. Inspection of books	12
41. Service of notices	12
42. Board conduct	12
43. Objects	13
44. Submissions to Office of Fair Trading - NSW	13
45. Non-profit	13
46. Dissolution	14



Part 1 – Preliminary

1. Definitions

Nil

Part 2 - Membership

2. Membership qualifications

Any person, firm or company engaged in commerce, trade, services, industry or manufacture shall be eligible to make application for membership.

3. Nomination for membership

3.1 Nomination for membership is to be made to the chief executive officer on the form prescribed by the board.

3.2 As soon as practicable after receiving a nomination for membership, the chief executive officer will refer the nomination to the board to approve or to reject the nomination.

3.3 An applicants will then become a member and entered in the member register on payment of the prescribed subscription.

4. Cessation of membership

4.1 The chamber shall have power to terminate the membership of any member whose subscription or levy shall be in arrears for one month after same shall become due. Any arrears of subscriptions or levies shall remain a debt due to, and recoverable by, the chamber.

4.2 A member may terminate membership by resigning at any time by; verbal instruction to any employee of the chamber, letter, facsimile or e-mail delivered to chamber.

4.3 If any member of the chamber or director or partner in a firm which is a member of the chamber shall be convicted of an indictable offence; or adjudged a bankrupt or make a composition or arrangement with his creditors under the provisions of any statute or if any company which is a member shall enter into liquidation whether compulsory or voluntary (save for the purpose or reconstruction), such member, firm or company shall thereupon cease to be a member of the chamber but the board shall have power in its discretion to reinstate him or her.

4.4 If any member acts in a manner detrimental to the interests of the chamber and or is found in breach of the Code of Conduct, the membership of such firm or company may be suspended or terminated by resolution carried by a simple majority of the votes recorded in respect of same at a board meeting, a general or special general meeting.

5. Membership entitlements not transferable

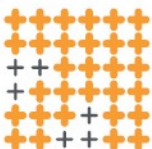
All membership entitlements are not capable of being transferred or transmitted to another member and terminates on cessation of membership.

6. Resignation of membership

A member may terminate membership by resigning at any time by; verbal instruction to any employee of the chamber, letter, facsimile or e-mail delivered to chamber. See also 4.2.

7. Register of members

7.1 The chamber shall keep a register of its members and therein shall be entered the following particulars:



- a) The name and addresses and business classification of each member.
- b) The date upon which the name of each member was entered into the register.
- c) The annual subscription paid by the member and the date on which it was received.
- d) The names of the representatives and that of the representative appointed to attend meetings and vote on behalf of a firm or company.

7.2 The register of members is publicly available on the chamber website free of charge.

8. Fees and subscriptions

8.1 The annual subscription payable by members of the chamber shall be the sum as determined by the board.

8.2 The annual subscription shall be invoiced one month prior to the anniversary of the member's joining date and payable within seven days.

8.3 In determining the annual subscription the board may prescribe differing levels of fees for members of differing classes and sizes.

8.4 The chamber may by resolution of an ordinary General Meeting impose a levy (not exceeding 50% of the appropriate annual subscription in any one financial year) on members of the chamber. Notice of the intention to impose such levy shall be given in writing to all members of the chamber with the Notice convening the General Meeting.

9. Members' liabilities

9.1 Every member of the chamber undertakes to contribute to the assets of the chamber in the event of same being wound up during the time that he or she is a member or within one year afterwards for payment of the debts and liabilities of the chamber contracted before the time at which he or she ceases to be a member and of the costs, charges and expenses of winding up the contributories amongst themselves; such amount as may be required not exceeding one hundred (\$100.00) dollars.

9.2 If upon the winding up or dissolution of the chamber there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the chamber, but shall be paid or distributed among such institutions having objects similar to the objects of the chamber to be determined by the members of the chamber at or before the time of dissolution and in default by the Supreme Court of New South Wales.

10. Resolution of internal disputes

10.1 Disputes between members (in their capacity as members) of the chamber, and disputes between members and the chamber, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.

