

Associations Incorporation Reform Act 2012 (Vic)

**RULES OF THE ITALIAN CHAMBER OF COMMERCE  
AND INDUSTRY IN AUSTRALIA - MELBOURNE INC.**

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## PART 1—PRELIMINARY

### 1. Name

The name of the incorporated association is "**The Italian Chamber of Commerce and Industry in Australia - Melbourne Incorporated**" referred to herein as "**the Chamber**".

#### Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

### 2. Purposes

- (1) The institution called "Camera di Commercio e Industria Italiana in Australia - Melbourne Inc." and in English "The Italian Chamber of Commerce and Industry in Australia - Melbourne Inc." was established in accordance with the decrees of 13th October, 1918, No. 1573, 20th February, 1919, No. 273 and 1st July, 1970, No. 518 of the Italian government relating to the organisation of the Italian Chambers of Commerce overseas.
- (2) The purposes of the Chamber are:
  - (a) the development in every possible way of economic and trade relations between Italy and Australia (Victoria and Tasmania and other jurisdictions as may be instructed by the Italian Government);
  - (b) the protection of and advocacy for parties interested in the exchange of goods and services between Italy and Australia;
  - (c) the development of activities aimed at promoting bilateral trade exchanges separate from any consideration of a political nature;
  - (d) to circulate useful news and trade information through periodical publications and other means;
  - (e) to advance the objects of the Chamber by co-operation with relevant governments, including: -
    - (i) the Italian Government, including the Italian Trade Commission (I.C.E.); and
    - (ii) Australian Government authorities (Commonwealth, State and Local) and;
  - (f) to develop, promote and enhance the commercial activities of Italian businesses and those owned by or associated with Members of the Chamber, subject always to the attainment of the objects of the Chamber;
  - (g) to act as an autonomous and independent body within the Commonwealth of Australia with a view to co-operating with any other Chamber of Commerce where the Council considers such co-operation meets with the objects of the Chamber;
  - (h) to affiliate with, and to elect nominees to other bodies with: -
    - (i) similar objects and interests; or
    - (ii) which promote Italian culture or the arts in connection with the objects of the Chamber;

- (i) the provision of consultancy and trade promotion activities and services, including the organization of professional training courses, consistent with the objects of the Chamber;
- (j) Subject to the Act, the Chamber has power to do all such other things as are or may be incidental, ancillary or conducive to the attainment of any of the above objects.

### 3. Financial year

The financial year of the Chamber is each period of 12 months ending on 31 December.

### 4. Definitions & Interpretation

In these Rules—

**absolute majority**, of the Council, means a majority of the Council members currently holding office and entitled to vote at the time (as distinct from a majority of Council members present at a Council meeting);

~~**Nomination Application**~~ means the prescribed form, in written, electronic or digital form, under Rule 9 that must be completed in order for the Council to consider a prospective member's application to become a member;

~~**Casual member**~~ means a member of the Council appointed under rule 57;

**Chairperson**, of a general meeting or Council meeting, means the person chairing the meeting as required under rule 46;

**Council** means the body having management of the business of the Chamber;

**Council meeting** means a meeting of the Council held in accordance with these Rules;

**Council member** means a member of the Council elected or appointed under Division 3 of Part 5;

**disciplinary appeal meeting** means a meeting of the members of the Chamber convened under rule 23(3);

**disciplinary meeting** means a meeting of the Council convened for the purposes of rule 22;

**disciplinary subcommittee** means the subcommittee appointed under rule 20;

**financial year** means the 12 month period specified in rule 3;

**general meeting** means a general meeting of the members of the Chamber convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

**member** means a member of the Chamber;

**member entitled to vote** means a member who under rule 13(2) is entitled to vote at a general meeting;

~~**Application**~~

**office bearers** mean the President, Vice-Presidents, Secretary and Treasurer of the Chamber;

**President** means the president of the Chamber appointed under Rule 52;

~~**register of members**~~ means a register in electronic or other appropriate format that contains information specified in Rule 18;

**Secretary** means the secretary, ~~Secretary General or most senior~~ and executive officer of the Chamber appointed under rule ~~47~~

47;

*secret ballot* means a form of voting by members, either in person or via appropriate technological or digital means, whereby each member's vote is not disclosed to other members and the ballot is conducted by the Secretary to ensure that votes are not disclosed;

*special resolution* means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

*the Act* means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

*the Registrar* means the Registrar of Incorporated Associations;



**Treasurer** means the treasurer of the Chamber elected under rule 52;

**Vice Presidents** mean the Vice Presidents of the Chamber elected under rule 52.

**Writing** means communication in an acceptable written or digital format including by letter, email or other digital, electronic or alternative technological means of the day that is considered to be easily accessible at that time by all relevant parties

## PART 2—POWERS OF CHAMBER

### 5. Powers of Chamber

- (1) Subject to the Act, the Chamber has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Chamber may—
  - (a) provide consultancy and trade promotion services, including on a fee-for-service basis, consistent with the objects of the Chamber.
  - (b) acquire, hold and dispose of real or personal property;
  - (c) sell, let or lease, mortgage, grant rights over or otherwise dispose of or convert into cash all or any of its property.
  - (d) open and operate accounts with financial institutions;
  - (e) invest its money in any security in which trust monies may lawfully be invested;
  - (f) raise and borrow money on any terms and in any manner as it thinks fit;
  - (g) establish any fund, authority, institution, company, society, association or trust in furtherance of the purposes;
  - (h) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (i) appoint agents to transact business on its behalf;
  - (j) enter into any arrangements with any Government or authority, whether Commonwealth, State, municipal or otherwise that may seem conducive to the purposes or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Chamber thinks it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
  - (k) enter into any other contract it considers necessary or desirable; and
  - (l) Exercise such powers conferred by the Act not otherwise modified and excluded by the powers hereinbefore expressed..
- (3) The Chamber may only exercise its powers and use its income and assets (including any surplus) for its purposes.

### 6. Not for profit organisation

- (1) The Chamber must not distribute any surplus, income or assets directly or indirectly to its members or any member(s).
- (2) Subrule 6(1) does not prevent the Chamber from paying a member—
  - (a) reimbursement for expenses properly incurred by the member; or
  - (b) for goods or services provided by the member—

if this is done in good faith and in relation to the proper operation of the Chamber on terms no more favorable than if the member was not a member.

