



Italian Chamber of
Commerce & Industry
IN AUSTRALIA – PERTH INC

CONSTITUTION

TABLE OF CONTENTS

1.	NAME.....	4
2.	INTERPRETATION.....	4
	2.1 Definitions.....	4
	2.2 Interpretation	4
3.	REGISTERED OFFICE.....	5
4.	OBJECTIVES.....	5
	4.1 Italian Chambers Overseas	5
	4.2 Objectives	5
5.	POWERS.....	6
6.	INCOME AND PROPERTY	7
7.	MEMBERSHIP	7
	7.1 Membership Qualifications	7
	7.2 Subscription Fees	7
	7.3 Nomination for Membership	7
	7.4 Membership Not Transferable.....	8
	7.5 Liability of Members.....	8
	7.6 Classes of Membership	8
	7.7 Individual Members	9
	7.8 Corporate Members.....	9
	7.9 Honorary Members	9
	7.10 Affiliated Members	9
	7.11 Life Members.....	10
	7.12 Youth Members	10
	7.13 Voting Rights.....	10
8.	REGISTER OF MEMBERS	10
	8.1 Register to be Kept.....	10
	8.2 Update Register	10
	8.3 Register Conclusive	10
9.	DETERMINATION OF MEMBERS	10
	9.1 Grounds for Cessation.....	10
	9.2 Expulsion of Member by Committee	11
	9.3 Resignation of Member	11
	9.4 Unfinancial Members.....	12
	9.5 Outstanding Monies	12
10.	ANNUAL GENERAL MEETINGS	12
	10.1 Holding of Annual General Meetings	12
	10.2 Business of Annual General Meetings	12
11.	SPECIAL GENERAL MEETINGS.....	13
	11.1 Holding of Special General Meetings	13
	11.2 Convening of Special General Meetings	13

12.	NOTICE OF MEETING	13
13.	PROCEEDINGS AT GENERAL MEETINGS.....	14
	13.1 Procedure.....	14
	13.2 Presiding Person.....	14
	13.3 Making Decisions	14
	13.4 Voting.....	15
	13.5 Proxies.....	15
	13.6 Certain Honorary Members entitled to Attend General Meetings	15
14.	COMMITTEE OF MANAGEMENT	16
	14.1 Powers	16
	14.2 Committee Personnel	16
15.	ELECTION OF COMMITTEE.....	16
	15.1 Nominations	16
	15.2 Casual Vacancies	17
16.	PROCEEDINGS OF COMMITTEE MEETINGS	17
	16.1 Type of Meetings and When.....	17
	16.2 Notice	17
	16.3 Quorum.....	18
	16.4 Presiding Committee Member	18
	16.5 Delegation by Committee to Subcommittee.....	18
	16.6 Voting and Decisions	18
17.	DUTIES AND RESPONSIBILITIES OF OFFICE BEARERS.....	19
	17.1 President	19
	17.2 Senior Vice President	19
	17.3 Deputy Vice President.....	20
	17.4 Treasurer.....	20
18.	TERM OF OFFICE OF COMMITTEE	20
19.	DISCLOSURE OF INTEREST.....	21
20.	VOTING ON A CONTRACT IN WHICH A COMMITTEE MEMBER HAS AN INTEREST	21
21.	REMOVAL OF COMMITTEE MEMBERS	21
22.	SECRETARY GENERAL	22
	22.1 Duties	22
	22.2 Objective	22
	22.3 Report to Committee	23

23.	APPOINTMENT OF AUDITORS	23
24.	REPORTS	23
25.	FINANCES	23
26.	SEAL.....	24
27.	ALTERATION TO THE RULES	24
28.	NOTICES	24
29.	WINDING UP OR CANCELLATION	24
30.	CUSTODY OF RECORDS.....	24
31.	ANNUAL SUBSCRIPTION.....	24
32.	INSPECTION.....	24
33.	PRIVACY ACT 1988	25

Rules of the Italian Chamber of Commerce and Industry in Australia - Perth (inc.)

1. **NAME**

The name of the incorporated association is the “Italian Chamber of Commerce and Industry in Australia – Perth Inc” (hereinafter referred to as the “**Chamber**”).

2. **INTERPRETATION**

2.1 **Definitions**

In this Constitution unless the contrary intention appears:

“**Act**” means the *Associations Incorporations Act 1987 (WA)*, as amended;

“**Chamber**” means the Italian Chamber of Commerce and Industry in Australia – Perth Inc.;

“**Commissioner**” is ascribed the meaning of Commissioner under the Act;

“**Committee**” means the governing body of the Chamber established in accordance with Rule 14 of this Constitution;

“**Executive**” means the executive members of the Committee, being the President, the Senior Vice President, the Deputy Vice President and the Treasurer;

“**Financial Year**” means the year ending on 31 December;

“**General Meeting**” means an annual general meeting or a special general meeting of the Members or both, depending on the context ;

“**Member**” means a member of the Chamber;

“**Public Officer**” means the public officer of the Chamber;

“**Regulations**” means regulations (as amended) made under the Act;

“**Resolution**” means any resolution other than a Special Resolution;

“**Rule**” means a rule of this Constitution; and

“**Special Resolution**” is ascribed the meaning given by section 24 of the Act.