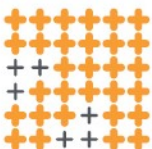
10.2 At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

11. Disciplining of members

11.1 A complaint may be made to the board by any person that a member of the chamber:

- (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the chamber.

11.2 On receiving such a complaint, the board:



- (a) must cause notice of the complaint to be served on the member concerned, and
- (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the board in connection with the complaint, and
- (c) must take into consideration any submissions made by the member in connection with the complaint.

11.3 The board may, by resolution, expel the member from the chamber 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.

11.4 If the board expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the board for having taken that action and of the member's right of appeal under rule 12.

11.5 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 chamber confirms the resolution under rule 12.5, whichever is the latter.

12. Right of appeal of disciplined member

12.1 A member may appeal to the chamber in general meeting against a resolution of the board under rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

12.2 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.

12.3 On receipt of a notice from a member under clause (1), the secretary must notify the board which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.

12.4 At a general meeting of the chamber convened under clause (3):

- (a) no business other than the question of the appeal is to be transacted, and
- (b) the board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
- (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

12.5 If at the general meeting the chamber passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

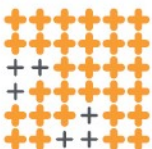
Part 3 – The board

13. Powers of the board

The board:

- (a) is to control and manage the affairs of the chamber, and
- (b) may exercise all such functions as may be exercised by the chamber, other than those functions that are required by these rules to be exercised by a general meeting of members of the chamber, and
- (c) has power to perform all such acts and do all such things as appear to the board to be necessary or desirable for the proper management of the affairs of the chamber.

14. Constitution and membership



14.1 The board consists of;

- (a) elected office bearers; chairperson, deputy chairperson, treasurer and secretary, and
- (b) appointed board members of not more than six, appointed by the office bearers, and
- (c) ex-officio board members being the immediate past chairperson, appointed ambassadors and appointed project officers.

14.2 To be eligible for election and / or appointment to the board, the person must be the nominated representative of the member organisation who in turn has been a full financial member of Sydney Hills Business Chamber for at least 12 months.

14.3 To be eligible for election and / or appointment to the office of chairperson, deputy chairperson, treasurer or secretary the person must have been a member of the board for at least 6 months.

14.4 No one person can hold the office of chairperson, deputy chairperson, treasurer and secretary for more than 5 years in each office or an accumulative time frame of 10 years for those who hold more than one office during their tenure on the board.

14.5 No one person can hold membership to the board for more than 15 years, inclusive of any time holding the office of chairperson, deputy chairperson, treasurer or secretary.

14.6 There are three categories of ex-officio members of the board. These are; immediate past chairperson, appointed ambassadors, appointed project officers. Ex-officio members do not have voting rights at board meetings, cannot be appointed as a chairperson at such meetings and are excluded from the participation requirements of such meetings. Ex-officio members are afforded all other rights and compensation as those of other board members.

14.7 Ambassadors are appointed by the board. These appointments are only to be bestowed upon individuals for outstanding contributions to the chamber. Each appointment will be by a unanimous vote of the board based on a written and endorsed submission by at least two board members.

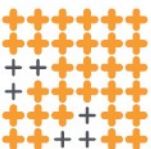
14.8 Project officers are appointed by the board. These appointments are bestowed upon individuals on a project basis with a defined period of tenure, where such individuals bring a level of expertise not available from the board, the membership or through a support or strategic partnership arrangement. Each appointment will be by simple majority vote of the board.

15. Election of members

15.1 The chairperson, deputy chairperson, treasurer and secretary shall be elected by a simple majority ballot at the Annual General Meeting. All other members of the board shall be appointed as needed by the elected members. The board shall hold office until the next Annual General Meeting when they shall retire but shall be eligible for re-election. Any casual vacancy may be filled by appointment by the board.

15.2 Nominations of candidates for election

- (a) must be made in writing, signed by two members of the chamber and accompanied by the written consent of the candidate (using the designated form of the nomination), and
- (b) must be delivered to the secretary of the chamber at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.



15.3 If insufficient nominations are received to fill all vacancies on the board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

15.4 If insufficient further nominations are received, any vacant positions remaining on the board are taken to be casual vacancies.

