

RULES FOR THE ROTTNEST ISLAND CHAMBER OF COMMERCE INC.

1. Name of Association

The name of the Association is the Rottnest Island Chamber of Commerce Inc.

2. Definitions

In these rules, unless the contrary intention appears —

"Committee meeting" means a meeting referred to in rule 14(1);

"Committee member" means persons referred to in paragraph (a), (b), (c), (d) or (e) of rule 10(1);

"financial year" has the meaning given by section 3(1) of the Act, a reference in that section to -

- (a) "an incorporated association" or "the association" being construed as a reference to the Association; and
- (b) "the Committee" being construed as a reference to the Committee;

"general meeting" means a meeting convened under rule 15;

"member" means a member of the Association;

"ordinary resolution" means a resolution other than a special resolution;

"special resolution" has the meaning given by section 24 of the Act;

"the Act" means the Associations Incorporation Act 1987;

"the Association" means the Association referred to in rule 1;

"the Chairperson" means -

- (a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 11; or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 10(1)(a);

"the Committee" means the Committee of Management of the Association referred to in rule 10(1).

3. Objects of Association

(1) The objects of the Association are:

- (a) to promote tourism on Rottnest Island.
- (b) to support the commercial interests of our members who operate on or in connection with Rottnest Island.
- (c) to support the sustainable development of Rottnest Island.
- (d) to provide a link between the business community and other stakeholders and Government organisations.

The above objectives should be with regard to the protection of the environment, heritage and indigenous interests upon the Island.

The objects of the Association are the promotion of tourism on Rottnest Island, by the way of member subscriptions and sponsorship funds.

- (2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

4. Powers of Association

The powers conferred on the Association are in accordance with section 13 of the Act.

5. Qualifications for membership of Association

- (1) Membership of the Association is open to the Rottnest Island Authority, all Rottnest lessees, all boat companies, barge operators, airlines landing on Rottnest and any other party deemed appropriate by the Committee.
- (2) A person who wishes to become a member shall apply for membership to the Committee in writing in such form as the Committee from time to time directs.
- (3) The Committee shall consider each application made under sub rule (ii) at a Committee meeting and shall at the Committee meeting or a subsequent Committee meeting accept or reject that application.

6. Register of members of the Association

- (1) The Committee shall on behalf of the Association keep and maintain the register of members in accordance with section 27 of the Act and that register shall be so kept at the Chairperson's place of business.

- (2) The Committee shall cause the name of a person who dies or who ceases to be a member under rule 8(1) or 9 to be deleted from the register of members referred to in sub rule (1).

7. Subscriptions of members of Association

- (1) The Committee shall from time to time determine the amount and payment dates of the subscription to be paid by each member.
- (2) A member is a financial member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed under sub-rule (1) or within one (1) month thereafter.

8. Resignation of members of Association

- (1) If a member no longer qualifies for membership of the Association in accordance with rule 5(1), the member must resign from the Association by delivering notice in writing of his or her resignation from the Association to a Committee member and ceases on that delivery to be a member of the Association.
- (2) A person who ceases to be a member under sub rule (1) remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

9. Expulsion of members of Association

- (1) If the Committee considers that a member no longer qualifies for membership of the Association in accordance with rule 5(1) and the member has not resigned from the Association in accordance with rule 8(1) then the Committee may expel the member by delivering notice in writing of the expulsion of the member to the member.
- (2) A member who is expelled under sub-rule (1) from membership of the Association ceases to be a member on delivery of the notice in writing of the expulsion to the member.