2.2 **Interpretation**

In this Constitution:

- (a) a reference to the Secretary General or Secretary General of the Chamber is a reference:

- (i) where a person holds office under this Constitution as Secretary General of the Chamber - to that person; and
 - (ii) in any other case - to the Public Officer.
- (b) Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1958* and the Act as in force from time to time.
 - (c) Words importing the singular include the plural and vice-versa.
 - (d) Words importing the masculine gender shall, where the context so permits, include the feminine gender and vice versa.
 - (e) A reference to a statute, ordinance, code or other law includes the regulations and instruments under it and consolidations, amendments, re-enactments or replacements of any of these.
 - (f) A reference to a “person” includes a reference to a firm, corporation, other body corporate or incorporated or unincorporated association.
 - (g) Headings are inserted for convenience and do not affect the interpretation of this Constitution.

3. REGISTERED OFFICE

The registered office of the Chamber shall be in Perth in the State of Western Australia in such premises as the Committee may from time to time determine provided that delegation offices in other parts of the metropolitan or country areas or other States of Australia may be opened at the discretion of the Committee.

4. OBJECTIVES

4.1 Italian Chambers Overseas

The institution called “Camera di Commercio e Industria Italiana in Australia” (in English: “The Italian Chamber of Commerce and Industry in Australia”) was established in accordance with the decrees of 13 October 1918 No. 1573, 20 February 1919 No. 273 and 1 July 1970 No. 518 relating to the organisation of the Italian Chambers of Commerce overseas.

4.2 Objectives

The objectives of the Chamber shall be:

- (a) the development in any possible way of the economic and trade relations between Italy and Australia;
- (b) the protection of parties interested in the exchange of goods and services between Italy and Australia;
- (c) the development of all activities aiming at promoting such trade exchange, well apart from any consideration of a political or other nature;
- (d) to circulate useful news and information through periodical publications and by other means;

- (e) to co-operate with Italian and Australian authorities (Commonwealth, State and local), in particular with the Italian Ministry of Foreign Affairs, the Italian Institute for Foreign Trade (I.C.E.), the Italian Institute of Culture (I.I.C.), the Ministry of Productive Activities, the National Council of Italian Chambers of Commerce in Australia and any such other business, government and cultural authorities that the Chamber determines from time to time;
- (f) to act as an autonomous entity of the National Council of Italian Chambers of Commerce in Australia. The Chamber follows the aims of the National Council of Italian Chambers of Commerce in Australia and will give consideration to the guidelines laid down by its executive;
- (g) to be financially autonomous and independent. It may however give consideration to requests for collaboration in activities organised by the National Council of Italian Chambers of Commerce in Australia where the scope of such activity shall be of benefit to all Members. The decisions of the Committee in this respect shall be final;
- (h) when deemed necessary or appropriate, the Chamber under Committee Resolution, may establish sub-branch offices in other parts of Western Australia from time to time. These branches may be established or dissolved through decisions of the Committee who will determine the territorial jurisdiction, operational rules and administration procedures of the branch. The activities of the branch must follow the same names as those of the Chamber without contrasting with or conflicting with the same guidelines as laid down by the Committee;
- (i) to do all such things as may be incidental to the attainment of the Chamber's objectives; and
- (j) to promote and develop relationships in local and/or international trade and commerce for the benefit of the Chamber or the Members.

5. POWERS

The Chamber, in addition to the powers conferred by section 13 of the Act, shall have power, subject to the Regulations and this Constitution, to do the following things as incidental to its objectives which include, but are not limited to the following:

- (a) to sell, lease, mortgage, grant rights over or otherwise dispose of, or turn to account all or any of its property;
- (b) to borrow or raise money or secure advances and for that purpose to grant security over its assets and undertakings, as the Committee shall determine, and pay interest thereon for any of its purposes on such terms and conditions and on such securities as may be thought fit;
- (c) to invest any funds not immediately required for its purposes in investments authorised by law for investment by trust funds;
- (d) generally to deal with its assets in such manner and to do all such other things as many appear to be incidental or conducive in attainment of its objectives or any of them provided always that none of its activities shall be undertaken with the object to earn profits to be shared among any of its Members;

- (e) to appoint agents to transact any business of the Chamber on its behalf;
- (f) to enter into any contract it considers necessary or desirable;
- (g) to act as trustee and accept and hold real and personal property upon trust but it does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or this Constitution; and
- (h) to appoint, employ and pay such full-time, part-time, permanent or temporary officers, employees and servants of the Chamber as shall be necessary from time to time to manage the affairs of the Chamber.

6. **INCOME AND PROPERTY**

The income and property of the Chamber shall be applied towards the promotion of its objectives and no portion thereof shall be paid or transferred directly or indirectly to its Members, provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any Member, officer or employee of the Chamber in return for any services rendered to the Chamber or expenses incurred on behalf of the Chamber.