**Note**

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

**PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

**Division 1—Membership**

**7. Minimum number of members**

The Chamber must have at least 5 members.

**8. Who is eligible to be a member**

Any Italian, Australian or foreign natural person, corporation, government or semi-government entity or association who supports the purposes of the Chamber is eligible to be a Member subject always to a proper ~~nomination application~~ being accepted by the Council PROVIDED THAT the applicant is deemed to be, in the reasonable opinion of the Council, of good standing and reputation.

**9. Application for membership**

- (1) To apply to become a member of the Chamber, a person must submit an Nomination Application Form ~~written application~~ to the Secretary, in the form prescribed and approved by the Council including via the Chamber's own or associated website, stating that the person—
  - (a) wishes to become a member of the Chamber; and
  - (b) supports the purposes of the Chamber; and
  - (c) is of good standing and reputation; and
  - ~~(d)~~ agrees to comply with these Rules.
- (2) The application—
  - (a) ~~(a)~~ must be signed by the applicant or in the case of an online membership shall be acknowledged and accepted digitally by the proposed member by way of check box; and
  - ~~(b) may must~~ be accompanied by the joining fee if it is applicable.

**Note**

The joining fee is the fee (if any) determined by the Association under rules 12 (1) and 12(3).

**10. Consideration of application**

- (1) As soon as practicable after an application for membership is received and generally at the next Council meeting, the Secretary shall refer the application to the Council which must consider and decide by resolution whether to accept or reject the application.
- (2) The Council must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Council rejects the application, it must return any money accompanying the application to the applicant.

(4) No reason need be given for the rejection of an application.

***11. New membership***

(1) If an application for membership is approved by the Council—

(a) the resolution to accept the membership must be recorded in the minutes of the Council meeting; and

- (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a new member of the Chamber and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
  - (a) the Council approves the person's membership; or
  - (b) the person pays the joining fee, if applicable, and annual membership subscription fee. joining fee and one half year's subscription for the current year ending 31 December.
- (3) Membership is valid for a 12 month period from being deemed a new member.

### **12. Annual subscription and fee on joining**

- (1) The Council must determine by resolution—
  - (a) ~~the~~ joining fee and if a joining fee is payable (if any); and
  - (b) the amount of the annual (12 month) subscription fee (if any) for the following financial year;
    - (c) the annual (12 month) subscription fee may be differentiated between new members and those members renewing their membership;
    - (d) any changes in the joining -and / or annual (12 month) subscription fees no more than once within any 12 month period. Any changes in fees will not affect existing memberships until their next renewal date.
- ~~(2)~~ (2) The Council may determine that a lower annual subscription is payable by any category of member established in these Rules.
- ~~(3) The Council may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—~~
  - ~~(a) the full annual subscription; or~~
  - ~~(b) a pro rata annual subscription based on the remaining part of the financial year; or~~
  - ~~(c) a fixed amount determined from time to time by the Council.~~
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid, provided that the suspension shall not apply if the annual subscription is paid at least 2-10 business days before the annual general meeting.
- ~~(5) Subscriptions for the following financial year must be paid by 15 March unless Council passes a resolution to allow an extension under special or extraordinary circumstances.~~

### **13. General rights & liabilities of members**

- (1) A member of the Chamber who is entitled to vote has the right—
  - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and

- (d) to vote at a general meeting; and
  - (e) to have access to the minutes of general meetings and other documents of the Chamber as provided under rule ~~7547~~; and
  - (f) to inspect the register of members subject to any restrictions about personal information reasonably requested by the member;
- (2) A member is entitled to vote if—
- (a) the member is a member other than an Honorary member; and
  - (b) more than ~~2-14~~ business days have passed since he or she became a member of the Chamber; and
  - ~~(c) the member's~~ membership rights are not suspended for any reason.
- (3) The liability of a member to contribute towards the payment of the debts and liabilities of the Chamber or the cost, charges and expenses of the winding up of the Chamber is

limited to the amount, if any, unpaid by such member in respect of membership of the Chamber as required by Rule 12.

#### 14. Categories of membership

(1) There shall be the following categories of Members, namely:

- (a) Corporate;
- (b) Individual;
- (c) Supporting;
- (d) Honorary; ~~and~~  
~~(b)(d)~~ Life; ~~and-~~

~~(f) any new category deemed to be appropriate and determined by resolution from time to time by the Council~~

(2) The Council may subdivide these categories of members as follows: -

- (a) overseas members (being those members who reside outside Australia); and
- (b) interstate members (being those members who reside in a state or territory of Australia other than Victoria ~~or Tasmania~~); and
- (c) Victorian Members (being those Members who reside ~~or operate~~  
~~entities~~ in Victoria).

~~(d) Tasmanian Members (being those Members who reside ~~or operate~~  
~~entities~~ in Tasmania)~~

(3) Corporate members

- (a) Any applicant which is a firm or corporate ~~body-entity~~ and is nominated for membership and is duly accepted shall be known as a Corporate member.
- (b) All Corporate Members shall by notice in writing given to the Secretary not less than ~~seven-ten (107)~~ ~~business~~ days before the date of a meeting in respect of which the nominee may wish to vote appoint one nominee only who shall be in the employ of the corporation and shall be at liberty to change such appointment from time to time by like notice in writing to the Secretary whenever considered necessary without incurring the liability of an additional subscription. Such nominee shall be the sole person entitled to exercise the voting rights of the Corporate member at meetings of the Chamber PROVIDED THAT the nominee shall not at any meeting be entitled to vote on behalf of more than four (4) Members INCLUDING ~~him/her-themself~~ and any members who have appointed ~~him/her/them~~ as their nominee or proxy.

