



**The Greater Narellan
Business Chamber**

Narellan Chamber of Commerce &
Industry Ltd
ACN 056 274 787

Constitution

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Constitution of Narellan Chamber of Commerce & Industry Ltd.

1 Name

The name of the Chamber is Narellan Chamber of Commerce and Industry, Limited.

2 Replaceable Rules Displaced

The provisions of the *Corporations Act* 2001 (Cth) that operate as replaceable rules do not apply to the Chamber.

3 Interpretation

Definitions

"**Board**" means the Executive Board of the Chamber as elected or otherwise appointed by the Chamber's members pursuant to this Constitution.

"**Chamber**" means the Narellan Chamber of Commerce and Industry, Limited.

"**Committee**" means a committee of financial members of the Chamber and who have been appointed by the Executive Board constituted under clauses 18.2 of this Constitution.

"**Constitution**" means this Constitution as amended from time to time.

"**Corporations Act**" means The Corporations Act 2001 (Commonwealth).

"**Director**" means a person holding office as a member of the Board of the Chamber.

"**Financial Member**" means a member entered on the Chamber's register of members that has paid his or her membership fee when due and does not have any money outstanding to the Chamber in excess of 90 days.

"**General Meeting**" means a meeting of the Chamber's members.

"**Membership Application**" means the membership application form prescribed in the Regulations made pursuant to this constitution or such other form or forms as may be approved by Board from time to time.

"**President**" means the person appointed as President by the membership in accordance with this constitution or prescribed by regulation.

"**Regulation**" means a regulation made by the Board in accordance with clause 17.11.9.

"**Seal**" means the common seal (if any) of the Chamber.

"**Reference to a clause**" is a reference to a clause of this constitution.

"**Register**" means the register of members under the Corporations Act.

"**Secretary**" means any person appointed to perform the duties of a secretary of the Chamber and includes an honorary secretary.

"**written**" or "**in writing**" means any writing whether communicated by post, facsimile or email.

In this Constitution, unless the contrary intention appears:

- 3.1 the singular includes the plural and vice versa and words importing a gender include the other gender;
- 3.2 words importing natural persons include corporations;
- 3.3 headings are for ease of reference only and do not affect the construction of this Constitution; and
- 3.4 in this Constitution unless the contrary intention appears:
 - 3.4.1 an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the *Corporations Act*, the same meaning as in that provision of the *Corporations Act*, and
 - 3.4.2 "section" means a section of the *Corporations Act*.
- 3.5 Where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions, or in any other manner approved by Directors.

4 Principles and Objects of Chamber

- 4.1 To support businesses and maximise their potential.
- 4.2 To passionately advocate for business in the region.
- 4.3 To keep members apprised of the market conditions in which we operate.
- 4.4 To give back to our community.

5 Powers

The Chamber has the legal capacity and powers of an individual and also has all the powers of a Body Corporate under the Corporations Act and the powers set out in subsection 124(1)(b), (f) and (h) of the *Corporations Act* namely to:

- 5.1 issue debentures (despite any rule of law or equity to the contrary, this power includes a power to issue debentures that are irredeemable, redeemable only if a contingency, however remote, occurs, or redeemable only at the end of a period, however long);
- 5.2 grant a floating charge over the Chamber's property;
- 5.3 do anything that is authorised to do by any other law (including a law of a foreign country);
- 5.4 The powers set forth in subsection 124(1) of the *Corporations Act* do not apply to the Chamber except in so far as they are included in clause 5.

6 **Income and Property**

- 6.1 The income and property of the Chamber whencesoever derived must be applied solely towards the promotion of the objects of the Chamber as set forth in this constitution and the reasonable costs incurred by the Chamber in carrying out these objects.
- 6.2 Subject to clause 7.2, no portion of the income and property of the Chamber may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever to members or directors of the Chamber.