7. **MEMBERSHIP**

7.1 **Membership Qualifications**

Any Italian, Australian or foreign natural person, government or semi-government entity or association or corporation nominated and approved for membership as provided in this Constitution is eligible to be a Member of the Chamber on payment of the annual subscription fee, subject always to proper nomination by the Committee and provided further that the applicant is, in the opinion of the Committee, of good standing and reputation.

7.2 **Subscription Fees**

- (a) A Member of the Chamber shall pay to the Chamber an annual subscription fee of such amount as the Committee may determine from time to time.
- (b) Subscriptions must be paid by 1 January in each year. A Member who joins the Chamber after 30 June in any year will pay such proportion of the annual subscription fee as the Committee may, in its absolute discretion, determine from time to time.

7.3 **Nomination for Membership**

- (a) A nomination of an applicant for membership of the Chamber:
 - (i) shall be made in writing in the form set out in the Appendix or in such other form as the Committee shall approve; and
 - (ii) shall be accompanied with the annual subscription fee; and
 - (iii) shall be lodged with the Secretary General of the Chamber.
- (b) As soon as is practicable after the receipt of a nomination, the Secretary General shall refer the nomination to the Committee.

- (c) Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination.
- (d) Upon a nomination being approved or rejected by the Committee (as the case may be), the Secretary General shall, with as little delay as possible, notify the applicant in writing that the applicant is approved or rejected for membership to the Chamber (as the case may be).
- (e) The Secretary General shall, upon payment by the applicant of the annual subscription fee, and after confirmation of acceptance of nomination by the Committee, enter the applicant's name in the Register of Members kept by the Secretary General and, upon the name being so entered, the applicant becomes a Member of the Chamber.
- (f) An applicant whose application for membership of the Chamber is rejected under sub-rule (d) must, if he or she wishes to appeal against that decision, give notice to the Secretary General of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
- (g) When notice is given under sub-rule (f), the Committee in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Committee in the general meeting.

7.4 **Membership Not Transferable**

A right, privilege, or obligation of a person by reason of that person's membership of the Chamber:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon the cessation of that person's membership whether by death or resignation or otherwise.

7.5 **Liability of Members**

The liability of a Member to contribute towards the payment of the debts and liabilities of the Chamber or the costs, charges and expenses of the winding up of the Chamber is limited to the amount (if any) unpaid by such Member in respect of the membership of the Chamber as required by Rule 7.2.

7.6 **Classes of Membership**

The classes of Members shall be:

- (a) Individual Members (ie: individuals);
- (b) Corporate Members (ie: firms or other bodies corporate);
- (c) Honorary Members;
- (d) Affiliated Members;
- (e) Life Members; and
- (f) Youth Members.

7.7 **Individual Members**

- (a) An applicant which is an individual applying for membership in their own right and in their personal capacity and is nominated for membership and is duly accepted in accordance with Rule 7.3 shall be known as an Individual Member.
- (b) Only Individual Members who are financial are entitled to hold any office in the Chamber.

7.8 **Corporate Members**

- (a) Any applicant which is a firm or body corporate and is nominated for membership and is duly accepted in accordance with Rule 7.3 shall be known as a Corporate Member.
- (b) All Corporate Members shall, when applying for membership, appoint one nominee only who shall be in the employ of the Corporate Member and shall be at liberty to change such appointment from time to time by notice in writing to the Secretary General whenever considered necessary.
- (c) Only duly appointed nominees of a corporate member which is financial is entitled to hold any office in the chamber.

7.9 **Honorary Members**

- (a) The Committee may, by simple majority, elect honorary members for a period of not more than 5 years (“**Honorary Members**”). The Committee may, after the expiration of an Honorary Member’s term as Honorary Member, give further consideration to the appointment of the Honorary Member for any further term.
- (b) Honorary Members shall pay no annual subscription fee. They will not be entitled to hold any office in the Chamber, nor vote at any General Meeting of the Chamber, nor (subject to Rule 13.6) be present at such meetings except by invitation from the Committee, nor have any right, title or interest in any property of the Chamber. Except as aforesaid, Honorary Members will enjoy all privileges of other financial Members.

7.10 **Affiliated Members**

- (a) The Committee may, by simple majority, elect affiliated members (being bodies or organisations in which there will be a reciprocal membership between the Chamber and that body or organisation) for a period of not more than 5 years (“**Affiliated Members**”). The Committee may, after the expiration of an Affiliated Member’s term as Affiliated Member, give further consideration to the appointment of the Affiliated Member for any further term.
- (b) Affiliated Members shall pay no annual subscription fee. They will not be entitled to hold any office in the Chamber, nor vote at any General Meeting of the Chamber, nor be present at such meetings except by invitation from the Committee, nor have any right, title or interest in any property of the Chamber. Except as aforesaid, Affiliated Members will enjoy all privileges of other financial Members.

7.11 **Life Members**

The Committee may recognise distinguished service to the Chamber by any Member by electing that member as life member (“**Life Member**”). A Life Member shall pay no annual subscription fee but shall be entitled to all privileges of other financial Members, including the right to vote.