(4) Individual members

- (a) An individual member is a person who has reached the ~~legal~~ age of ~~majority~~ ~~maturity~~ and who meets the qualifications for membership under these Rules ~~and does not otherwise properly qualify for any other category of membership.~~

(5) Supporting Members

- (a) A person may be declared by the Council to be a Supporting member on the basis of special financial or other support provided to the Chamber and shall enjoy all the ~~rights and benefits of membership.~~

(6) Honorary Members

- (a) The Council may appoint Honorary members as provided by this subrule.
- (b) An Honorary member must be proposed in writing for such Honorary membership by a Council-member and such proposal must be ~~nominated~~supported in writing by any two (2) other members of the Council.
- (c) The proposal for Honorary membership shall be considered at a Council meeting and ~~if a resolution must be passed with~~ a simple majority of ~~the Council~~ members ~~of the Council present and~~ voting ~~are~~ in favour of the proposal, the Honorary membership shall be granted.



(d) Any Honorary member shall be entitled to all of the rights of Honorary membership until the Council meeting prior to the next Annual General Meeting and Council appointed after the Annual General Meeting shall give further consideration to the appointment of any Honorary member for any further term.

(e) Honorary members shall have no right to vote, to seek election to the Council, to appoint proxies or to nominate a person for membership of the Chamber, but shall otherwise be entitled to enjoy all the rights and benefits of membership, save that an Honorary Member shall not be required to pay any subscription.

~~(e)~~ ~~(f)~~ The Ambassador for Italy in Australia will be considered, being the Honorary President, and the Consul-General for Italy in Victoria will be considered, being the and Honorary Council Member. The Ambassador, Consul-General and Honorary Consul shall be ex officio Honorary members of the Chamber and of the Council. The Consul-General for Italy in Victoria and Consul for Italy in Tasmania shall be invited to attend all meetings of the various organs of the Chamber.

~~(f)~~ The Honorary Consul of Italy in Tasmania may nominate for election as a Council member subject to requirements of Division 3 of Part 5 of these rules. If their nomination is successful, they will be no longer be considered an Honorary Council Member during their term as Council member.

~~(g)~~ The Council may appoint one additional Honorary Council member who shall be a Member of the Chamber and whose appointment shall come up for reconsideration by the Council after each Annual General Meeting.

~~(h)~~ At Council meetings, the Honorary members other than for Honorary Consul of Italy in Tasmania if acting as an elected Council member, he shall have a consultative but not a deliberative vote.

#### (7) Life Members

(a) The Council may recognise distinguished services to the Chamber by any member by declaring by resolution that he shall be a Life member.

(b) Life members shall be entitled to enjoy all the rights and benefits of membership, save that a Life Member shall not be required to pay any subscription:-

~~(c)~~ the Council reserves the right to revoke a Life Member's membership for inappropriate or injurious or harmful behaviour to the Chamber's interests subject to the rules and procedures under Division 2 of Part 3.

#### 15. Transferability of Rights not transferable

~~(1)~~ The rights of a person or an Individual, Honorary, Life or Supporting -members are not transferable and end when membership ceases:-

~~(2)~~ The representative to the rights of a Corporate member may be transferred by written notice to the Secretary.

#### 16. Ceasing membership

(1) The membership of a person or Individual, Honorary, Life or Supporting member a person ceases on resignation, expulsion, death or where they become of unsound mind.

(2) If a person or Individual, Honorary, Life or Supporting member ceases to be a member of the Chamber, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

#### 17. Resigning as a member

(1) A member may resign by notice in writing given to the Chamber.

Note

Rule 77(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee.

- (2) A member is taken to have resigned if—
- (a) Subject to the discretion of the Council, the member's annual subscription is more than ~~6~~ 3 months in arrears; or
  - (b) where no annual subscription is payable—
    - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
    - (ii) the member has not, within 30 ~~days~~ months after receiving that request, confirmed in writing that he or she wishes to remain a member.
- (3) Where a member ceases to be a member pursuant to this Subrule, ~~he~~they shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Chamber.

## 18. Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
  - (a) for each current member—
    - (i) the member's name;
    - (ii) the postal and email address for notice and other contact details last given by the member;
    - (iii) the date of becoming a member;
    - (iv) the category of membership the member holds;
    - (v) any other information determined by the Council; and
  - (b) for each former member, the date of ceasing to be a member.

~~(2) Any member may, at a reasonable time and free of charge, inspect the register of members.~~

### Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

## Division 2—Disciplinary action

### 19. Grounds for taking disciplinary action

The Chamber may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Chamber; or
- (c) has engaged in conduct prejudicial, harmful or injurious to the interests of Chamber.

### 20. Disciplinary subcommittee

- (1) If the Council is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Council must appoint a disciplinary subcommittee of at least 3 independent parties to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
  - (a) may be Council members, members of the Chamber or anyone else; but
  - (b) must not be biased against, or in favour of, the member concerned.

### 21. Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
  - (a) stating that the Chamber proposes to take disciplinary action against the member;  
and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*);  
and

| (d) advising the member that he or she may do one or both of the following—

- (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
- (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and

(e) setting out the member's appeal rights under rule 23

(f) stating that the Chamber, nor any Council member(s), shall not be liable or responsible for payment of any fees or costs incurred by the member against which disciplinary actions are to be taken or arising from rules under this Division.

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- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## **22. Decision of subcommittee**

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
  - (a) give the member an opportunity to be heard; and
  - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
  - (a) take no further action against the member; or
  - (b) subject to subrule (3)—
    - (i) reprimand the member; or
    - (ii) fine the member (subject to the limitations contained in the Act and any Regulations made thereunder); or
    - (iii) suspend the membership rights of the member for a specified period; or
    - (iv) expel the member from the Chamber.
- (3) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

## **23. Appeal rights**

- (1) A person whose membership rights have been suspended or who has been expelled from the Chamber under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
  - (a) to the disciplinary subcommittee immediately and received -not later than 48 hours after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary and received not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Council as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Chamber who is entitled to vote as soon as practicable and must—
  - (a) specify the date, time and place of the meeting; and
  - (b) state—
    - (i) the name of the person against whom the disciplinary action has been taken; and

| (ii) the grounds for taking that action; and

- (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

**24. Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting—
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Council must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot conducted by the Secretary, or another appointed party, on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

**Division 3—Grievance procedure**

**25. Application**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (a) a member and another member;
  - (b) a member and the Council;
  - (c) a member and the Chamber.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

**26. Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

**27. Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
  - (a) notify the Council of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement—

- (i) if the dispute is between a member and another member—a person appointed by the Council; or
  - (ii) if the dispute is between a member and the Council or the Chamber or between a Council member and another Council member(s)—a person appointed or employed by the Dispute Settlement Centre of Victoria (DSCV) or if the DSCV no longer exists, the equivalent body established by the Victorian State Government to replace the functions of the DSCV or in the case of Tasmania The Dispute Settlement Centre of Tasmania.
- ~~(3) A mediator appointed by the Council may be a member or former member of the Chamber but in any case must not be a person who—~~
- ~~(a) has a personal interest in the dispute; or~~
  - ~~(b) is biased in favour of or against any party.~~
- (3) The Chamber is not liable for payment of any costs incurred by any member or parties to any this procedures under this Division.

