

Constitution
Miranda and Districts Chamber of Commerce
Incorporated under the Associations Incorporation Act 1984

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Part 1: Miranda and Districts Chamber of Commerce (Inc)

1 Title

The name of the organisation is the “Miranda and Districts Chamber of Commerce (Incorporated)” referred to in these rules as “the chamber” or “the association”.

2 Location

The office of the association shall be at **Suite 24, 20-24 Gibbs Street, Miranda, NSW 2228**, or at such other place, as the committee shall from time to time determine.

3 Definitions

In the event of any questions arising as to the interpretation or application of these rules, the committee shall decide the matter, subject to an appeal for a final decision to a general meeting of the chamber.

(1) In these rules:

Director-General means the Director-General of the Department of Fair Trading.

ordinary member means a member of the committee who is not an office-bearer of the association

committee member means a member of the elected executive committee

secretary means:

- (a) the person holding office under these rules as secretary of the association, or
- (b) if no such person holds that office – the public officer of the association.

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

the Act means the *Associations Incorporation Act 1984*.

the Regulation means the *Associations Incorporation Regulation 1999*.

(2) In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

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

4 Objects

- (1) The objects for which the association is established are:
 - (a) To effectively represent the commercial, industrial and professional community in Miranda and surrounding suburbs (including Dolans Bay, Sylvania, Caringbah, Taren Point, Lilli Pilli) in its broadest sense to promote the economic, tourist, retail, cultural and environmental development of these areas;
 - (b) To take an active interest in all matters affecting these areas with the view to improving, promoting and protecting the interests of members;
 - (c) To undertake training and education for the benefit of members;
 - (d) To aid the community in the development of a commercial environment in which entrepreneurship can flourish; and
 - (e) To establish a rapport with civic, business, ethnic and other sectors of the community and be recognised as representing and presenting the view of commerce to the community.

Part 2 Membership

5 Membership

- (1) A person is qualified to be a member of the association if the person is a natural person:
 - (a) who is eligible to make an application for membership as defined in rule 5(2) and the application for membership is in the form prescribed by the committee; and
 - (b) whom the committee of the association has approved for membership of the association.
- (2) Eligible persons are:
 - (a) any person doing business in or engaged in commerce, trade, services, industry or manufacture in the areas of Miranda, Dolans Bay, Caringbah, Sylvania, Taren Point or Lilli Pilli; or
 - (b) any person who has a genuine interest in commerce in those areas; or
 - (c) any person representing a firm or company doing business in or engaged in commerce, trade, services, industry or manufacture in those areas, or a firm or company that has a genuine interest in commerce in those areas.

6 Application for membership

- (1) A qualified person must make an application for membership in the prescribed form to the committee of the association. The prescribed form for an application for membership is in Appendix 1 to this constitution.
- (2) As soon as practicable after receiving an application the secretary of the committee must refer the application to the committee which is to determine whether to approve or to reject the application.
- (3) Once a decision has been made the secretary must:
 - (a) notify the nominee in writing that the application has been approved or rejected; and
 - (b) if the committee approved the application, request that the nominee pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by the member as entrance fee and annual subscription.
- (4) Once the secretary receives payment, the name of the nominee must be entered onto the register of members, on that date the nominee becomes a member of the association.

7 Cessation of membership

A person ceases to be a member of the association if the person:

- (a) dies; or
- (b) resigns membership; or
- (c) is expelled from the association.

8 Membership entitlements not transferable

A right, privilege or obligation, which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

9 Resignation of membership

- (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association may resign from the association by first giving notice of one month (or such other period as the committee may determine) to the committee. On the expiration of the notice period the member ceases to be a member.
- (3) The secretary reserves the right to refuse a resignation if the member owes an outstanding amount to the association.
- (4) The secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

10 Register of members

- (1) A register of members of the association must be established and maintained by the committee specifying the name and address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register must be available at all meetings of the association for inspection.
- (3) The committee has the right to charge a fee to any member who requests copies of the register to be made.

11 Fees and subscriptions

- (1) A member of the association must, on admission to membership, pay to the association a fee determined by the committee.
- (2) In addition to any amount payable by the member under clause (1), a member of the association must pay to the association an annual membership fee to be determined by the committee. This fee is to be paid before 1 July in any calendar year.
- (3) The committee reserves the right to review and change the fees at any time.