7.12 **Youth Members**

(a) The Chamber may accept as a youth member any individual who is up to the age of 30 years (“**Youth Member**”). A Youth Member shall automatically cease to be a Youth Member if he/she reaches the age of 30 years.

(b) A Youth Member shall pay a reduced annual subscription fee as the Committee may determine from time to time but a Youth Member shall not be entitled to vote at any General Meeting of the Chamber nor be present at such meetings, except by invitation of the Committee but shall be entitled to all other privileges of other financial members.

7.13 **Voting Rights**

Only Individual, Corporate and Life Members are entitled to vote at General Meetings.

8. **REGISTER OF MEMBERS**

8.1 **Register to be Kept**

The Secretary General shall, on behalf of the Chamber, keep and maintain an up-to-date Register of Members in accordance with section 27 of the Act in which shall be entered the full name, postal address, nature of business, contact name, telephone and facsimile numbers and date of entry of the name of each Member. The Register of Members shall be kept at the principal place of administration of the Chamber.

8.2 **Update Register**

The Secretary General shall cause the name of a person who dies, becomes defunct or otherwise ceases to be a Member, to be deleted from the Register of Members.

8.3 **Register Conclusive**

The Register of Members is conclusive in determining who is a Member.

9. **DETERMINATION OF MEMBERS**

9.1 **Grounds for Cessation**

A Member shall “ipso facto” cease to be a Member of the Chamber if:

- (a) the Member is expelled by resolution of the Committee in accordance with Rule 9.2; or
- (b) the Member becomes bankrupt or insolvent; or
- (c) (being a natural person) the Member dies or becomes of unsound mind; or

- (d) the Member resigns membership in accordance with Rule 9.3; or
- (e) the Member becomes unfinancial and the Committee resolves to determine membership in accordance with Rule 9.4.

9.2 Expulsion of Member by Committee

(1) Where the Committee is of the opinion that a Member, or the duly appointed nominees of a Corporate Member:

- (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,

the Committee may:

- (c) expel the Member from the Chamber; or
- (d) suspend the Member from membership of the Chamber for a specified period,
 - (i) require the corporate member to nominate a replacement nominee or otherwise be subject to expulsion under subclause (c) or suspension under subclause (d)

provided that in so doing, the Committee must:

- (e) act bona fide and in the accordance with the rules of natural justice and in accordance with any procedures (if any) specified in the Act or the Regulations; and
- (f) communicate, either orally or in writing, to the Member:
 - (i) notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided (**Proposed Meeting**); and
 - (ii) particulars of that conduct,

not less than 30 days before the date of the Proposed Meeting.

(2) At the Proposed Meeting, the Committee may, by Resolution, and having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that Member from membership of the Chamber and must, immediately after deciding whether or not to suspend or expel that Member, communicate that decision in writing to that Member.

(3) Subject to sub-rule (5), a Member has his or her membership suspended or ceases to be a Member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule (2).

- (4) A Member who is suspended or expelled under sub-rule (2) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary General of his or her intention to do so within the period of 14 days referred to in sub-rule (3).
- (5) When notice is given under sub-rule (4):
- (a) the Committee in a General Meeting, must either confirm or set aside the decision of the Committee to suspend or expel the Member, after having afforded the Member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Committee in the General Meeting; and
 - (b) the Member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel him or her is confirmed under this sub-rule.

9.3 **Resignation of Member**

- (a) A Member can only resign membership in accordance with this Rule 9.3.
- (b) A Member who has paid all amounts in respect of the Member's membership may resign from membership by first giving the Chamber not less than 1 months written notice of such resignation and, upon the expiration of such notice, the Member ceases to be a Member.

9.4 **Unfinancial Members**

A Member who has been unfinancial for more than 3 months from the date of renewal of membership shall not be permitted to enjoy the privileges of membership. The Secretary General shall inform any such defaulting Member of cancellation of membership and remove that Member's name from the Register of Members.

9.5 **Outstanding Monies**

Where a Member ceases to be a Member he shall be liable for any outstanding subscription fees. Any subscriptions, fees, fines, levies or dues payable but not paid for by a Member or a former Member of the Chamber, may be sued for and recovered in the name of the Chamber in a court of competent jurisdiction as a debt due to the Chamber.

10. **ANNUAL GENERAL MEETINGS**

10.1 **Holding of Annual General Meetings**

The Annual General Meeting of the Chamber shall be held not later than 28 February of each calendar year or (subject to compliance with the Act) such other date as may be determined by the Committee from time to time, at a time, date and place to be fixed by the Committee.

10.2 **Business of Annual General Meetings**

In addition to any other business that may be transacted at an Annual General Meeting, the business of the Annual General Meeting shall be as follows:

- (a) to confirm the minutes of the last preceding Annual General Meeting and of any special general meeting(s) held since that meeting;
- (b) to receive the President's report, the Secretary General's report and the Treasurer's report;
- (c) to elect officers and members of the Committee of the Chamber;
- (d) to elect Auditors;
- (e) general business; and
- (f) special business of which notice has been given in accordance with these Rules.