### 28. Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
  - (a) give each party every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- ~~(2) The mediator must not determine the dispute.~~

### 29. Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## PART 4—GENERAL MEETINGS OF THE CHAMBER

### 30. Annual general meetings

- (1) The Council must convene an annual general meeting of the Chamber to be held within 4 months after the end of each financial year or in accordance with rules of the Act or in accordance with an extension of time granted and approved by the Victorian State Government statutory body governing the Chamber.
- (2) The Council may determine the date, time, ~~and~~ place and form of convening (in person or alternative technology defined in rule 35 or hybrid formats) of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows—
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) to receive and consider—
    - (i) the annual report of the Council on the activities of the Chamber during the preceding financial year; and
    - (ii) the financial statements of the Chamber for the preceding financial year ~~submitted by the Council in accordance with Part 7 of the Act;~~



- (c) to elect the members of the Council required to be elected pursuant to these Rules
  - (d) ~~to confirm or vary the amounts (if any) of the annual subscription and joining fee.~~
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### 31. *Special general meetings*

- (1) Any general meeting of the Chamber, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Council may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

**Note**

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

### 32. *Special general meeting held at request of members*

- (1) The Council must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least ~~2~~30% of the total number of members.
- (2) A request for a special general meeting must—
  - (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the names and signatures of the members requesting the meeting
  - (d) may consist of several documents in similar form, each signed by one (1) or more of the members making the requisition; and
  - (e) be given to the Secretary.
- (3) If the Council does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
  - (a) must be held within 3 months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- (5) The Chamber must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

### 33. *Notice of general meetings*

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Chamber—
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
  - (a) specify the date, time, ~~and~~ place and form of convening (in person or or alternative technology defined in rule 35 or hybrid formats) of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and

(c) if a special resolution is to be proposed—

- (i) state in full the proposed resolution; and
  - (ii) state the intention to propose the resolution as a special resolution; and
  - (d) comply with rule 34(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

**Note**

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

**34. Proxies**

- (1) A member (other than an Honorary member) may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Council has not approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) A member shall not be entitled to vote on behalf of more than ~~four~~ two (2) members including ~~themselves himself~~ and members who have appointed ~~him them~~ as their proxy pursuant to this Rule.
- (6) Notice of a general meeting given to a member under rule 33 must—
  - (a) state that the member may appoint another member as a proxy for the meeting; and
  - (b) include a copy of any form that the Council has approved for the appointment of a proxy.
- (7) A form appointing a proxy must be sent by post or electronically to the Secretary at the Chamber and is of no effect unless it is received by the Chamber no later than ~~seven~~ ten (10) business days before the commencement of the meeting.

**35. Use of technology**

- ~~(1)~~ (1) In extraordinary circumstances wherein members are unable to physically convene for either an Annual General Meeting, Special General Meeting or General Meeting, due to extraordinary security, public health or other circumstances or due to prevailing government orders, the Council may nominate an alternative form of convening that relies upon generally accessible and available technology of the day.
- ~~(2)~~ (2) Any member(s) not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- ~~(3)~~ (3) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (2) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

**36. Quorum at general meetings**

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) of ~~150~~ 150 of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—

- (a) in the case of a meeting convened by, or at the request of, members under rule 32—  
the meeting must be dissolved;

**Note**

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

- (b) in any other case—
  - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
  - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

**37. Adjournment of general meeting**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.

**Example**

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

**38. Voting at general meeting**

- (1) On any question arising at a general meeting—
  - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
  - (b) members may vote personally or by proxy; and
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

### **39. Special resolutions**

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

#### **Note**

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a committee member from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the Chamber.

### **40. Determining whether resolution carried**

(1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—

- (a) carried; or
- (b) carried unanimously; or
- (c) carried by a particular majority; or
- (d) lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

(2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—

- (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
- (b) the Chairperson must declare the result of the resolution on the basis of the poll.

(3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

(4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

### **41. Minutes of general meeting**

(1) The Council must ensure that minutes are taken and kept of each general meeting.

(2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

(3) In addition, the minutes of each annual general meeting must include—

- (a) the names of the members attending the meeting; and
- (b) proxy forms given to the Chairperson of the meeting under rule 34(6); and
- (c) the financial statements submitted to the members in accordance with rule 30(3)(b)(ii); and
- (d) the certificate signed by two Council members certifying that the financial statements give a true and fair view of the financial position and performance of the Chamber; and
- (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## PART 5—COUNCIL

### Division 1—Powers of Council

#### 42. Role and powers

- (1) The business of the Chamber must be managed by or under the direction of a Council.
- (2) The Council may exercise all the powers of the Chamber except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Chamber.
- (3) The Council may establish subcommittees consisting of members with terms of reference it considers appropriate.

#### 43. Delegation

- (1) The Council may delegate to a member of the Council, a subcommittee or staff, any of its powers and functions other than—
  - (a) this power of delegation; or
  - (b) a duty imposed on the Council by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Council considers appropriate.
- (3) The Council may, in writing, revoke a delegation wholly or in part.