7 **Payments to Directors and Members**

- 7.1 The payment of fees to the Board and other Committee members, in whatever form, is prohibited to persons serving in that capacity.
- 7.2 Despite clause 7.1, payments may be made to a member of the Board or a Committee:
- 7.2.1 for out-of-pocket expenses incurred on behalf of the Chamber in carrying out the duties of a member of the Board or the Committee, including re-imbusement for meals, where the payments do not exceed an amount previously approved by the Board;
- 7.2.2 for any service rendered to the Chamber in a professional or technical capacity, where the provision of that service has the prior approval of the Board and the amount payable is approved by a resolution of the Board and is on reasonable commercial terms;
- 7.2.3 of any amount expended on or in connection with the promotion and setting up of the Chamber;
- 7.2.3 of consideration for goods supplied in the ordinary and usual course of business;
- 7.2.4 of interest on money lent to the Chamber at a rate not exceeding the rate of interest charged by the Chamber's principal bankers from time to time on its overdrawn account or, if the Chamber's account with its principal bankers is not overdrawn at the relevant time, the rate of interest certified by the Chamber's principal bankers as the rate which they would charge the Chamber if its account were overdrawn at that time;
- 7.2.5 of reasonable and proper rent for premises leased to the Chamber; or
- 7.2.6 as an employee of the Chamber whose appointment has been ratified by the Board and whose terms of employment have been approved by a resolution of the Board and provided that no more than one employee of the Chamber at any one time may be a member of the Board.

8 **Liability of Members Limited**

- 8.1 The liability of the members of the Chamber is limited.

9 **Guarantee by Members**

- 9.1 Every member of the Chamber undertakes to contribute to the property of the Chamber, in the event of it being wound up while the member is a member or within 1 year after the member ceases to be a member, for payment of the debts and liabilities of the Chamber contracted before the member ceases to be a member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding twenty dollars (\$20.00).

10 **Application of Property on Winding Up**

- 10.1 If upon the winding up or dissolution of the Chamber there remains after satisfaction of all its debts and liabilities any property whatsoever, that property may not be paid to or distributed amongst the members of the Chamber but must be given or transferred to one or more other chambers funds, which has objects similar to the objects of the Chamber.

11 **Financial Records**

- 11.1 Financial records must be kept by the Chamber in accordance with Part 2M.2 of the *Corporations Act*. The financial year of the Chamber shall be 30 June in each and every year unless otherwise determined by the Board.

12 **Membership**

- 12.1 The following class of applicants may apply to join the Chamber:

12.1.1 a natural person;

12.1.2 registered corporation; or

12.1.3 an unincorporated body, such as an association.

- 12.2 The Chamber has the following categories of members:

12.2.1 Ordinary Members; and

12.2.2 Honorary Members.

12.3 Application for Membership:

- 12.3.1 Membership period is for a period of 12 months, commencing on the date that the application for membership is submitted.

- 12.3.2 Every applicant for membership must complete and lodge with the Chamber a membership application and make payment of membership fee. Lodgement may be either on-line or in writing or in such other form as proposed from time to time by the Board.
- 12.3.3 Upon the receipt of any application for membership, that application must be considered by the Board or its delegate, which must thereupon determine upon the admission or rejection of the applicant. In no case is the Board or its delegate required to give any reason for the rejection of an applicant.
- 12.1.4 In the event that a person's membership application is not accepted then any membership fees paid shall be refunded by the Chamber to that applicant.

12.4 Membership fee

- 12.4.1 The membership fee payable by members shall be determined from time to time by the Board.
- 12.4.2 All membership fees become due and payable on application for membership.
- 12.4.3 The Board may, if hardship or other sufficient cause is shown, reduce or remit any entrance fee or annual subscription payable by a member.
- 12.4.4 The members have no liability as members except as set out in clauses 8 and this clause 25.
- 12.4.5 Membership fees and any rights and privileges of members are non-transferable.

12.6 Life Membership

- 12.6.1 Life members may be appointed and ratified by the Board, in recognition for long standing membership and outstanding service to commerce and industry in the Narellan area.

12.7 Cessation of Membership

- 12.7.1 If the membership fee remains unpaid for 30 days, or, any other monies owed to the Chamber by a member remains unpaid for a period of 3 calendar months after it becomes due then the member may after notice of the non-payment has been sent to him or her by a person authorised by the Board, by resolution of the Board be determined as having ceased to be a member and be barred from all privileges of membership. The Board may reinstate the member on payment of all arrears if the Board so determines.
- 12.7.2 A member may at any time by giving notice in writing to the President or the Board to resign his or her membership of the Chamber but continues to be liable for any annual subscription and all arrears due and unpaid at the date of his or her resignation and for all other moneys due by him or her to the Chamber and in addition for any sum not exceeding twenty dollars (\$20.00) for which he or she is liable as a member of the Chamber under clause 8.
- 12.7.3 Any member who is declared bankrupt or convicted of a serious offence (in the case of an individual), or, is placed into administration (in the case of a company) will have its membership expelled.