11. SPECIAL GENERAL MEETINGS

11.1 Holding of Special General Meetings

All general meetings other than the Annual General Meeting shall be called "special general meetings".

11.2 Convening of Special General Meetings

- (a) A special general meeting may be convened by:
 - (i) the Committee whenever deemed fit; or
 - (ii) on the requisition in writing by at least one-fifth of the total financial Members of the Chamber.
- (b) A requisition of Members for a special general meeting shall:
 - (i) state the purpose of the meeting;
 - (ii) be signed by the Members making the requisition; and
 - (iii) be lodged with the Secretary General.
- (c) If the Committee fails to convene a special general meeting within 1 month after the date on which a requisition of Members is lodged with the Secretary General, any one or more Members who made the requisition may convene a special general meeting to be held no later than 3 months after that date.

12. NOTICE OF MEETING

- (a) The Secretary General shall give to all Members so entitled not less than 21 days notice of an Annual General Meeting or a special general meeting, at which a special resolution is to be proposed and of any other motions to be moved at that Annual General Meeting or special general meeting. The notice shall be sent to each Member so entitled in the manner provided in Rule 12(b) specifying, in addition to the matters required under Rule 12(b), the intention to propose the resolution as a special resolution.
- (b) Subject to Rule 12(a), the Secretary General shall at least 14 days before the date fixed for the holding of the Annual General Meeting or a special general meeting cause to be sent to each Member so entitled, at the address appearing in the Register of Members, a notice by prepaid post stating the place, date

and time of the meeting and the nature of the business to be transacted at the meeting.

- (c) No business other than that set out in the notice convening the General Meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to Rule 10.2.
- (d) A Member desiring to bring any business before a General Meeting must give notice of that business in writing 14 days prior to the scheduled meeting to the secretary general, who shall include that business in the notice calling the next General Meeting after receipt of the notice.
- (e) Where notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the Member by ordinary prepaid mail.
- (f) The accidental omission to give notice of a meeting to any Member or to any other person entitled to receive a notice shall not invalidate the proceedings at the meeting.

13. PROCEEDINGS AT GENERAL MEETINGS

13.1 Procedure

- (a) 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 time when the meeting is considering that item.
- (b) Not less than 10% of Members must be personally present (being Members entitled under these Rules to vote at a General Meeting) to constitute a quorum for the transaction of the business of a General Meeting.
- (c) If within half an hour after the appointed time for the commencement of the 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 present (being not less than 8) shall be a quorum.

13.2 Presiding Person

- (a) The President, or in the President's absence the Senior Vice President, present shall preside as Chairperson at each General Meeting of the Chamber.
- (b) If the President and the Senior Vice President are absent from the General Meeting, the Members present shall elect one of their number to preside as Chairperson at the General Meeting.

13.3 Making Decisions

- (a) A question arising at a General Meeting of the Chamber shall be determined by a majority of votes cast 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 the show of hands been carried or carried unanimously or carried by particular majority or lost, and an entry to that effect in the Minute Book 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.

- (b) A special resolution put to the vote shall be decided in accordance with section 24 of the Act:

13.4 **Voting**

- (a) upon any question arising at a General Meeting of the Chamber a Member has one vote only.
- (b) All votes shall be given personally or by proxy.
- (c) In the case of an equality of voting on the question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (d) If at a meeting a poll on any question is demanded by not less than 3 members, it shall be taken at the meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (e) A Member is not entitled to vote at any General Meeting unless all monies due and payable by that Member to the Chamber have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

13.5 **Proxies**

- (a) No person other than a Member shall be appointed to act as proxy.
- (b) A Member cannot act as proxy for more than 3 other Members at any given General Meeting.
- (c) The instrument appointing the proxy shall:
 - (i) be in writing and shall be given to the Secretary General or to the Chairperson at least 48 hours prior to the commencement of the meeting in respect of which the proxy is appointed; and
 - (ii) be signed by the appointor stating the name of the proxy and the date of the meeting in respect of which the proxy is appointed.
- (d) The powers appointing the proxy may be limited to such extent as the Member giving it may think fit and a statement detailing such limitations, if any, shall be presented at the same time as, and attached to, the proxy in respect of which limitations are made.

13.6 **Certain Honorary Members entitled to Attend General Meetings**

The Ambassador of Italy, the Italian Consul in Perth and the Italian Trade Commissioner shall be invited to all General Meetings of the Chamber in their capacity as Honorary Members.