15.5 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

15.6 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

15.7 The ballot for the election of office-bearers and ordinary members of the board is to be conducted at the annual general meeting in such usual and proper manner as the board may direct.

16. Secretary

The secretary of the chamber must, as soon as practicable after being appointed as secretary, lodge notice with the chamber of his or her address.

It is the duty of the secretary to keep minutes of:

- (a) all appointments of office-bearers and members of the board
- (b) the names of members of the board present at a board meeting or a general meeting, and
- (c) all proceedings at board meetings and general meetings.

Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

17. Treasurer

The treasurer shall keep such books of accounts as may be necessary to constitute a true and fair record of the financial position and operations of the chamber and shall present financial statements as and when required by the board. The treasurer shall place before each Annual General Meeting a balance sheet and a profit and loss account for the financial year just ended, both duly audited.

18. Casual vacancies

A member of the board shall cease to be a member of the board:

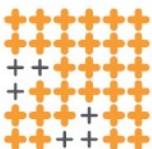
- (a) upon his or her ceasing to be a member of the chamber,
- (b) upon receipt of a notice by such a member and as accepted at any board, special, annual or general meeting.

19. Removal of member

A member of the board shall cease to be a member of the board:

- (a) upon his or her absence from any two (2) board meetings as an absentee or any four (4) board meetings for any other reason unless such absence is authorised by the board,
- (b) should he or she act in a manner detrimental to the interests of the chamber, or his or her performance be deemed unsatisfactory and or is found in breach of the constitution at which time the person may be suspended or terminated by resolution carried by a simple majority of the votes recorded in respect of same at a board meeting, a general or special general meeting.
- (c) upon his or her election / appointment as a councillor for any local government or as a member of either house of any state or federal parliament.

20. Meetings and quorum



20.1 There shall be at least four (4) general meetings of the chamber in each year at a time and place to be determined by the board of which one of these meetings will be deemed an Annual General Meeting. Members shall be given at least fourteen (14) days notice in writing of such meetings. Special general meetings shall be called by the secretary if so instructed by a general meeting, the chairperson or at the request of at least five (5) per cent of the total number of members. Fourteen (14) clear days notice in writing of special general meetings shall be given to members. The board shall hold its meetings at least four (4) times in each period of twelve (12) months.

20.2 An Annual General Meeting of the chamber shall be held not later than six (6) months after the close of each financial year to receive the board's report and the treasurer's financial statement for that financial year and to deal with any other business brought forward in conformity with the rules of the chamber. Fourteen (14) clear days notice in writing of such meeting shall be given to members.

20.3 The chairperson or, in his or her absence, the deputy chairperson shall preside at all meetings of the chamber. If at any meeting neither the chairperson nor deputy chairperson is present, within thirty (30) minutes of the appointed starting time, the meeting shall appoint a chairperson from one of the remaining members of the board other than any of the ex-officio members.

20.4 All meetings will have a quorum consisting of at least half of all current board members. In the absence of a quorum, the meeting will be rescheduled.

20.5 At all meetings the business shall (unless otherwise provided for in these rules) be decided by a simple majority with the chairperson having a casting vote in addition to his or her deliberative vote. Ex-officio board members do not have the right to vote unless they are attending an annual general, general or special general meetings as a financial member organisation representative.

21. Delegation by board to sub-committee

The board shall have power to appoint sub-committees and to appoint a chairperson of any sub-committee and to otherwise regulate the proceedings of such sub-committee and to delegate to any subcommittee so appointed such of their powers as they shall think necessary. The chairperson and secretary shall ex officio be members of all sub-committees.

22. Voting and decisions

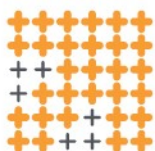
22.1 Votes at a board meeting, a general meeting or the Annual General Meeting may be given either personally or by proxy or in the case of a company by a duly appointed representative. The instrument appointing a proxy shall be in such form as the board may from time to time prescribe and in writing under the hand of the member or of a company under the common seal or under the hand of one of its directors authorised in that behalf and shall be deposited with the secretary not later than twenty-four (24) hours before the time for holding the meeting. No member may hold more than five (5) proxies. When any firm or company shall in its corporate capacity be a member of the chamber only one of such firm or company or its accredited representative shall be entitled to vote at any one time. The returning officer shall be the secretary.

