

NOTICE OF 2020 ANNUAL GENERAL MEETING

The ANNUAL GENERAL MEETING of the TAMWORTH & DISTRICT CHAMBER OF COMMERCE AND INDUSTRY (Trading as Tamworth Business Chamber and Tamworth Junior Chamber) ACN 000 482 093 will be held:

on: Thursday, 26 November 2020
at: 6pm
location: Capitol Theatre, Level 1, Centrepont, 374 Peel Street, Tamworth NSW

AGENDA

1. Opening
2. Apologies
3. Minutes of the previous AGM held on Thursday 21 November 2019; business arising from the Minutes
4. To receive and consider:
 - a) The President's Report
 - b) The Treasurer's Report
 - c) The Financial Statements
 - d) The Auditor's Report
5. To announce incoming and outgoing Directors on the Board of Directors
6. Special Business - Special Resolution to Amend the Constitution
7. General Business
8. Conclude Meeting

SPECIAL RESOLUTION

Notice is hereby given pursuant to section 249L(1) of the *Corporations Act 2001* (Cth), that at the general meeting of members on 26 November 2020, it is intended that the following be proposed as a special resolution and voted upon:

THAT the Constitution of the Tamworth & District Chamber of Commerce and Industry be amended as follows:

- a) Amend section 1, Definitions, to insert the following definition:

"1. Definitions ...

Complimentary Member means a person admitted as a Complimentary Member pursuant to the Constitution. ...

b) Amend section 3, which currently reads:

“3. Membership

3.1 The Initial Members to the Chamber and any person whom the Board by majority considers eligible may be elected a Member of the Chamber and shall be entered in the Register of Members accordingly. These include:

- 3.1.1 A Business Member;
- 3.1.2 Community Member; or
- 3.1.3 An Honorary Member”

To read:

“3. *Membership*

3.1 The Initial Members to the Chamber and any person whom the Board by majority considers eligible may be elected a Member of the Chamber and shall be entered in the Register of Members accordingly. These include:

- 3.1.1 A Business Member;*
- 3.1.2 Community Member;*
- 3.1.3 An Honorary Member **and Complimentary Member;***”

c) Amend section 5, which currently reads:

“5. Honorary member

5.1 The Board may admit to Honorary membership of the Chamber persons as the Board desires by reason of their distinguished position or who in the opinion of the Board shall have rendered special service to the Chamber.

5.2 Honorary Member does not need to apply for membership.

5.3 Honorary Members do not have any voting rights.

5.4 Honorary Members are exempt from paying membership fees for the period of their appointment as determined by the Board upon admission

5.5 The Board may revoke the appointment of an Honorary Member at any time including prior to the expiry of term specified under clause 0 without providing reasons for revocation.”

To read:

“5. *Honorary member **and Complimentary member***

5.1 The Board may admit to Honorary membership of the Chamber persons as the Board desires by reason of their distinguished position or who in the opinion of the Board shall have rendered special service to the Chamber. Honorary Members do not need to apply for membership.

5.2 The Board may admit to Complimentary membership of the Chamber persons or businesses as the Board desires upon application to and approval of the Board to the Chamber. Every applicant to be a Complimentary Member must:

5.2.1 conduct, or be involved in, business operations in Australia;

5.2.2 submit an application form to the Chamber; and
5.2.3 provide such other information or do such other things necessary in support of their application as required by the Board from time to time.

5.3 Honorary Members **and Complimentary members** do not have any voting rights.

5.4 Honorary Members **and Complimentary members** are exempt from paying membership fees. ~~for the period of their appointment as determined by the Board upon admission~~

5.5 The Board may revoke the appointment of an Honorary Member **or a Complimentary member** at any time **including prior to the expiry of term specified under clause 0** without providing reasons for revocation.”

d) Amend section 29.12, which currently reads:

“Every Member except an Honorary Member is entitled to 1 vote in a poll save as provided by this Constitution in case of any equality of votes.”

To read:

“Every Member except an Honorary Member **and a Complimentary Member** is entitled to 1 vote in a poll save as provided by this Constitution in case of any equality of votes.”

EXPLANATORY MESSAGE TO MEMBERS

The amendment is suggested in order to facilitate more efficient operation of the board and the constitution for the benefit of its members. It is furthermore suggested in order to allow for organisational growth and greater community inclusion and representation. This Explanatory Message to Members nor any documents annexed to it are not to be taken in any way as affecting the wording of the proposed amendments to the Constitution, but is provided to inform members of what is proposed and to draw attention to particular matters.

PROXY VOTES

If you cannot attend, you may cast your vote on the above special resolution by appointing a proxy to vote on your behalf. A proxy must be a Member who is entitled in their own right to vote at the AGM. If a member is entitled to cast 2 or more votes, the member may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Please email proxy appointments to reception@tamworth.org.au. Please note the right to vote by proxy applies only to the special resolution described above, and does not include the election of the board of directors.

For any inquiries please email: reception@tamworth.org.au or call the chamber office on (02) 6766 4810.

**INFORMATION RELEVANT TO THE ANNUAL GENERAL MEETING
AND CHAMBER ORGANISATION**

- a) Business Members may submit items of business and notices of motion which they wish to have included in the business of the AGM. All such items of business and notices of motion must be in writing and received by the Secretary at least 21 days prior to the date fixed for the AGM, that date being 5 November 2020.
- b) Nominations for election to the Board close 5 November 2020 (21 days prior to the date fixed for the AGM) and Board Nominations must be delivered to the Secretary on or before that day. Board Nominations must be in writing in the form prescribed by the Board and signed by at least 2 Business Members. (Clause 17.1 & 17.2)
- c) Each candidate for election shall be entitled to provide a business profile. (Clause 17.5.5)
- d) Should an election be required, a list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted on the Chamber's website in a conspicuous place for at least 14 days immediately preceding the AGM. (Clause 17.5.1)
- e) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order. Each member eligible to vote shall be entitled to vote for any number of such candidates not exceeding the number of vacancies. (Clause 17.5.4)
- f) The Election Committee shall as soon as practicable issue by post, electronic means or otherwise to each Business Member whose Membership Fees for the current financial year of the Chamber is paid, 1 ballot paper (and candidate's information) initialled by the Presiding Officer, together with an envelope (if required) addressed to the Election Committee. (Clause 17.5.6)
- g) In the case of an electronic ballot (or for those voting electronically), the Election Committee will provide a specific, confidential and secure email address to which completed electronic ballot papers can be sent and retained under the control of the Election Committee. (Clause 17.5.8)
- h) The ballot shall close 12 midday 2 days preceding the day of the AGM (on 24 November 2020 at 12pm).
- i) The Election Committee, together with such other scrutineers as may be appointed by the Board shall thereupon proceed to count the votes and shall report the result to the President who shall (at the AGM) declare the candidates who have received the largest number of votes duly elected Directors. (Clause 17.1.2 and Clause 17.5.1)

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