14. COMMITTEE OF MANAGEMENT

14.1 Powers

- (a) The affairs of the Chamber shall be managed (subject to the Act, the Regulations and these Rules and any resolutions passed by the Chamber in General Meeting) exclusively by a Committee of Management (“**Committee**”) consisting of:
 - (i) the Executive Committee (comprising the President, the Senior Vice President, the Deputy Vice President and the Treasurer); and
 - (ii) the Ordinary Committee (comprising up to 10 Committee Members).
- (b) The Committee:
 - (i) shall control and manage the business and affairs of the Chamber;
 - (ii) may, subject to the Act, the Regulations and these Rules, exercise all such powers and functions as may be exercised by the Chamber, other than those powers and functions that are required by these Rules to be exercised by General Meeting of the Members of the Chamber;
- (c) subject to the Act, the Regulations and these Rules, 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 Chamber; and
- (d) may appoint a Secretary General, subject to approval by the Ministry of Productive Activities , in agreement with the Ministry of Foreign Affairs. The Secretary General shall if appointed be entrusted with the administrative management of the Chamber and shall participate in all meetings of the Committee. The Secretary General shall, at all times, report and be directly responsible to the Committee.

14.2 Committee Personnel

- (a) Each Executive Committee member and each Ordinary Committee member shall, subject to these Rules, hold office until the Annual General Meeting next after the date of that person’s election but is eligible for re-election.
- (b) In the event of a casual vacancy in any office of the Executive Committee or in any office of the Ordinary Committee, the Committee may appoint a Member 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 that person’s appointment.

15. ELECTION OF COMMITTEE

15.1 Nominations

- (a) Nominations for candidates for elections as officers of the Committee shall be made in writing signed by 2 Members of the Chamber and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination) and shall be delivered to the Secretary General 7 days prior to the scheduled Annual General Meeting at which the election is to take place.

- (b) If the number of nominations received is less than or equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (c) 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 at the Annual General Meeting. If insufficient further nominations are received, any vacant positions remaining on the Committee shall be deemed to be casual vacancies.
- (d) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held at the Annual General Meeting in such usual and proper manner as the Committee may direct (ie a returning officer will be appointed to undertake and scrutinise the ballot and voting procedures which will be based on first past the post).

15.2 **Casual Vacancies**

For the purposes of these Rules, the office of an officer of the Committee becomes vacant if the officer :

- (a) dies; or
- (b) resigns from office by notice in writing given to the Secretary General; or
- (c) is convicted of an offence under the Act; or
- (d) is permanently incapacitated by mental or physical ill-health; or
- (e) is absent from more than 3 consecutive Committee meetings of which that person has received notice, without tendering an apology to the person presiding at each of those meetings; or
- (f) ceases to be a Member or the duly appointed representative of a Corporate Member.

16. **PROCEEDINGS OF COMMITTEE MEETINGS**

16.1 **Type of Meetings and When**

- (a) The Committee shall normally meet at monthly intervals at such place and such times as the Committee may determine.
- (b) Meetings other than the monthly meetings of the Committee held pursuant to Rule 16.1(a) shall be known as “Special Meetings of the Committee” and Special Meetings of the Committee may be convened by:
 - (i) the President; or
 - (ii) by two-thirds of the members of the Committee.

16.2 **Notice**

- (a) Notice shall be given to members of the Committee of all ordinary and Special Meetings of the Committee, specifying the general nature of the business to be transacted and any other business that shall be transacted at any such meeting.

- (b) In the case of ordinary meetings of the Committee, at least 7 days notice shall be given to the Committee members before the time appointed for the holding of the meeting.
- (c) In the case of Special Meetings of the Committee, at least 48 hours notice shall be given to the Committee members before the time appointed for the holding of the meeting.

16.3 **Quorum**

- (a) Any 6 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (b) 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 of the Committee, in which case it lapses.

16.4 **Presiding Committee Member**

At the meetings of the Committee:

- (a) the President or, in the President's absence, the Senior President shall preside; or
- (b) if the President and the Senior Vice President are absent, such one of the members of the Committee present as may be chosen by the members present, shall preside.

16.5 **Delegation by Committee to Subcommittee**

- (a) The Committee may, by instrument in writing, appoint from their number (or such Member or Members of the Chamber which do not comprise the Committee, as the Committee sees fit) subcommittees and may delegate and refer to such subcommittees such powers and duties of the Committee as the Committee sees fit.
- (b) Every subcommittee of the Committee in the exercise of the powers and duties so delegated or referred to it shall conform to any rule, regulation or direction that may be imposed on it by the Committee. Any subcommittee so appointed pursuant to this Rule 16.5 shall report to and be responsible to the Committee.
- (c) The Committee may, at any time, dissolve any subcommittee appointed by it.

16.6 **Voting and Decisions**

- (a) Questions arising at a meeting of the Committee or of any subcommittee appointed by the Committee shall be determined on a show of hands by a majority of the votes or, if demanded by a Committee member, by a poll taken in such a manner as the person presiding at the meeting may determine.
- (b) Each member present at a meeting of the Committee or of any subcommittee 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.

- (c) Subject to Rule 16.3(a), the Committee may act notwithstanding any vacancy on the Committee.
- (d) Any act or thing done or suffered, or purported to have been done or suffered by the Committee or the subcommittee appointed by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or subcommittee.