### Division 2—Composition of Council and duties of members

#### 44. Composition of Council

- (1) The Council shall be comprised of: -
  - (a) the elected office bearers;
  - (b) the Secretary (being an ex-officio office bearer); ~~and~~
  - ~~(c) (e) ordinary members elected to the Council; and / or~~
  - ~~(d) Casual member(s).~~
- ~~(2)~~ The office bearers shall be: -
  - (a) an ex-officio office bearer, being the Secretary; and
  - (b) elected office bearers.
- (3) The elected office bearers shall be: -
  - (a) the President;
  - (b) Vice-President; and ~~(Removed the word 2)~~
  - (c) the Treasurer.
- ~~(3) (4)~~ The number of Council members may be set by the Council from time to time. In setting the numbers of Council members, the Council must ensure that the total of office bearers and ordinary Council members is not greater than ~~46~~ 13 persons.
- ~~(4)~~ The Council must include at least one (1) of member which must be a representative from the interests of Tasmania. If no members from Tasmania are elected, the Honorary Consul of Italy in Tasmania, as an Honorary Council Member, is considered to fulfil this role.



- (5) The Council may include a member, or members, that represents the interests of members from other interstate jurisdictions (outside Victoria and Tasmania) as directed by the Italian Government or members from Italy;
- (6) At the discretion of Council, there may be appointment for up to two (2) further Casual members beyond the 13 person threshold in accordance with Rule 57-
- (5) No person shall assume the role of Councilor unless the person has first given the Chamber a written consent to act as a councilor of the Chamber.
- (6) No Council member should be a sitting Council member, or in an equivalent position, on another recognised Italian Chamber of Commerce also operating in Australia;

-

#### **45. General Duties**

- (1) As soon as practicable after being elected or appointed to the Council, each Council member must become familiar with these Rules and the Act.
- (2) The Council is collectively responsible for ensuring that the Chamber complies with the Act and that individual members of the Council comply with these Rules.
- (3) Council members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Council members must exercise their powers and discharge their duties—
  - (a) in good faith in the best interests of the Chamber; and
  - (b) for a proper purpose.
- (5) Council members and former Council members must not make improper use of—
  - (a) their position; or
  - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Chamber.

**Note**

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (6) In addition to any duties imposed by these Rules, a Council member must perform any other duties imposed from time to time by resolution at a general meeting.

#### **46. President and Vice-President**

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Council meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
  - (a) in the case of a general meeting—a member elected by the other members present; or
  - (b) in the case of a Council meeting—a Council member elected by the other Council members present.

#### **47. Secretary**

- (1) The Secretary shall be: -
    - (a) appointed by the Council subject to the approval of the Italian Government, as advised through the Italian Embassy in Australia; and
    - (b) employed by the Chamber, with remuneration and other terms of employment as the Council may determine.
  - (2) The Secretary: -
    - (a) is required to manage the general administration of the Chamber at the behest and directions of the Council;
    - (b) shall be the secretary of the Chamber as required under Division 1 of Part 6 of the Act and must perform any duty or function required under the Act to be performed by the secretary of an incorporated association;
    - (c) shall have the right to attend all meetings of the Chamber; and
-

- (d) shall have power to appoint and remove staff subject to the approval of the Council.

**Example**

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

(3) The Secretary must—

- (a) maintain the register of members in accordance with rule 18; ~~and~~
  - (b) keep custody of the common seal (if any) of the Chamber and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Chamber in accordance with rules 75 and 78; ~~and~~
  - (c) keep minutes of all proceedings at Council meetings (subject to rule 66) and at general meetings of members; and
  - (d) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
  - (e) Report to the Italian government as to the financial position and activities of the Chamber: -
    - (i) in accordance with the requirements of the Italian government; or
    - (ii) as contained in any condition of funding granted to the Chamber by the Italian government; and
  - (f) receive and collect all moneys due to be paid to or received by the Chamber and issue receipts for those moneys in the name of the Chamber; and
  - (g) ensure that all moneys received are paid into the account of the Chamber within 5 working days after receipt; and
  - (h) make any payments authorised by the Council or by a general meeting of the Chamber from the Chamber's funds; and
  - (i) ensure cheques and / or any other digital forms of payment -are signed or appropriately authorised -by at least 2-1 other office bearers (excluding the Secretary); and
  - (j) perform any other duty or function imposed on the Secretary by these Rules.
- (4) It shall not be a breach of the duty of, or conflict of the duty for the Secretary to report to, or provide information to the Italian government in accordance with these Rules.
- (5) ~~The Secretary must~~ give to the Registrar notice of ~~his or her~~their appointment within 14 days after the appointment.
- (6) Should the secretary not be able attend meetings of the Council; the next responsible person in the Chamber may attend meetings of the

~~Councillor~~Councils as a temporary substitute to fulfil the functions of the Secretary.

- (e) ~~(7)~~ Any expense/s incurred by the secretary in the pursuit of his duties whether incurred locally or overseas are to be disclosed to the Treasurer or to the Councillors at the next meeting of the Council following any request of payment or upon payment of the expense, whichever falls first.
- (f) ~~(8)~~ The Council may terminate the employment of the Secretary if the Secretary is found to be:
  - (i) Acting against the best interest of the Chamber;
  - (ii) Acting in collusion with others against the best interests of the Chamber;
- (g) ~~(a)~~ Unable to carry out the functions and duties of Secretary as defined in his employment contract and or these Rules;

- (d) Having a conflict of interest that has not been disclosed to the Council;
  - (e) Misappropriation of Chamber monies, services and or information;
  - (f) Derelict in his duties or as directed by the Council.
- (9) The Secretary is to inform the Council of any conflict of interest which may arise directly or indirectly knowingly or otherwise with his position as Secretary or with any project, promotion or whatever that the Chamber is, will or may be involved.

Note

A Council member may not hold the office of secretary if they do not reside in Australia.

**48. Treasurer**

- (1) The Treasurer must—
  - (a) ensure that the financial records of the Chamber are kept in accordance with the Act; and
  - (b) coordinate the preparation of the financial statements of the Chamber and their certification by the Council prior to their submission to the annual general meeting of the Chamber.
- (2) The Treasurer must ensure that at least one other Council member in addition to the Secretary has access to the accounts and financial records of the Chamber.

**Division 3—Election of Council members and tenure of office**

**49. Who is eligible to be a Council member**

A member is eligible to be elected or appointed as a Council member if the member—

- (a) is 18 years or over at the date of nomination; and
- (b) is entitled at the date of nomination to vote at a general meeting.
- (c) Is able to demonstrate they can meet the eligibility criteria as established from time to time by the council or a sub-committee of the Council.