22.2 All ballots are decided on by a simple majority.

Part 4 – General meeting

23. Annual general meetings – holding of

With the exception of the first annual general meeting of the chamber, the chamber must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the chamber, convene an annual general meeting of its members.



24. Annual general meetings – calling of and business at

24.1 The annual general meeting of the chamber shall be held not later than six (6) months after the close of each financial year to receive the board's report and the treasurer's financial statement for that financial year and to deal with any other business brought forward in conformity with the rules of the chamber. Fourteen (14) clear days notice in writing of such meeting shall be given to members.

24.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
- (b) to receive from the board reports on the activities of the association during the last preceding financial year,
- (c) to elect office-bearers of the chamber and ordinary members of the board,
- (d) to receive and consider the statement which is required to be submitted to members under section 26.6 of the Act.

24.3 An annual general meeting must be specified as such in the notice convening it.

25. Special general meetings – calling of

25.1 The board may, whenever it thinks fit, convene a special general meeting of the chamber.

25.2 The board must, on the requisition in writing of at least 5 percent of the total number of members, convene a special general meeting of the chamber.

25.3 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.

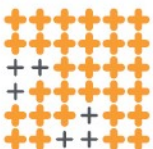
25.4 If the board fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

25.5 A special general meeting convened by a member or members as referred to in clause 25.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the board and any member who consequently incurs expenses is entitled to be reimbursed by the chamber for any expense so incurred.

26. Notice

26.1 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.

26.2 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 clause 26.1, the intention to propose the resolution as a special resolution.



26.3 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 rule 24.2.

26.4 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.

27. Procedure

27.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

27.2 Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

27.3 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.

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

28. Presiding member

28.1 The chairperson or, in the chairperson's absence, the vice-president, is to preside as chairperson at each general meeting of the chamber.

28.2 If the chairperson and the deputy chairperson are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

29. Adjournment

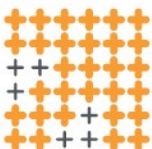
29.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished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

29.2 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 chamber stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

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

30. Making of decisions

30.1 A question arising at a general meeting of the chamber is to 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 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 minutes of the chamber, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

30.2 At a general meeting of the chamber, a poll may be demanded by the chairperson or by at least three members present in person or by proxy at the meeting.

30.3 If a poll is demanded at a general meeting, the poll must be taken:

- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

31. Special resolution

A resolution of the chamber is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the chamber as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Commissioner.

32. Voting

32.1 At all meetings the business shall (unless otherwise provided for in these rules) be decided by a simple majority with the chairperson having a casting vote in addition to his or her deliberative vote. Ex-officio board members do not have the right to vote unless they are attending an annual general, general or special general meetings as a financial member organisation representative.

32.2 All votes must be given personally or by proxy but no member may hold more than five proxies

33. Appointment of proxies

33.1 Each member is to be entitled to appoint another member as 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.

33.2 The notice appointing the proxy is use the form as designated by the board.

Part 5 – Miscellaneous

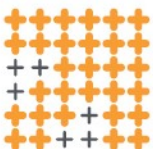
34. Insurance

The chamber may effect and maintain insurance.

35. Funds – source

The income and property of the chamber whencesoever derived shall be applied solely towards the promotion of the objects of the chamber as set forth in the constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise whosoever to the members of the chamber. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants or persons employed by the chamber or to any member of the association or to any member or person for services rendered to the chamber.

36. Funds – management



Subject to any resolution passed by the chamber in general meeting, the funds of the chamber are to be used in pursuance of the objects of the chamber in such manner as the board determines.

37. Alteration of objects and rules

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the chamber in a general meeting or special meeting.

38. Authorised Signatories

The authorised signatories of the chamber are; chairperson, deputy chairperson, treasurer, secretary, public officer.