12.7.4 All members are required to conduct themselves in a professional manner at all Chamber events. If any member wilfully refuses or neglects to comply with the provisions of the constitution of the Chamber or is guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the Chamber (which include but is not limited make disparaging comments regarding another member that have the potential to damage the professional or personal reputation of that member) the Board may by resolution censure, suspend or expel the member from the Chamber.

12.8 Notice of censure, suspension or expulsion Meeting

12.8.1 At least 1 week before the meeting of the Board at which a resolution is proposed as outlined in clause 12.7.4 is to be considered, the member concerned must be given written notice of the meeting and of what is alleged against him or her and of the intended resolution, and the member must at that meeting and before the passing of that resolution be given an opportunity to give orally or in writing any explanation to the Board which the member may think fit.

12.8.2 Any such member may by notice in writing lodged with the Secretary at least 24 hours before the time for holding the meeting at which the resolution is to be considered by the Board, elect to have the question dealt with by the membership.

12.8.3 If any such member elects to have the matter dealt with by the membership, it shall be dealt with at the next general meeting and, if at the meeting such a resolution is passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member concerned will be punished, by way of censure or suspension, accordingly, and in the case of a resolution for his or her expulsion, the member will be expelled.

12.8.4 Any cessation of membership whatsoever will not entitle a member to a refund of any membership fees. Any unpaid fees, dues or monies owed by such a member to the Chamber are still due and, if not already due immediately, will become due immediately on the cessation of membership.

13 Register of members

13.1 The Board will cause to be maintained a register of all members of the Chamber, stating the name, address for service and the date that the entry into the register for that member was made, for each Chamber member.

13.2 If there are more than 50 members, then the register must contain an index.

13.3 The register must also contain the name, address for service and the date of cessation for all former members of Chamber, for a period of 7 years.

13.4 The register will be stored in hard copy or electronically by the Secretary.

14 General Meetings

14.1 The Board may call a general meeting of the company's members.

- 14.2 Members may request that the Board call a general meeting where 50% or more of the members wish to so direct the Board.

Proceedings at General meetings

- 14.3 No business may be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 14.4 No resolution may be passed at any general meeting unless a quorum of members is present at the time when the resolution is put to the vote of the meeting.
- 14.5 Save as herein otherwise provided, 10 members constitute a quorum.
- 14.6 If a member attending a general meeting is also a proxy for a member, he or she is to be counted only once in determining whether a quorum is present.
- 14.7 The Chamber must cause minutes to be made of all proceedings at all meetings of the Chamber and such minutes must be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting or by the Chairman of the General Committee following approval of such minutes at the next succeeding meeting of the General Committee following the general meeting of the Chamber.
- 14.8 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, is dissolved; in any other case it stands adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than 5) constitute a quorum.

Chair of Meetings

- 14.9 The President or any member of the Board as delegated by the President will preside as Chairperson at each meeting of the Chamber, or if there is President, or if s/he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President must be the Chairperson or if the Vice President is not present or is unwilling to act then the members present may elect 1 of their number to be Chairperson of the meeting.
- 14.10 The Chairperson may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting. Save as aforesaid it is not necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

Voting at General Meetings

- 14.11 At any general meeting a resolution put to the vote of the meeting is to be decided by ballot.
- 14.12 Only members that are financial members may vote at meeting.
- 14.13 Voting member may vote in person or by proxy.

- 14.14 A proxy must be a financial member of Chamber. If using a proxy, it must be in the form set out in schedule 1 of this Constitution.
- 14.15 All forms purporting to appoint a proxy must be received by the Secretary by 5pm, the day of the meeting that the proxy is intending to attend. It may be handed to the secretary or received by email or fax. Any proxies that are received after 5pm will be invalid.
- 14.16 The Chamber may hold a meeting of its members at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

15 Annual General Meetings

- 15.1 An annual general meeting (**AGM**) of the Chamber must be held in accordance with the provisions of the *Corporations Act*.
- 15.2 At least 21 days' notice must be given of an AGM. However, if all the members entitled to attend and vote at the AGM agree beforehand, then shorter notice may be given, unless the resolution will be put forward at such meeting seeks to:
 - 15.2.1 Appoint or remove a member of the Board; or
 - 15.2.2 Removes an appointed auditor.