10. Committee of Management

- (1) The affairs of the Association shall be managed exclusively by a Committee of Management consisting of -
 - (a) Chairperson; and
 - (b) not less than four (4) other persons,all of whom shall be members of the Association elected to membership of that Committee at an annual general meeting or appointed under sub-rule (9).
- (2) At the commencement of the first annual general meeting to be held after the incorporation of the Association under the Act -

- (a) if the Committee consists of an even number of members, half of that number, which half; or
 - (b) if the Committee consists of an odd number of members, the integral number of members nearest to, and exceeding, half of that odd number, the members comprised in which integral number,

shall be chosen by ballot, shall cease to be Committee members, but shall be eligible for re-election to membership of that Committee.
- (3) At the commencement of each successive annual general meeting after the annual general meeting referred to in sub-rule (2), those four Committee members who have served for longer periods than the other Committee members shall cease to be Committee members, but shall be eligible for re-election to membership of the Committee.
- (4) Subject to sub-rule (5), a person is not eligible for election to membership of the Committee unless a member has nominated him for election by delivering notice in writing of the nomination, signed by —
 - (a) the nominator; and
 - (b) the nominee to signify his or her willingness to stand for election,

to the Committee not less than 14 days before the day on which the annual general meeting concerned is to be held.
- (5) Sub-rules (4) and (7) do not apply to or in relation to a person who is eligible for re-election under sub-rule (2) or (3).
- (6) A person who is eligible for election or re-election under this rule may at the annual general meeting concerned -
 - (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.
- (7) The Committee shall ensure that notice of all persons seeking election to membership of the Committee is given to all members when notice is given to those members of the calling of the annual general meeting at which that election is to be held.
- (8) If the number of persons nominated for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled —
 - (a) the Committee shall report accordingly to; and
 - (b) the Chairperson shall declare those persons to be duly elected as members of the Committee at,

the annual general meeting concerned.
- (9) When a casual vacancy within the meaning of rule 13 occurs in the membership of the Committee -
 - (a) the Committee may appoint a member to fill that vacancy; and
 - (b) a member appointed under this sub-rule shall —

- (i) hold office until the commencement of; and
- (ii) be eligible for election to membership of the Committee at the next following annual general meeting.

11. Chairperson

- (1) Subject to this rule, the Chairperson shall preside at all general meetings and Committee meetings.
- (2) In the event of the absence from —
 - (a) A general meeting of the Chairperson, a member elected by the other members present at the general meeting; or
 - (b) A Committee meeting of the Chairperson, a Committee member elected by the other Committee members present,shall preside at the general meeting or Committee meeting, as the case requires.

12. Committee

The Committee shall —

- (a) coordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
- (c) comply on behalf of the Association with —
 - (i) sections 25 and 26 of the Act in respect of the accounting records of the Association;
 - (ii) section 27 of the Act in respect of the register of members of the Association;
 - (iii) section 28 of the Act in respect of the rules of the Association; and
 - (iv) section 29 of the Act in respect of the record of the office holders, and any trustees, of the Association;
- (d) have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c);
- (e) be responsible for the receipt of all moneys paid to or received by, or by the Committee on behalf of, the Association and shall issue receipts for those moneys in the name of the Association;
- (f) pay all moneys referred to in paragraph (e) into such account or accounts of the Association as the Committee may from time to time direct;
- (g) make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by two Committee members;

- (h) whenever directed to do so by the Chairperson, submit a report, balance sheet or financial statement in accordance with that direction;
- (i) have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in subparagraph (c)(i) and paragraph (h); and
- (j) perform such other duties as are imposed by these rules on the Committee.

13. Casual vacancies in membership of the Committee

As casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member -

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the Committee members is the Chairperson, to a Committee member;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than —
 - (i) three (3) consecutive meetings; or
 - (ii) three (3) Committee meetings in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Committee meetings; or
- (f) ceases to be a member of the Association.

14. Proceedings of Committee

- (1) The Committee shall meet together for the dispatch of business as and when necessary and the Chairperson may at any time convene a meeting of the Committee.
- (2) Each Committee member has a deliberative vote.
- (3) A question arising at a Committee meeting shall be decided by a majority of votes, but if there is an equality of votes, the person presiding at the Committee meeting shall have a casting vote in addition to his or her deliberative vote.
- (4) At a Committee meeting three (3) Committee members constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting shall be determined by the Committee members present at the Committee meeting.
- (6) A Committee member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act shall comply with that section.