Any document requiring authorisation from the chamber as an association shall be attested by the signatures of the public officer and chairperson. If in the absence of the chairperson, any one of the above elected positions can sign on his or her behalf.

39. Custody of books

Except as otherwise provided by these rules, the chief executive officer under the stewardship of the secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the chamber.

40. Inspection of books

The records, books and other documents of the chamber shall be open to inspection, free or charge by a member of the chamber at any reasonable hour.

41. Service of notices

41.1 For the purpose of these rules, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post to the address of the person, or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

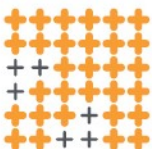
41.2 For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:

- (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.

42. Board conduct

42.1 Board members will not disclose official information or documents acquired as a consequence of membership of the board other than is required by law or when the member has been given proper authority to do so.

42.2 Board members will not accept gifts or benefits that could place them under an actual or perceived financial or moral obligation to other organisations or to individuals. Only gifts or hospitality of token or nominal value may be accepted. Accepting such gifts or benefits is essentially a matter of judgement. An board member must be satisfied that their position will not in any way be compromised or appear to be compromised by acceptance. A register of such gifts will be maintained by the chief executive officer.



42.3 Board members will disclose interests to the board (which include positions and pecuniary interests) in corporations, partnerships or other businesses that may be relevant to the activities of the board. A register of such interests will be maintained by the chief executive officer. When a conflict arises, the board member must as soon as practicable disclose full and accurate details of the interest or issue to the board.

42.4 Board members are expected to attend all board meetings (11), all general meetings (3) and the annual general meeting. It is expected that board members will attend all events organised by Sydney Hills Business Chamber. It is expected that board members will attend at least one other event per calendar year as a representative of the chamber.

43. Objects

43.1 The objects for which the chamber is established are:

- a) To promote and protect the internal and external trade, commerce, transport, the manufactures and industries of The Hills Shire.
- b) To consider all questions connected with such trade, commerce, transport, manufactures and industries.
- c) To promote, support or oppose legislative or other measures affecting such trade, commerce, transport, manufactures and industries.
- d) To collect and circulate statistics and other information relating to such trade, commerce, transport, manufactures and industries.
- e) To form a constitution and relevant by-laws for all stakeholders within the chamber.
- f) To undertake training and education for the benefit of members.
- g) To purchase, lease, hire or otherwise acquire for the purpose of the chamber any real or personal property so far as the law may allow and from time to time to sell, demise, let, mortgage or dispose of the same.
- h) To erect, maintain, improve or alter any building for the purpose of the chamber.
- i) To borrow or raise money by the issue of or upon bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the chamber or any mortgage or charge of all or any part of the property of the chamber.
- j) To invest and deal with the moneys of the chamber not immediately required upon such securities and in such manner as may from time to time be determined.
- k) To engage professional assistance of any kind and to remunerate any person for services rendered or to be rendered in or about the formation or promotion of the chamber.
- l) To raise money by subscription and to grant rights and privileges to subscribers.
- m) To do all such things as may be conducive to the extension of trade, commerce, transport, manufactures and industries or incidental to the attainment of the above objects.

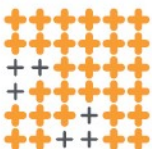
44. Submissions to Office of Fair Trading - NSW

44.1 A copy of this constitution has or will be sent to the Office of Fair Trading to ensure it conforms with the various legal requirements of an Incorporated Association.

44.2 An annual statement, Office of Fair Trading - Form 12, will be submitted within 30 days after the annual general meeting by the public officer.