16 Extraordinary General Meetings (EGM)

- 16.1 The President or any 5 members of the Board or 30 members of the Chamber may whenever, he, she or they think fit requisition a general meeting. General meetings must be convened on such requisition or in default may be convened by such requisitioning persons in accordance with the provisions of the *Corporations Act*.
- 16.2 Subject to the provisions of the *Corporations Act* relating to special resolutions and agreements for shorter notice, a minimum of 21 days' notice must be given to such persons as are entitled to receive such notices from the Chamber.
- 16.3 A notice of general meeting must:
 - 16.3.1 Set out the place (which must be located in New South Wales), date and time for the meeting;
 - 16.3.2 The general nature of the business to be transacted at the meeting;
 - 16.3.3 If a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution; and
 - 16.3.4 Contain a statement that a member has the right to appoint a proxy who must be a member of the Chamber.

17 The Executive Board

Election of members to the Board

The members of the Chamber shall elect the Executive Board of the Chamber unless otherwise specified in this clause 17.

17.1 The election of members of the Board must take place in the following manner:

17.1.1 Any 2 members of the Chamber may nominate any other person to serve as a member of the Board.

17.1.2 The nomination, which must be in writing and signed by the candidate and his or her proposer and seconder, must be lodged with the secretary before the AGM of the Chamber within the period nominated by the Board. This period must not be any less than 4 days before the AGM.

17.1.3 Balloting lists must be prepared (if necessary) containing the names of the candidates only in alphabetical order. Each member present at the AGM of the Chamber is entitled to vote for any number of such candidates not exceeding the number of vacancies.

17.2 If there is an insufficient number of candidates nominated the Board may fill the remaining vacancy or vacancies at any time following the AGM.

17.3 The Board shall comprise of at least (or as amended from time to time) the following roles (with each Board Director being a noted role or responsibility prior to the AGM):

- | | |
|-----------------------|-----------------------|
| a. President | f. Executive Director |
| b. Vice-President | g. Executive Director |
| c. Secretary | h. Executive Director |
| d. Treasurer | i. Executive Director |
| e. Executive Director | j. Executive Director |

With these titles and positions as amended by the Board from time to time.

17.4 On and from the date of the 2022 Annual General Meeting, the maximum term for any member in any one particular role of the Board is for two (2) consecutive terms, unless such role remains vacant at the end of the relevant Annual General Meeting. If such a vacancy occurs, then a member who has previously served for two (2) consecutive terms in that role may remain in the role until an alternative member is appointed to that role at the absolute discretion of the Board.

17.5 The members of the Chamber in general meeting may by resolution of which notice pursuant to section 203D of the *Corporations Act* has been given remove from the Board before the expiration of his or her period of office, and may by a resolution appoint another person in his or her stead. The person so appointed holds office for the balance of the term of office which the former office bearer or other director would otherwise have served.

For the 2022 Annual General Meeting only

17.6 At the 2022 Annual General Meeting (**2022 AGM**), the persons occupying the following Board positions (as set out in clause 17.3) must retire and may seek re-election at the 2022 AGM:

- The Vice-President (2 year term).
- The Treasurer (2 year term).

- c. Three (3) Executive Director positions (2 year terms) who agree to voluntarily retire or otherwise to ensure rotational terms of these positions will be as determined by the Board. If the Board cannot agree, the three (3) Executive Director positions will be determined by lot in a manner determined by the Board.

17.7 The remaining Directors will continue in their respective roles until the 2023 Annual General Meeting.

Each subsequent even year

17.8 Subject to the maximum term permitted under clause 17.4, in each subsequent even year commencing on and from the 2024 Annual General Meeting, each of the Directors occupying the positions referred to in clause 17.6 must retire and may seek election for the same or different position.