**50. Positions to be declared vacant**

- (1) This rule applies to—
  - (a) the first annual general meeting of the Chamber after its incorporation; or
  - (b) any subsequent annual general meeting of the Chamber, after the annual report and financial statements of the Chamber have been received.
- (2) The Chairperson of the meeting must declare vacant those positions on the Council determined in accordance with Rule 55 and or Rule 56 and hold elections for those vacancies in accordance with rules 51 to 54.

**51. Nominations**

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) Nominations of all persons seeking election to the Council shall be:

- (a) made in writing, signed by two Members and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (b) delivered to the Secretary not less than ~~seven-ten~~ (7-10) business days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

~~(3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.~~

(34) The nomination and election of a candidate for the office of President shall not be valid unless the candidate has been a member of the Council and has attended (in person or virtually) not less than 75% of the Council meetings held in the twelve (12) months immediately preceding the election date.

#### 52. Election of Office bearers etc.(other than the Secretary)

- (1) All office bearers, other than the Secretary, shall be elected by the members of the Council from the ordinary members of Council.
- (2) The Council must hold separate elections every ~~Three (3)~~ years immediately following the Annual General Meeting, or within 28 days following the vacation of a position, for each of the following positions in the following sequence —
  - (a) President;
  - (b) ~~Two (2)~~ Vice-President; and
  - (c) Treasurer.
- (3) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (4) If more than one member is nominated, a ballot must be held in accordance with rule 54.
- (5) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.
- ~~(65)~~ On ~~his/her/ they~~their election, the new President ~~may~~shall take over as Chairperson of the meeting.

#### **Fixed term for office bearers**

(7) Commencing from the election of Office bearers following the Annual General Meeting or the first Special Meeting ~~of to be held in 2023,~~ all elected Office bearers shall hold a fixed term of ~~Three (3) years~~ from their date of election. After ~~this initial~~ any ~~Three (3) year term,~~ the office bearers ~~shall step~~ must vacate the elected positions. If they are still valid Council members they down or may seek request re-election to an Officer bearer position the Committee position -in accordance with terms set out in Rules 52, Clause 55 (2), and 55-(3) and 55(4).

#### 53. Election of ordinary members

- (1) A single election may be held to fill all of the vacancies on Council.
- (2) If the number of members nominated for the position of ordinary Council member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (3) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

#### 54. Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint ~~a the Secretary or member the Chamber's Auditor~~ (and in the case of the election

of office bearers pursuant to Rule 52, ~~the Secretary/Councillor~~) to act as returning officer to conduct the ballot.

- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech, or provide documentation, in support of ~~his or her~~their election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper, or direct the use of appropriate digital, electronic or technological means for the purpose of conducting the ballot, to—
  - (a) each member present in person; and
  - (b) each proxy appointed by a member.

**Example**

If a member has been appointed the proxy of ~~25~~ other members, the member must be given a maximum of ~~36~~ ballot papers or allowed to provide 3 votes including ~~his/her~~their own— one for the member and one each for the other members.

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote, or indicate their vote as directed via the appropriate digital, electronic or technological means.
- (7) If the ballot is for more than one position—



(a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote or indicate their vote as directed via the appropriate digital, electronic or technological means;

(b)

~~(b)~~ the voter must not write the names of more candidates than the number to be elected or be allowed to vote via the digital, electronic or technological means for more candidates than the number to be elected;

~~-(8)~~ Ballot papers, or non-paper based votes that do not comply with subrule (7) (b) are not to be counted.

(9) Each ballot paper on which the name of a candidate has been written, or each non-paper based vote, counts as one vote for that candidate.

(10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

(11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—

(a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or

(b) with the agreement of those candidates, decide by lot which of them is to be elected.

**Examples**

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

**55. Term of office**

(1) Subject to possible extension pursuant to rule 55(2), Councilors shall serve on Council for the tenures set out below: -

~~(a)~~ ~~(a)~~ All Council members other than the Secretary: four (4) consecutive years or four (4) periods between consecutive Annual General Meetings subject to subrule 55(4);

~~(b)~~ Casual members: one (1) year or until subsequent Annual General Meeting whichever is the earlier;

(b) The Secretary: during such time as he or she holds that position pursuant to rule 47(1).

(2) After a Council member's tenure on Council has expired (whether as an elected office bearer or an ordinary member), the Council may determine by resolution carried by majority vote that he or she is eligible to re-nominate for election for a further term on Council, if it is in the best interests of the Chamber that the person be so eligible.

(3) Subject to subrule (5) and rule 56, a Council member holds office until the positions of the Council are declared vacant in accordance with these Rules.

~~(4) A Council member may be re-elected~~

~~(4)~~ In the case of Office bearers who are elected with less than ~~three (3)~~ years remaining in their term, they shall automatically have their term as Council member extended for the period required to fulfill their full three (3) year term in the as-Office b-earer position they were elected to~~s~~.

(5) A general meeting of the Chamber may—

~~(a) by special resolution remove a Council member from office; and~~

- (b) elect an eligible member of the Chamber to fill the vacant position in accordance with this Division.
- (6) The Council may by a resolution passed by two-thirds of the members of the Council remove a Council member from office. Proxy votes are not permitted for the purposes of a resolution to remove a Council member but members may attend the meeting by the use of technology as permitted by these rules.
- (7) A member who is the subject of a proposed special resolution under subrule (5)
  - (a) may make representations in writing to the Secretary or President of the Chamber (not exceeding a reasonable length) and
  - (b) may request that the representations be provided to the members of the Chamber.