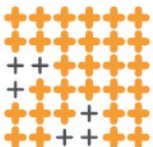
45. Non-profit

45.1 The assets and income of the chamber shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

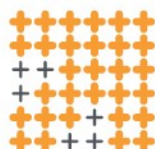


46. Dissolution

46.1 In the event of the chamber being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.



31 st January 2011	
Previous version	New Version
Contents; nil	Contents; 45 Non-profit Contents; 46 Dissolution
	Added to contents
45 – no previous clause	45. Non-profit The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.
	Included statement to support objects and claim for ATO and software provider recognition.
46 – no previous clause	46. Dissolution In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.
	Included statement to support objects and claim for ATO and software provider recognition.
27 th September 2010	
Previous version	New Version
Contents; 38 Common Seal	Contents; 38 Authorised Signatories
	Changed title
38. Common Seal The common seal of the chamber shall be kept in the custody of the chief executive officer. The common seal shall not be affixed to any instrument except by the authority of the board and the affixing of the common seal shall be attested by the signatures of any two of the chairperson, deputy chairperson, treasurer and secretary.	38. Authorised Signatories The authorised signatories of the chamber are; chairperson, deputy chairperson, treasurer, secretary, public officer. Any document requiring authorisation from the chamber as an association shall be attested by the signatures of the public officer and chairperson. If in the absence of the chairperson, any one of the above elected positions can sign on his or her behalf.
	Update intent based on the changes in the model rules and the deletion of the common seal as a requirement.
27 th July 2010	
Previous version	New Version
Executive committee; 4.4, 12.1, 14.3, 14.4, 14.6, 14.7, 14.8, 15.3, 15.4, 15.7, 18 b), 19 b), 20.3, 20.4, 20.5, 21, 22.1, 24.2 b), c), 25.5, 31.1, 36, 42.1, 42.3, 42.4 and corresponding titles within contents page.	Board; 4.4, 12.1, 14.3, 14.4, 14.6, 14.7, 14.8, 15.3, 15.4, 15.7, 18 b), 19 b), 20.3, 20.4, 20.5, 21, 22.1, 24.2 b), c), 25.5, 31.1, 36, 42.1, 42.3, 42.4 and corresponding titles within contents page.
	The name the name 'executive' and the name 'committee' was changed to 'board' in all instances within the constitution.
Executive officer; 3.1, 3.2, 38, 39, 42.2, 42.3.	Chief executive officer; 3.1, 3.2, 38, 39, 42.2, 42.3
	The title 'executive officer' was changed to 'chief executive office' in all instances within the constitution.



28 th June 2010	
Previous version	New Version
Executive committee; 3.1, 3.2, 4.3, 8.1, 8.3, 11.1, 11.2, 11.3, 11.4, 12.3, 12.4, Part 3 title, 13, 14.1, 14.2, 14.5, 14.6, 14.7, 14.8, 15.1, 16, 17, 18, 19, 20.1, 20.2, 21, 22, 24.1, 25.1, 25.2, 25.4, 33.2, 38, 42, 42.1, 42.2, 42.3, 42.4 and corresponding titles within contents page.	Board; 3.1, 3.2, 4.3, 8.1, 8.3, 11.1, 11.2, 11.3, 11.4, 12.3, 12.4, Part 3 title, 13, 14.1, 14.2, 14.5, 14.6, 14.7, 14.8, 15.1, 16, 17, 18, 19, 20.1, 20.2, 21, 22, 24.1, 25.1, 25.2, 25.4, 33.2, 38, 42, 42.1, 42.2, 42.3, 42.4 and corresponding titles within contents page. The name 'executive committee' was changed to 'board' in all instances within the constitution.
President; 14.1, 14.2, 14.3, 14.4, 14.5, 14.6, 15.1, 20.1, 20.3, 28.1, 28.2, 38.	Chairperson; 14.1, 14.2, 14.3, 14.4, 14.5, 14.6, 15.1, 20.1, 20.3, 28.1, 28.2, 38. The title 'president' was changed to 'chairperson' in all instances within the constitution.
Vice president; 14.1, 14.3, 14.4, 14.5, 15.1, 20.1, 20.3, 28.2, 38.	Deputy chairperson; 14.1, 14.3, 14.4, 14.5, 15.1, 20.1, 20.3, 28.2, 38. The title 'vice president' was changed to 'deputy chairperson' in all instances within the constitution.
1 st January 2010	
Previous version	New Version
See shbc_constitution_january_2010_amendment_log	See shbc_constitution_january_2010_amendment_log See commentary in amendment log