For the 2023 Annual General Meeting only

- 17.9 At the 2023 Annual General Meeting (**2023 AGM**), the persons occupying the following Board positions (as set out in clause 17.3) must retire and may seek re-election at the 2023 AGM:
- a. The President (2 year term).
 - b. The Secretary (2 year term).
 - c. Three (3) Executive Director positions (2 year terms) who were not elected to those positions at the 2022 AGM.

Each subsequent odd year

17.10 Subject to the maximum term permitted under clause 17.4, in each subsequent odd year commencing on and from the 2025 Annual General Meeting, each of the Directors occupying the positions referred to in clause 17.9 must retire and may seek election for the same or different position.

Powers and Duties of the Board

17.11 Subject to the Corporations Act, the Board shall have the following powers and duties:

17.11.1 to meet at least four times in each year;

17.11.2 to elect the office bearers of the Chamber;

17.11.3 to approve the annual budget for the Chamber;

17.11.4 to consider, and, if appropriate, determine such other things as may be requested by the members from time to time;

17.11.5 to make appointments to any Committee;

17.11.6 to delegate such powers and duties of the Board may determine from time to time;

17.11.7 to fill any vacancy in the Board in accordance with the Constitution;

17.11.8 to consider any general business as the membership may determine from time to time; and

17.11.9 to make, amend or repeal regulations, not being inconsistent with the Corporations Act or this Constitution, in relation to all matters reserved to the Board for decision in this Constitution.

- 17.12 The Board must cause minutes to be made:
- 17.12.1 of all appointments of officers and servants;
 - 17.12.2 of the names of the members present at all meetings of the Chamber and of the Board; and
 - 17.12.3 of all proceedings of the Board.
- Such minutes must be accepted by Notice of Motion at the next Chamber meeting.
- 17.13 The office of a member of the Board becomes vacant if the member of the Board:
- 17.13.1 becomes an insolvent person under administration or makes any arrangement or composition with his or her creditors generally;
 - 17.13.2 becomes prohibited from being a director of a Chamber by reason of any order made under the *Corporations Act*;
 - 17.13.3 dies or becomes of unsound mind or becomes a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - 17.13.4 resigns his or her office by notice in writing to the President or the Secretary of the Chamber;
 - 17.13.5 for more than 6 months is absent without permission of the General Committee from meetings of the General Committee held during that period;
 - 17.13.6 as an employee of the Chamber otherwise than as provided by clause 7.2.6;
 - 17.7.1 ceases to be a financial member, or an employee, officer or authorised representative of a financial member, of the Chamber;
 - 17.7.2 is suspended and or censured from membership of the Chamber by virtue of clauses 12.7, 12.7.3 or 12.7.4, or where a Director represents that member that is suspended and or censured under this clause 17.7.2.
- 17.14 If a casual vacancy occurs on the Board, the Board may appoint another member to fill the vacancy for the balance of the term of office which the former member would otherwise have served.
- 17.15 Subject to the *Corporations Act* and to any other provision of this constitution, the business and affairs of the Chamber are to be managed by the Board, which may exercise all such powers of the Chamber as are not, by the *Corporations Act* or by this constitution, required to be exercised by the Chamber in general meeting or by the Board; subject, nevertheless, to such directions, not being inconsistent with the *Corporations Act* or this constitution, as may be given by the membership in general meeting but no such direction invalidates any prior act of the Board which would have been valid if that direction had not been given.
- 17.16 Without limiting the generality of clause 17.15, the Board may exercise all the powers of the Chamber:
- 17.16.1 to borrow and raise money;
 - 17.16.2 to charge any property or business of the Chamber and to issue debentures or give any other security for a debt, liability or obligation of the Chamber or of any other person;

- 17.16.3 to determine who is entitled on behalf of the Chamber to sign, draw, accept, endorse or otherwise execute cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, receipts, acceptances, endorsements, releases, contracts and documents;
(4) to pay the costs, charges and expenses incidental to the promotion, management and regulation of the Chamber;
- 17.16.4 to make, amend and repeal regulations, not being inconsistent with the *Corporations Act* or this constitution, in relation to the affairs of the Chamber with respect to all matters.
- 17.16.5 to adopt a code for professional standards.