17. DUTIES AND RESPONSIBILITIES OF OFFICE BEARERS

17.1 President

The President of the Chamber shall:

- (a) be the chief officer of the Chamber;
- (b) preside at all meetings of the Chamber;
- (c) be an ex-officio member of any subcommittee of the Chamber or of the Committee;
- (d) ensure that the general working of the Chamber is in accordance with these Rules and the decisions of the Committee;
- (e) in agreement with the Secretary General, oversee Chamber office staff selection and administration. In the case of disagreement, the matter will be referred to the Committee;
- (f) preserve good order at all meetings so that the business of the Chamber may be properly conducted. Further, the President in all other matters shall act as directed by the Committee;
- (g) upon the minutes of the Committee, Annual General Meeting or Special General Meeting being confirmed, the President shall sign the Minute Book in the presence of the meeting; and
- (h) submit a report at the Annual General Meeting.

17.2 Senior Vice President

The Senior Vice President:

- (a) shall act as assistant to the President and perform such duties as the President shall direct from time to time;
- (b) shall temporarily assume the office of President in the event of a casual vacancy arising in that office and shall continue to act until such vacancy is filled in accordance with these Rules; and
- (c) may, if the need for action is considered urgent by the Senior Vice President, act on behalf of the President when the President is temporarily unavailable and when so acting shall have all the powers and authority of the President.

17.3 **Deputy Vice President**

The Deputy Vice President:

- (a) shall act as assistant to the President and the Senior Vice President and perform such duties as either shall direct from time to time;
- (b) shall assist the President at meetings, as required, and at any other meetings directed to be held by the Committee;
- (c) shall in the absence of the President, or when the President desires to leave the Chair, the meeting shall select one of the Vice Presidents to occupy the Chair and assist in having the business carried out in accordance with these Rules; and
- (d) may be allocated any special duties or functions by the Committee.

17.4 **Treasurer**

The Treasurer of the Chamber shall oversee and take responsibility for:

- (a) collection and receipt of all monies due to the Chamber and ensure all payment authorised by the Committee;
- (b) all accounting records and books showing the correct financial affairs of the Chamber with full details of all receipts and expenditure connected with the activities of the Chamber, and make a financial statement available at each Committee meeting;
- (c) all accounting records in such manner as will enable true and fair accounts of the Chamber to be prepared from time to time;
- (d) all accounting records in such manners as will enable true and fair accounts of the Chamber to be conveniently and properly audited;
- (e) shall prepare the accounts of the Chamber for the previous financial year and submit them to Members at the Annual General Meeting; and
- (f) submit a report to the Annual General Meeting.

18. **TERM OF OFFICE OF COMMITTEE**

The term of office for the Committee will be as follows:

- (a) President – 3 year term;
- (b) Senior Vice President – 3 year term;
- (c) Junior Vice President – 2 year term;
- (d) Treasurer – 2 year term; and
- (e) Committee Members – 50% of Committee members that receive the highest number of votes will be elected for a 2 year term, and the balance of Committee members will be on a 1 year term.

19. DISCLOSURE OF INTEREST

- (a) A member of the Committee who has any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of the Committee shall, as soon as that person becomes aware of such interest, disclose the nature and extent of the interest to the Committee.
- (b) Rule 19(a) does not apply where the pecuniary interest arises only because the member of the Committee is an employee of the Chamber or is a member of a class of persons for whose benefit the Chamber is established.
- (c) Where a member of the Committee has disclosed such pecuniary interest, then:
 - (i) the contract is not liable to be avoided by the Chamber on any ground arising from the fiduciary relationship between the Committee member and the Chamber; and
 - (ii) the Committee member is not required to account for profits derived from the contract.
- (d) All disclosures made in accordance with this Rule 19 by a member of the Committee must be recorded in the Minutes of the meeting of the Committee at which it is made.

20. VOTING ON A CONTRACT IN WHICH A COMMITTEE MEMBER HAS AN INTEREST

- (a) A member of the Committee who has any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee shall not take part in any deliberations or decisions of the Committee with respect to that contract.
- (b) Rule 20(a) does not apply in respect of a pecuniary interest that exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Chamber is established.

21. REMOVAL OF COMMITTEE MEMBERS

- (a) The Chamber in General Meeting may, by Resolution, remove any member of the Committee from office before the expiration of that person's term of office and appoint another Member to hold office until the expiration of the term of the Committee member so removed.
- (b) Where a Committee member to whom a proposed resolution referred to in Rule 21(a) makes representations in writing to the Secretary General or President (not exceeding a reasonable length) and requests that they be notified to the Members of the Chamber, the Secretary General or the President may send a copy of the representations to each Member and if they are not so sent, the said Committee member may be required that they be read out at the General Meeting.