- (8) The Secretary or the President may give a copy of the representations to each member of the Chamber or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

#### 56. *Vacation of office*

- (1) A Council member may resign from the Council ~~by providing notification of their intention by written notice in writing~~ addressed to the Council ~~or the President~~.
- (2) A person ceases to be a Council member if he or she—
- (a) ceases to be a member of the Chamber; or
  - (b) fails to attend 3 consecutive Council meetings (other than special or urgent Council meetings) without leave of absence under rule 67, or who has sent an apology; or
  - (c) ~~does not attend at least 4 Council meetings (other than special or urgent Council meetings) within the year between Annual General Meetings, in person or via technology subject to rule 35; excluding meetings whereby a leave of absence has been granted under rule 67 or an apology for absence has been received by the Secretary or President prior to that meeting; or~~
  - (de) Becomes ineligible to be a director, or is disqualified from managing a corporation under the *Corporations Act 2001* (Cth); ~~or~~
  - (ed) otherwise ceases to be a Council member by operation of section 78 of the Act.

#### **Note**

~~A Council member may not hold the office of secretary if they do not reside in Australia.~~

- (3) A Council member who is charged with an offence that could lead to being disqualified from managing a corporation under the *Corporations Act 2001* (Cth), including pursuant to section 206B of the *Corporations Act 2001* (Cth), must stand aside from the Council until the final outcome of the charges is determined.

#### 57. *Filling ~~casual vacancies~~ and Casual members*

- (1) ~~(1)~~ The Council may appoint an eligible member of the Chamber as a Casual member to either:
- (a) fill a position on the Council that—
    - (ia) has become vacant under rule 56; or
    - (iib) was not filled by election at the last annual general meeting;
  - (b) support achievement of the Chamber's purposes as outlined in Rule 2(2) through particular experience and experience that is not represented on the Council at the time of appointment; or
  - (a) increase the diversity of the Council's composition relative to those represented on the Council at the time of appointment;
- (2) ~~If the position of Secretary becomes vacant, the Council must appoint a member to the position within 14 days after the vacancy arises, subject to the approval of the Italian government in accordance with Rule 47(1)(a).~~
- (3) A Casual member person appointed to Council ~~to fill a casual vacancy~~ pursuant to this rule
- (a) shall hold office until the next Annual General Meeting;

(b) shall be eligible for re-appointment as a Casual member for no more than 2 consecutive terms without nominating for election under Rule 51 unless determined by resolution that must be carried with two-thirds majority support of the Council;  
(c) shall be granted voting rights consistent with an ordinary member on any resolution proposed by Council; and

(~~d~~e) is not eligible to be an office bearer whilst so appointed.

(3) (4) Subrules 55 (~~65~~) to 55 (~~87~~) apply to any Council member appointed by the Council under subrule (1) ~~or (2)~~.

(4) If the position of Secretary becomes vacant, the Council must commence the process of appointing a member to the position within 28 days after the vacancy arises, subject to the approval of the Italian government in accordance with Rule 47(1)(a).

(5) The Council may continue to act despite any vacancy in its membership.

#### **Division 4—Meetings of Council**

##### **58. Meetings of Council**

(1) The Council must meet at least ~~8~~ 6 times in each year at the dates, times and places, or by technology in accordance with rule 62, as determined by the Council.

- (2) The date, time and place, or form of convening under rule 62. -of the first Council meeting must be determined by the members of the Council as soon as practicable after the annual general meeting of the Chamber at which the members of the Council were elected.
- (3) Special Council meetings may be convened by the President or by joint request from any 4 members of the Council.

#### **59. Notice of meetings**

- (1) Notice of each Council meeting must be given to each Council member no later than five (5) business 7 days before the date of the meeting.
- (2) Notice may be given of more than one Council meeting at the same time.
- ~~(3) The notice must state the date, time and place, or form of convening under rule 62. of the meeting.~~
- (4) If a special Council meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

#### **60. Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each Council member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Council.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

#### **61. Procedure and order of business**

- (1) The procedure to be followed at a meeting of a Council must be determined from time to time by the Council.
- (2) The order of business may be determined by the members present at the meeting.

#### **62. Use of technology**

- ~~(1) (4) In extraordinary circumstances wherein members are unable to physically convene due to extraordinary security, public health or other circumstances or due to prevailing government orders, the Council may nominate an alternative form of convening that relies upon generally accessible and available technology of the day.~~
- ~~(2) Any member(s) not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.~~
- ~~(3) For the purposes of this Part, a member participating in a Council meeting as permitted under subrule (2) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.~~

~~A Council member who is not physically present at a Council meeting may participate in the meeting by the use of technology that allows that Council member and the Council~~

~~members present at the meeting to clearly and simultaneously communicate with each other.~~

~~(2) For the purposes of this Part, a Council member participating in a Council meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.~~

**63. Quorum**

(1) No business may be conducted at a Council meeting unless a quorum is present.

For clarity the following table shall apply:

Total elected council members	Number required
6	4
7	5
8	6
9	6
10	7
11	8
12	8
13	9

(2) The quorum for a Council meeting is the presence (in person or as allowed under rule 62) of a majority of the Council members holding office.

(3) If a quorum is not present within 30 minutes after the notified commencement time of a Council meeting—

(a) in the case of a special meeting—the meeting lapses;

- (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

#### **64. Voting**

- (1) On any question arising at a Council meeting, each Council member present at the meeting has one vote.
- (2) A motion is carried if a majority of Council members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Council or to be passed by unanimous support of the Council.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

#### **65. Conflict of interest**

- (1) A Council member who has a material personal interest in a matter being considered at a Council meeting must disclose the nature and extent of that interest to the Council.
- (2) The member—
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.

##### **Note**

Under section 81(3) of the Act, if there are insufficient Council members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
  - (a) that exists only because the member belongs to a class of persons for whose benefit the Chamber is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of the Chamber.

#### **66. Minutes of meeting**

- (1) The Council must ensure that minutes are taken and kept of each Council meeting.
- (2) The minutes must record the following—
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under rule 65;

(3) The minutes should be provided within 10 days of following the relevant Council meeting and must be provided within 21 days. If the minutes cannot be provided within 21 days, the Secretary must inform the Council and indicate a reasonable expected date of delivery before the next scheduled Council meeting.

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#### **67. Leave of absence**

- (1) The Council may grant a Council member leave of absence from Council meetings for a period not exceeding 3 months.
- (2) The Council must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Council member to seek the leave in advance.

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## PART 6—FINANCIAL MATTERS

### 68. Source of funds

The funds of the Chamber may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest, commercial activities, sponsorships, partnership agreements and any other sources approved by the Council.