12 Members' liabilities

- (1) Every member of the chamber is liable for payment of any debts and liabilities incurred by the chamber during their time of membership. Should the chamber be wound up every member must pay, within one year of completing their membership, any costs, charges and expenses amongst themselves of winding up the chamber. ~~No members should incur expenses exceeding \$25 00~~

- (2) If, following the winding up or dissolution of the chamber, after the satisfaction of all its debts and liabilities, there remains any property, this property shall be

paid to or distributed among the members of the chamber. This property shall

- (2) On receiving such a complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 15.
- (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 association confirms the resolution under rule 15(5),whichever is the later.

15 Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under rule 14, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under clause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

16 Termination of membership due to fees in arrears.

- (1) The committee have the right to terminate a member's membership when their fees owing to the association are in arrears of 4 months.
- (2) The secretary must cause written notice of the termination to be given to the member by ordinary pre-paid post within 7 days of the decision. The termination takes effect on the expiry of that period.
- (3) There is no right of appeal where the membership has been terminated in accordance with this rule.

Part 3 The committee

17 Name of the committee

The committee is to be called the executive committee of the association.

18 Powers of the committee

Subject to the Act, the Regulation, these rules and any resolution passed by the association in general meeting, the committee:

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

19 Membership

- (1) This committee shall include president, vice president, treasurer and secretary and not less than one and not more than 8 members of the association.
- (2) A person shall cease to be a member of the committee:
 - (a) upon the conclusion of the annual general meeting following the date of the member's election (but he or she is eligible for re-election); or
 - (b) upon his ceasing to be a member of the chamber; or
 - (c) upon receipt by the secretary of a notice of resignation signed by such a member; or
 - (d) upon his absence from 3 consecutive executive committee meetings unless such absence is caused by illness or is authorised by the committee.
- (3) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

20 Election of members

- (1) The president, vice president, treasurer, secretary, and members of the committee shall be elected by a simple majority ballot at the annual general meeting.

- (2) Each member of the committee shall hold office until the conclusion of the annual general following the date of the member's election, but is eligible for re-election.

21 Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee;
 - (b) the names of members of the committee present at a committee meeting or a general meeting; and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

22 Treasurer

It is the duty of the treasurer of the association to ensure:

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

23 Casual vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies; or
- (b) ceases to be a member of the association; or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth; or
- (d) resigns office by notice in writing given to the secretary; or
- (e) is removed from office under rule 14 or rule 16; or
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

24 Meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

25 Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

- (4) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

26 Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at the meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 24(5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purported to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 General meeting

27 Annual general meetings – holding of

- (1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association must hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of 6 months after the expiration of the first financial year of the association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Director-General under section 26(3) of the Act.

28 Annual general meetings – calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to rule 26, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) 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 committee reports on the activities of the association during the preceding financial year;
 - (c) to elect office-bearers of the association and ordinary members of the committee; and
 - (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

29 Special general meetings – calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting;

- (b) must be signed by the members making the requisition;
 - (c) must be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within one month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

30 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting unless the new business is accepted by a majority vote.
- (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.

31 Procedure

- (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.
- (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.

- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved; and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

32 Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their numbers to preside as chairperson at the meeting.

33 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in 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.

34 Making of decisions

- (1) A question arising at a general meeting of the association is to be determined on a show of hands and the outcome is to be recorded in the minutes of the meeting by the secretary.

35 Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

36 Appointment of proxies

- (1) Each member is to be entitled to appoint one other member as proxy. For this notice must be given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 2 to this constitution.

Part 5 Miscellaneous

37 Insurance

The association may effect and maintain insurance.

38 Funds – source

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

39 Funds – management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) Any 2 members of the committee or employees of the association, being members, must sign all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments or employees authorised to do so by the committee.

40 Alteration of objects and rules

The statement of objects and these rules may be altered, rescinded or added to only the committee.

41 Common seal

- (1) The common seal of the association must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of one member of the committee and of the public officer or secretary.

42 Custody of books

- (1) Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.
- (2) Any member may make a request to view the records, books or documents. The public officer must make available the material within a reasonable time after the request has been received.

43 Service of notices

- (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.
- (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.

Appendix 1

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

Miranda and Districts Chamber of Commerce Incorporated (incorporated under the *Associations Incorporation Act 1984*).

I,.....
(full name of applicant)

of.....
(address)

.....hereby apply to become a
(occupation)
member of the abovenamed incorporated association. In the event of my admission as a member, I agree to be bound by the rules of the association for the time being in force.

.....
Signature of applicant

Date.....

Appendix 2

FORM OF APPOINTMENT OF PROXY

I,.....of
(full name) *(address)*

being a member of Miranda and Districts Chamber of Commerce Incorporated
(name of incorporated association)

hereby appoint of
(full name of proxy) *(address)*

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on the

.....day of.....
(month and year)

and at any adjournment of that meeting.

* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details if desired).

.....
Signature of member appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of the association.