15. General meetings

- (1) The Committee —
 - (a) may at any time convene a special general meeting;
 - (b) shall convene annual general meetings within the time limits provided for the holding of annual general meetings by section 23 of the Act; and
 - (c) shall, within 30 days of
 - (i) receiving a request in writing to do so from not less than five (5) members, convene a special general meeting for the purpose specified in that request.
- (2) The members making a request referred to in sub-rule (1)(c)(i) shall —
 - (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to —
 - (a) in sub-rule(1)(c)(i), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or
 - (b) in sub-rule (1)(c)(ii), the member who gave the notice concerned may himself convene a special general meeting as if he or she were the Committee.
- (4) When a special general meeting is convened under sub-rule (3)(a) or (b) -
 - (a) the Committee shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and
 - (b) the Association shall pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to sub-rule (8), the Committee shall give to all members not less than 14 days notice of a general meeting and of any motions to be moved at the general meeting.
- (6) A notice given under sub-rule (5) shall specify —
 - (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (7) In the case of an annual general meeting, the order in which business is to be transacted is —
 - (a) first, the consideration of the accounts and reports of the Committee;
 - (b) second, the election of the Committee members to replace outgoing Committee members; and

- (c) third, any other business requiring consideration by the Association in a general meeting.
- (8) The Committee shall give to all members not less than 21 days notice of a general meeting at which a special resolution is to be proposed and if any other motions are to be moved at that general meeting.
- (9) The Committee may give a notice under sub-rule (5) or (8) by —
 - (a) serving it on a member personally; or
 - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under section 27 of the Act.
- (10) When a notice is sent by post under sub-rule (9)(b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

16. Quorum in proceedings at general meetings

- (1) At a general meeting eight (8) members present in person or by proxy constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 15(5) or (8) —
 - (a) as a result of a request or notice referred to in rule 15(1)(c) or as a result of action taken under rule 16(3) a quorum is not present the general meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed by sub-rule (2)(b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Committee shall give notice under rule 15 of the adjourned general meeting as if the general meeting were a fresh general meeting.
- (7) At a general meeting -
 - (a) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and

- (b) a special resolution put to the vote shall be decided in accordance with section 24 of the Act.
- (8) A declaration by the Chairperson at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).
- (9) At a general meeting, a poll may be demanded by the Chairperson at the general meeting or by three or more members present in person or by proxy and, if so demanded, shall be taken in such manner at the Chairperson directs.
- (10) If a poll is demanded and taken under sub-rule (8) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under sub-rule (9) on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

17. Minutes of meetings of Association

- (1) The Committee shall cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.
- (2) The Chairperson shall ensure that the minutes taken of a general meeting or Committee meeting under sub-rule (1) are checked and signed as correct by the Chairperson of the general meeting or Committee meeting to which those minutes relate or of the next succeeding general meeting or Committee meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that -
 - (a) the general meeting or Committee meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

18. Voting rights of members of Association

- (1) Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.

- (3) An appointment made under sub-rule (2) shall be so made by a resolution of the board or other governing body of the body corporate concerned —
 - (a) which resolution is authenticated under the common seal of that body corporate; and
 - (b) a copy of which resolution is lodged with the Committee.
- (4) A person appointed under sub-rule (2) to represent a member which is a body corporate shall be deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

19. Proxies of members of Association

A member (in this rule called “the appointing member”) may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

20. Rules of Association

- (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act.
- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

21. Common seal of Association

- (1) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Association shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute book referred to in rule 17.
- (3) The affixing of the common seal of the Association shall be witnessed by the Chairperson and a Committee member.
- (4) The common seal of the Association shall be kept in the custody of the Chairperson or of such other person as the Committee from time to time decides.

22. Inspection of records, etc. of Association

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

23. Distribution of surplus property on winding up of Association

If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed -

- (a) to another Association incorporated under the Act; or
- (b) for charitable purposes

which incorporated Association or purposes, as the Association requires shall be determined by resolution of the members when authorising and directing the Committee under section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.