### 69. Management of funds

- (1) The Chamber must open ~~and maintain~~ accounts with both an Australian-domiciled and an Italian-domiciled financial institution from which all expenditure of the Chamber ~~is~~ are made and into which all of the Chamber's revenue ~~is~~ are deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Chamber, the Council may approve expenditure on behalf of the Chamber.
- (3) The Council may authorise the Treasurer and or the Secretary to expend funds on behalf of the Chamber (including by electronic funds transfer) up to a specified limit of \$10,000 without requiring approval from the ~~Council President and / or Vice President~~ for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments or forms of digital payment must first be authorised by ~~an~~ at least 2 Office bearers that and signed by such persons as the Council shall, by resolution if not the Treasurer and Secretary, authorise from time to time.
- (5) All funds of the Chamber must be deposited into the financial account of the Chamber no later than ~~5~~ 10 working days after receipt.
- (6) With the approval of the Council, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded ~~at the time of the transaction~~ and that record is maintained for financial reporting purposes.

### 70. Financial records

- (1) The Chamber must keep financial records in an appropriate digital format, including any recognised digital accounting software platform, ~~that—~~
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- (2) The Chamber must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Council.

### 71. Financial statements

- (1) For each financial year, the Council must ensure that the requirements under the Act relating to the financial statements of the Chamber are met.
- (2) Without limiting subrule (1), those requirements include—
  - (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Council;

(d) the submission of the financial statements to the annual general meeting of the Chamber;

- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

**72. Reimbursement of expenses & payment for services**

- (1) The Council may reimburse the Councilors for all reasonable out of pocket expenses incurred whilst on pre-approved Chamber business. All other expenses must be pre-approved by the Council.
- ~~(2)~~ (2) The President shall have an annual expense ~~account-allowance~~ as approved by the Council members that must be applied only for legitimate Chamber business and purposes. The Council may approve further expenses from time to time at its discretion.
- (3) Any expense related to airfares(international or domestic) for travel primarily related to Chamber must be pre-approved by the Council and will be limited to the equivalent economy airfare at that time of a recognised full-service carrier. \*
- (3) All amounts paid to the Councilors whether for pre-approved expenses incurred, payment for services rendered or for any other reasons permitted by the Act and these Rules must be brought to the attention of all Councilors at the Council meeting following the request for payment of the amount in question, and in all cases, prior to any Annual General meeting of the outgoing ~~Councillor~~Councilors.

**PART 7—GENERAL MATTERS**

**73. Reports to Italian Government**

The Chamber shall forward to the Italian Government through the Italian Embassy all reports as required by their annual regulations.

**74. Property of the Chamber**

- (1) No member shall take from the Chamber rooms or injure or destroy anything whatsoever being the property of the Chamber and any article taken or removed or damaged shall be replaced or repaired or the damage made good forthwith.
- (2) The Council shall decide whether any property is to be repaired or replaced and its decision shall be final and the Members causing such loss or damage shall forthwith pay to the Chamber the account that the Council may determine.

**75. Common seal**

- (1) The Chamber may have a common seal.
- (2) If the Chamber has a common seal—
- (a) the name of the Chamber must appear in legible characters on the common seal;
  - (b) a document may only be sealed with the common seal by the authority of the Council and the sealing must be witnessed by the signatures of two Council members;
  - (c) the common seal must be kept in the custody of the Secretary.

**76. Registered address**

- (1) The registered address of the Chamber is—
- (a) the address determined from time to time by resolution of the Council; or
  - (b) if the Council has not determined an address to be the registered address—the postal address of the Secretary.

### 77. Notice requirements

- (1) Any notice required to be given to a member or a Council member under these Rules may be given—
  - (a) by handing the notice to the member personally; or
  - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
  - (c) by email, digital, electronic or other forms of ~~or facsimile~~ transmission commonly utilised and generally available and accessible to relevant parties at that point in time.
- (2) Subrule (1) does not apply to notice given under rule 60.
- (3) Any notice required to be given to the Chamber or the Council may be given—
  - (a) by handing the notice to a member of the Council; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or
  - (d) if the Council determines that it is appropriate in the circumstances—
    - (i) by email to the email address of the Chamber or the Secretary; or
    - ~~(ii) by facsimile transmission to the facsimile number of the Chamber; or~~
    - (iii) by any digital, electronic or other forms of transmission commonly utilised and generally available and accessible to relevant parties at that point in time.

### 78. Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
  - (a) the register of members;
  - (b) the minutes of general meetings;
  - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Chamber, including minutes of Council meetings.

#### Note

See note following rule 18 for details of access to the register of members.

- (2) The Council may refuse to permit a member to inspect records of the Chamber that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Chamber.
- (3) The Council must on request make copies of these rules available to members and applicants for membership free of charge and requires that the member provides a appropriate assurance that such information will be retained in confidence and not distributed and indemnifies the Chamber from any resultant loss or damage caused by disclosure of any information provided to the Chamber.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Chamber referred to in this rule and the Chamber may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

**relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Chamber that do not breach the rights to privacy of members and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
  
- (d) records and documents relating to transactions, dealings, business or property of the Chamber.

### **79. Winding up and cancellation**

- (1) The Chamber may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Chamber, the surplus assets of the Chamber must not be distributed to any members or former members of the Chamber.
- (3) Subject to the Act and any court order made pursuant to the Act, the surplus assets must be given to a not for profit entity under Australian law that has similar purposes to the Chamber and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be determined as follows: -
  - (a) in accordance with a special resolution of the Chamber; or
  - (b) in the absence of any such Special Resolution: -
    - (i) To a corresponding national Italian Chamber of Commerce in Australia, if in existence at the material time and is affiliated with the Chamber prior to any winding up; or
    - (ii) In the event that a corresponding national Italian Chamber of Commerce in Australia does not exist, as maybe directed by the Italian Consul-General's office acting in consultation with such person, office or association the Consul-General may think appropriate to consult.

### **80. Alteration of Rules**

These Rules may only be altered by special resolution of a general meeting of the Chamber and subject to the endorsement of the Italian Government, through the Italian Embassy in Australia.

#### **Note**

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

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