22. SECRETARY GENERAL

22.1 Duties

The duties of the Secretary General shall include:

- (a) responsibility for the implementation of decisions of the Committee and the day to day issues of the Chamber except those falling within the duties of the President;
- (b) responsibility for the overall administration of the Chamber's Office and day-to-day activities. Office staff selection and administration shall be undertaken in consultation with the President. In the case of disagreement, the matter will be referred to the Committee;
- (c) keeping a correct record of all money received and expended, and keeping a record of all receipts and vouchers. Paying into the Chamber's bank account all cash received within 48 hours after its receipt. Producing at all reasonable times, the banking books of the Chamber when requested by the Committee for their inspection together with a copy of the general balance sheet;
- (d) promptly attending to all correspondence and answering such questions as may be asked in accordance with these Rules and generally to act according to the directions of the Committee;
- (e) attending all meetings of the Chamber and be responsible for the minutes and proceedings of each Committee Meeting and General Meeting taking note of all resolutions and ensuring that the minutes are inserted in the minute book provided for that purpose;
- (f) liaising with the Treasurer to ensure that the books of account are kept in a correct and proper manner and that a financial report is made available at each Committee Meeting;
- (g) producing to the auditor at each audit the banking books and financial records of the Chamber with balance sheet, for inspection together with the receipts and vouchers and all other documents in the Secretary General's power or control;
- (h) convening meetings of the Committee;
- (i) supplying Committee members with a copy of the minutes of previous meetings and an agenda for an upcoming meeting; and
- (j) doing all other things required by these Rules of the Secretary General together with such special duties and responsibilities as required and directed by the Committee.

22.2 Objective

The Secretary General shall promote and be responsible for the growth of membership expansion of the Chamber in the appropriate areas of industry and commerce in keeping with provisions of the Chamber's objectives, set out in Rule 4.

22.3 Report to Committee

At all times the Secretary General shall be directly responsible to the Committee.

23. APPOINTMENT OF AUDITORS

- (a) The Auditors for the Chamber shall be appointed at each Annual General Meeting provided that where the Auditors resign or change (as a result of merger or otherwise) during the course of a year, the Committee shall have the right to appoint new Auditors, subject to confirmation of such appointment by the Members at the next Annual General Meeting.
- (b) The Auditors shall be qualified accountants being accredited members of The Institute of Chartered Accountants in Australia or the Australian Society of Certified Practising Accountants.
- (c) Once every year the accounts and financial statements of the Chamber shall be examined and audited and the correctness thereof ascertained.
- (d) An income and expenditure account and Balance Sheet shall be drawn up by the Auditors and submitted to the Committee with a written report prior to the same at the relevant Annual General Meeting.

24. REPORTS

The Chamber shall forward to the Ministry of Productive Activities through the Italian Embassy and within 30 days for their approval:

- (a) Minutes of the Annual General Meeting;
- (b) the annual President's report on the activities carried out and results achieved;
- (c) the budget, Balance Sheet and Profit and Loss Statement for the relevant financial period ;
- (d) the Auditor's report; and
- (e) the list of Members as at the end of the financial year.

25. FINANCES

- (a) The funds of the Chamber shall be derived from annual subscriptions, donations and such other sources as the Committee determines.
- (b) The funds of the Chamber shall be under the control of the Committee. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by 2 members of the Committee who shall be appointed by Committee from time to time for this purpose.
- (c) The Auditors elected at the Annual General Meeting of the Chamber will audit the accounts of the Chamber and shall submit their written report to the Chamber for subsequent presentation to the Annual General Meeting.

26. **SEAL**

- (a) The common seal of the Chamber shall be kept in the custody of the Secretary General.
- (b) The common seal shall not be affixed to any instrument except by the authority of a resolution of the Committee and affixing of the common seal shall be attested by the signatures of 2 members of the Committee.

27. **ALTERATION TO THE RULES**

These Rules and the objectives stated herein shall not be altered except in accordance with the procedures set out in sections 17, 18 and 19 of the Act.

28. **NOTICES**

- (a) Notice may be served by or on behalf of the Chamber upon any Member either personally or by sending it by prepaid post to the Member at the address shown in the Register of Members.
- (b) Where a document is properly addressed, pre-paid and posted to a person as a letter, the documents shall, unless the contrary is proved, be deemed to have been given to the person at the date at which the letter would have been delivered in the ordinary course of post.

29. **WINDING UP OR CANCELLATION**

- (a) The Chamber may be wound up voluntarily if the Chamber is solvent and resolves by Special Resolution that it be wound up voluntarily.
- (b) The Chamber shall cause a copy of the Special Resolution passed under Rule 29(a) to be lodged with the Commissioner within such 14 days of passing the Special Resolution or within such other period as may be prescribed by the Act from time to time.
- (c) In the event of the winding up of the incorporation of the Chamber, the assets of the Chamber shall be disposed of in accordance with the provisions of the Act.

30. **CUSTODY OF RECORDS**

Except as otherwise provided in these Rules, the Secretary General shall keep under the Secretary General's control all books, documents and securities of the Chamber.

31. **ANNUAL SUBSCRIPTION**

The annual subscription fees shall be determined by the Committee for each Financial Year.

32. **INSPECTION**

A Member may at any reasonable time and by prior arrangement inspect without charge the books, documents, records and securities of the Chamber at the premises of the Chamber.

33. **PRIVACY ACT 1988**

At all times the Chamber will be cognisant and conform to the guidelines set under the *Privacy Act 1988*. All Members will be required to give consent for their details to be made available on web site, members directory and any other published list or data base compiled by the Chamber.