18 Proceedings of the Board

- 18.1 A member of the Board may not vote in respect of any contract or proposed contract with the Chamber in which he or she is interested, and if the member or director does so vote his or her vote is not to be counted.
- 18.2 The Board may delegate any of its powers and/or functions to one or more committees appointed by the Board respectively consisting of such member or members of the Chamber as the Board respectively thinks fit. Any committee so formed must conform to any regulations that may be given by the Board respectively and, subject thereto, has power to co-opt any member or members of the Chamber. All members of such committees have one vote.
- 18.3 A committee to which any powers have been delegated under clause 18.2 by the Board must exercise those powers in accordance with any directions of the Board respectively. A power so exercised is taken to have been exercised by the Board.
- 18.4 The Board may appoint one or more advisory committees consisting of such financial members as the Board thinks fit. Such advisory committees act in an advisory capacity only. They must conform to any regulations that may be given by the Board and subject thereto have power to co-opt any member or members of the Chamber and all members of such advisory committees have one vote.
- 18.5 Every committee or advisory committee may meet and adjourn as it thinks proper. Every committee or advisory committee shall cause minutes to be made of each meeting of that committee or advisory committee.
- 18.6 Questions arising at any meeting are to be determined by a majority of votes of the members present, and in the case of an equality of votes the President has a second or casting vote.
- 18.7 All acts done by any meeting of the Board or by any member of the Board are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member of the Board or any of them were disqualified, as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

19 **Seal**

- 19.1 If the Chamber has a seal, the Board must provide for its safe custody.
- 19.2 The seal may be used only by the authority of the Board or of a committee of the Board authorised by the Board to authorise the use of the seal, and every instrument to which the seal is affixed must be signed by a member of the Board and be countersigned by another member of the Board or by a secretary.

20 **Inspection of Books**

- 20.1 The members of the Board may determine whether and to what extent, and at what time and places and under what conditions, the books of the Chamber or any of them will be open for inspection by members other than members of the Board, and a member other than a director has no right to inspect any document of the Chamber except as provided by law or authorised by the members of the Board or by the Chamber in general meeting.

21 **Financial Report**

- 21.1 The Board must distribute copies of every:
 - 21.1.1 annual financial report;
 - 21.1.2 report of the Board for the year; and
 - 21.1.3 report of the auditor (as appointed by the Board) on the financial report as required by the *Corporations Act*.
- 21.2 For the last financial year ended before the annual general meeting, the Board must make available for inspection before each annual general meeting:
 - 21.1.1 the financial report;
 - 21.1.2 the report of the Board; and
 - 21.1.3 the report of the auditor.

22 **Audit**

- 22.1 A properly qualified auditor must be appointed and his or her duties regulated in accordance with section 327 of the *Corporations Act*.

23 **Notice**

- 23.1 For the purpose of this constitution, a notice may be served on or given to a person:
 - 23.1.1 by delivering it to the person personally, or
 - 23.1.2 by sending it by pre-paid post to the address of the person, or

- 23.1.3 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.
- 23.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- 23.1 in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- 23.2 in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- 23.3 in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

24 Indemnity

- 24.1 Except to the extent that it is prohibited from doing so by the *Corporations Act*, the Chamber indemnifies every person who is or has been a member of the Board and General Committee or secretary of the Chamber or of any related body corporate of the Chamber against:
- 24.1.1 any liability (other than a liability for legal costs) incurred in that capacity; and
- 24.1.2 any liability for legal costs incurred in connection with proceedings relating to, or in defending an action for a liability incurred in, that capacity; and
- 24.1.3 may pay or agree to pay a premium in respect of a contract insuring any such person against any such liability.

25 Electronic meetings

Except to the extent expressly prohibited in the *Corporations Act* the Board may convene any meeting of the Board or the members through electronic means provided that all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously.

Schedule 1

Form of Proxy (clause 14.14)

Narellan Chamber of Commerce and Industry, Limited

I, _____ of, _____ being a member of the Chamber hereby appoint:

_____ of, _____ or the President (delete whichever is
inapplicable) to by my proxy at the Annual General meeting/Extraordinary General
Meeting/General Meeting of the Chamber on _____ .

I direct my proxy to Abstain/For/Against/OR s/he may vote as s/he thinks fit (please circle
your direction)

Description of resolution: